

WisdomTree Investments, Inc.
Form 4
May 08, 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 *
Ziemba Peter M

(Last) (First) (Middle)

C/O WISDOMTREE
INVESTMENTS, INC., 245 PARK
AVENUE, 35TH FLOOR

(Street)

NEW YORK, NY 10167

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Chief Legal Officer

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/07/2015		M	250,000	A \$ 1.07 914,907 ⁽¹⁾	D	
Common Stock	05/07/2015		M	100,000	A \$ 2.25 1,014,907 ⁽¹⁾	D	
Common Stock	05/07/2015		S	194,608	D \$ 19.388 820,299 ⁽¹⁾ ⁽²⁾	D	
Common Stock					15,300	I	By son

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 1.07	05/07/2015		M	250,000	(3) 04/22/2017	Common Stock 250,000
Stock Option (right to buy)	\$ 2.25	05/07/2015		M	100,000	02/15/2012 01/27/2020	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ziemba Peter M C/O WISDOMTREE INVESTMENTS, INC. 245 PARK AVENUE, 35TH FLOOR NEW YORK, NY 10167	Chief Legal Officer

Signatures

/s/ Marci Frankenthaler,
Attorney-in-Fact 05/08/2015

__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).

Includes restricted stock awards which vest as to (i) 10,055 shares on January 14, 2016, (ii) 14,166 shares on January 22, 2016, (iii) 37,500 shares on January 25, 2016, (iv) 14,067 shares on January 28, 2016, (v) 10,057 shares on January 14, 2017, (vi) 14,068 shares on January 28, 2017 and (vii) 14,072 shares on January 28, 2018.

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- The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$19.07 to \$19.66, inclusive. The reporting person undertakes to provide to WisdomTree Investments, Inc., any security holder of 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 (2) of this Form 4.
- (2)

Exercisable (at an exercise price of \$6.35 per share) as to 200,000 shares vesting on each of April 27, 2008, 2009, 2010 and 2011.

- (3) Modified on January 26, 2009 to also become exercisable (at an exercise price of \$1.07 per share) as to 200,000 shares on each of January 27, 2010, 2011, 2012 and 2013.

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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