

WisdomTree Investments, Inc.
 Form 4
 August 06, 2015

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 *
 Muni Amit

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

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

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

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. Code | 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) |
|---------------------------------|--------------------------------------|--|---------|---|---|--|---|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 08/04/2015 | | M | 300,000 A \$ 1.07 | 826,976 ⁽¹⁾ | D | |
| Common Stock | 08/04/2015 | | M | 100,000 A \$ 2.25 | 926,976 ⁽¹⁾ | D | |
| Common Stock | 08/04/2015 | | M | 75,000 A \$ 5.05 | 1,001,976 ⁽¹⁾ | D | |
| Common Stock | 08/04/2015 | | S | 475,000 D \$ 25.4567 ⁽²⁾ | 526,976 ⁽¹⁾ | D | |

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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 Number of Shares |
| Stock Option (right to buy) | \$ 1.07 | 08/04/2015 | | M | 300,000 | (3) | 01/15/2018 | Common Stock | 300,000 |
| Stock Option (right to buy) | \$ 2.25 | 08/04/2015 | | M | 100,000 | 02/15/2012 | 01/27/2020 | Common Stock | 100,000 |
| Stock Option (right to buy) | \$ 5.05 | 08/04/2015 | | M | 75,000 | (4) | 01/26/2021 | Common Stock | 75,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Muni Amit
C/O WISDOMTREE INVESTMENTS, INC.
245 PARK AVENUE, 35TH FLOOR
NEW YORK, NY 10167

Chief Financial Officer

Signatures

/s/ Marci Frankenthaler,
Attorney-in-Fact

08/06/2015

**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).

(1) Includes restricted stock awards which vest as to (i) 14,336 shares on January 14, 2016, (ii) 9,011 shares on January 22, 2016, (iii) 37,500 shares on January 25, 2016, (iv) 14,067 shares on January 28, 2016, (v) 14,338 shares on January 14, 2017, (vi) 14,068 shares on January 28, 2017 and (vii) 14,072 shares on January 28, 2018.

(2) The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$25.01 to \$26.12, 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.

(3) Exercisable (at an exercise price of \$2.72 per share) as to 75,000 shares on each of January 16, 2009, 2010, 2011 and 2012. Modified on January 26, 2009 to become exercisable (at an exercise price of \$1.07 per share) as to 75,000 shares on each of January 27, 2010, 2011, 2012 and 2013.

(4) Exercisable as to 37,500 shares on each of January 27, 2014, 2015, 2016 and 2017.

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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