

WisdomTree Investments, Inc.  
 Form 4  
 January 29, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Ziembra Peter M

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

3. Date of Earliest Transaction (Month/Day/Year)  
 01/27/2016

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

NEW YORK, NY 10167  
 (City) (State) (Zip)

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

**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                    | 01/27/2016                           |  | A                              |   | 89,929 <sup>(1)</sup>   | A  | \$ 0 883,745 <sup>(2)</sup> D     |
| Common Stock                    | 01/28/2016                           |  | F                              |   | 5,201 <sup>(3)</sup>  | D  | \$ 0 878,544 <sup>(4)</sup> D     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

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

## Signatures

/s/ Marci Frankenthaler, Attorney-in-Fact 01/29/2016

\_\_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 27, 2016 and vesting as to (i) 29,976 shares on each of January 27, 2017 and 2018 and (ii) 29,977 shares on January 27, 2019.  
Includes restricted stock awards which vest as to (i) 14,067 shares on January 28, 2016, (ii) 10,057 shares on January 14, 2017, (iii) 14,068 shares on January 28, 2017, (iv) 14,072 shares on January 28, 2018, (v) 29,976 shares on each of January 27, 2017 and 2018 and (vi) 29,977 shares on January 27, 2019.
- (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) 10,057 shares on January 14, 2017, (ii) 14,068 shares on January 28, 2017, (iii) 14,072 shares on January 28, 2018, (iv) 29,976 shares on each of January 27, 2017 and 2018 and (v) 29,977 shares on January 27, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.