Ziemba Peter M Form 4 August 21, 2012

## 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

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

WisdomTree Investments, Inc.

[WETF]

(Last) (First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction (Month/Day/Year) 08/20/2012

(Check all applicable)

Issuer

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

Chief Legal Officer

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

C/O WISDOMTREE INVESTMENTS, INC., 380 MADISON AVENUE, 21ST **FLOOR** 

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10017

(City)

) (Zip)	Table I - Non-Derivative Securities Acquired Disposed of or Reneficially Owned
(—-r)	Lanie I. Non-Derivative Securities Acquired Disposed of or Reneticially Dwhed

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/20/2012		Code V M	Amount 100,000	(D) A	Price \$ 1.07	(Instr. 3 and 4) 728,242 (3)	D	
Common Stock	08/20/2012		S	25,000	D	\$ 6.72 (2)	703,242 (3)	D	
Common Stock	08/21/2012		S	75,000	D	\$ 6.73 (6)	628,242 (3)	D	

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Common Stock	9,600 (4)	I	By Son
Common Stock	4,500 (5)	I	By Daughter

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

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SEC 1474

(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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.07	08/20/2012		M		100,000	<u>(1)</u>	04/22/2017	Common Stock	100,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ziemba Peter M C/O WISDOMTREE INVESTMENTS, INC. 380 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10017

Chief Legal Officer

## **Signatures**

/s/ Sarah English, Attorney-in-Fact 08/21/2012

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

Reporting Owners 2

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2011, 2012 and 2013.

- The price included in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.66 to \$6.81, 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 footnotes (2) and (6) to this Form 4.
- Includes (i) restricted stock award which vests as to 37,500 shares on each of January 25, 2013, 2014, 2015 and 2016, (ii) restricted stock (3) award which vests as to 6,351 shares on January 25, 2013, and (iii) restricted stock award which vest as to 25,000 shares on each of January 27, 2013, 2014 and 2015.
- (4) 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 for any other purpose.
- (5) See Note 4.
- (6) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.70 to \$6.77, inclusive.

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.