

Steinberg Jonathan L
Form 4
January 29, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Steinberg Jonathan L

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2019

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

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

(Street)

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

NEW YORK, NY 10167

(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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/25/2019 | | A | | 448,598 ⁽¹⁾ | A | \$ 0 7,841,285 ⁽²⁾ D |
| Common Stock | 01/25/2019 | | F | | 15,422 ⁽³⁾ | D | \$ 0 7,825,863 ⁽²⁾ D |
| Common Stock | 01/27/2019 | | F | | 60,756 ⁽³⁾ | D | \$ 0 7,765,107 ⁽⁴⁾ D |
| Common Stock | | | | | | I | 798 By Spouse |

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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) | Amount | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number Shares |
| Performance Based Restricted Stock Units | \$ 0 | 01/25/2019 | | A | 112,149 | 01/25/2022 | (5)(6) | Common Stock | 112,149 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Steinberg Jonathan L C/O WISDOMTREE INVESTMENTS, INC. 245 PARK AVENUE, 35TH FLOOR NEW YORK, NY 10167 | X | | Chief Executive Officer | |

Signatures

/s/ Marci Frankenthaler, Attorney-in-Fact 01/29/2019

**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) Restricted stock awarded by Issuer on January 25, 2019 and vesting as to (i) 149,532 shares on each of January 25, 2020 and 2021 and (ii) 149,534 shares on January 25, 2022.
- (2) Includes restricted stock awards which vest as to (i) 147,290 shares on January 27, 2019, (ii) 187,752 shares on each of January 25, 2020 and 2021 and (iii) 149,534 shares on January 25, 2022.
- (3) Surrender of common stock to Issuer upon vesting of restricted stock award to cover withholding taxes.
- (4) Includes restricted stock awards which vest as to (i) 187,752 shares on each of January 25, 2020 and 2021 and (ii) 149,534 shares on January 25, 2022.

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- On the third anniversary of the grant date, the Performance-Based Restricted Stock Units ("PRsUs") will vest and the number of shares of the Issuer's common stock ("Common Stock") to be issued pursuant to the PRsUs will be determined based on the total shareholder
- (5) return ("TSR") of the Common Stock relative to the respective TSRs of the stocks of a peer group of companies, each measured over a three-year period from the date of grant of the PRsUs. The number of shares of Common Stock to be issued upon vesting of the PRsUs will range between 0% to 200% of the number of shares indicated above (the target share amount).

- (Continuation of Footnote 5) - If the Reporting Person's employment is terminated under certain circumstances or a change of control occurs prior to the third anniversary of the grant date, all or a portion of the PRsUs will vest and the number of shares of Common Stock
- (6) to be issued pursuant to the PRsUs will be determined at such time, based on the respective TSRs of the Common Stock and the stocks of the peer group, each measured from the grant date to the accelerated vesting date. PRsUs have no voting rights and are generally non-transferable.

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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