

WisdomTree Investments, Inc.

Form 4

November 24, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEINHARDT MICHAEL H

2. Issuer Name **and** Ticker or Trading
Symbol
WisdomTree Investments, Inc.
[WETF]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**712 FIFTH AVENUE, 34TH
FLOOR**

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2015

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
NEW YORK, NY 10019

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/04/2015		G	V 500,000	(A) or (D) \$ 0 ⁽¹⁾	11,826,214 ⁽²⁾	D
Common Stock	08/04/2015		G	V 500,000	A \$ 0 ⁽¹⁾	500,000 ⁽³⁾	I
							By The Judy and Michael Steinhardt Foundation
Common Stock	11/20/2015		S	80,555	D \$ 21.1849 ⁽⁴⁾	419,445 ⁽³⁾	I
							By The Judy and Michael Steinhardt

Common Stock	11/23/2015	S	419,445	D	\$ 21,413.30 (5)	I	Foundation By The Judy and Michael Steinhardt Foundation
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STEINHARDT MICHAEL H 712 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10019	X

Signatures

/s/ Marci Frankenthaler, Attorney-in-Fact	11/24/2015
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**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares transferred by the Reporting Person as a bona fide gift to The Judy and Michael Steinhardt Foundation without consideration.

(2) Includes restricted stock award which vests as to 3,485 shares on June 24, 2016.

(3) The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$21.14 to \$21.29, inclusive. The reporting person undertakes to provide to WisdomTree Investments, Inc., any security holder of
(4) WisdomTree Investments, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (4) of this Form 4.

The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.65, inclusive. The reporting person undertakes to provide to WisdomTree Investments, Inc., any security holder of
(5) WisdomTree Investments, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (5) of this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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