

Schwartz Jeremy  
Form 4  
January 29, 2019

**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 \*  
Schwartz Jeremy

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  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Global Head of Research

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                              |   | 102,803 <sup>(1)</sup>  | A  | \$ 0 658,207 <sup>(2)</sup> D     |
| Common Stock                    | 01/25/2019                           |  | F                              |   | 32,131 <sup>(3)</sup>   | D  | \$ 0 626,076 <sup>(2)</sup> D     |
| Common Stock                    | 01/27/2019                           |  | F                              |   | 7,122 <sup>(3)</sup>  | D  | \$ 0 618,954 <sup>(4)</sup> D     |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

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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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Performance Based Restricted Stock Units   | \$ 0   | 01/25/2019                           |  | A                              | 25,701  | 01/25/2022   | <u>(5)(6)</u>   | Common Stock | 25,701                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

Global Head of Research

## 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) 34,267 shares on each of January 25, 2020 and 2021 and (ii) 34,269 shares on January 25, 2022.
- (2) Includes restricted stock awards vesting as to (i) 20,964 shares on January 27, 2019, (ii) 43,111 shares on January 25, 2020, (iii) 43,112 shares on January 25, 2021 and (iv) 34,269 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 vesting as to (i) 43,111 shares on January 25, 2020, (ii) 43,112 shares on January 25, 2021 and (iii) 34,269 shares on January 25, 2022.
- (5)

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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 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).

- (6) (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 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. 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.