

Ziembra Peter M
Form 4
August 15, 2012

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)

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

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2012

(Street)

NEW YORK, NY 10017

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

(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 | (A) or (D) | Price |
| Common Stock | 08/13/2012 | | M | | 100,000 | A | \$ 1.07 |
| Common Stock | 08/13/2012 | | S | | 25,000 | D | \$ 6.66 (5) |
| Common Stock | 08/14/2012 | | S | | 37,691 | A | \$ 6.66 (6) |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------------------|--------------------|---|-------------|
| Common Stock | 08/15/2012 | S | 27,309 | D | \$ 6.51 <u>(7)</u> | 638,242 <u>(3)</u> | D | |
| Common Stock | | | | | | 9,600 <u>(1)</u> | I | By Son |
| Common Stock | | | | | | 4,500 <u>(2)</u> | I | By Daughter |

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 required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Option (right to buy) | \$ 1.07 | 08/13/2012 | | M | 100,000 | <u>(4)</u> 04/22/2017 | Common Stock | 100,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chief Legal Officer

Signatures

/s/ Peter M.
Ziembra

08/15/2012

**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) 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.
- (2) See Note 1.
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 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.
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
- (4) 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, 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 \$6.60 to \$6.70, 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 (5),(6) and (7) to this Form 4.
- (5) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.65 to \$6.68, inclusive.
- (6) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.47 to \$6.56, inclusive.
- (7) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.47 to \$6.56, 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.