

Steinberg Jonathan L  
Form 4  
January 29, 2019

**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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Steinberg Jonathan L

(Last) (First) (Middle)

C/O WISDOMTREE  
INVESTMENTS, INC., 245 PARK  
AVENUE, 35TH FLOOR

(Street)

NEW YORK, NY 10167

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Executive Officer

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. 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/25/2019		A	Amount (1) 448,598	(A) or (D) A \$ 0 7,841,285 (2)	D	
Common Stock	01/25/2019		F	15,422 (3)	D \$ 0 7,825,863 (2)	D	
Common Stock	01/27/2019		F	60,756 (3)	D \$ 0 7,765,107 (4)	D	
Common Stock					798	I	By Spouse

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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. 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 Shares
Performance Based Restricted Stock Units	\$ 0	01/25/2019		A	112,149	01/25/2022 (5)(6)	Common Stock 112,149

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Steinberg Jonathan L C/O WISDOMTREE INVESTMENTS, INC. 245 PARK AVENUE, 35TH FLOOR NEW YORK, NY 10167	X Chief Executive Officer

## 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) 149,532 shares on each of January 25, 2020 and 2021 and (ii) 149,534 shares on January 25, 2022.
- (2) Includes restricted stock awards which vest as to (i) 147,290 shares on January 27, 2019, (ii) 187,752 shares on each of January 25, 2020 and 2021 and (iii) 149,534 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 which vest as to (i) 187,752 shares on each of January 25, 2020 and 2021 and (ii) 149,534 shares on January 25, 2022.

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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
- (5) 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).

- (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
- (6) 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.

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