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

0.5

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 Darivative Securities Acquired Disposed of or Ranaficially Owned
) (Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Own

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				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	or (D)	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)	Ι	By Daughter

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. Transactic Code (Instr. 8)	ransactiorDerivative ode Securities		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 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

Relationships Reporting Owner Name / Address

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, 08/21/2012 Attorney-in-Fact

**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.