

WisdomTree Investments, Inc.
 Form 4/A
 January 31, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Steinberg Jonathan L

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/27/2017

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

(Street)
 NEW YORK, NY 10167

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/30/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 01/27/2017 | | F | (A) or (D) 76,360 (1) | \$ 0 7,385,852 (2) | D | |
| Common Stock | | | | | 798 | I | By Spouse |
| Common Stock | 01/28/2017 | | F | (A) or (D) 20,955 (1) | \$ 0 7,364,897 (3) | 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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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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
Date: 01/31/2017

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) Surrender of common stock to Issuer upon vesting of restricted stock award to cover withholding taxes.
- (2) Includes restricted stock awards which vest as to (i) 37,539 shares on January 28, 2017, (ii) 37,550 shares on January 28, 2018, (iii) 147,291 shares on January 27, 2018 and (iv) 147,290 shares on January 27, 2019.
- (3) Includes restricted stock awards which vest as to (i) 37,550 shares on January 28, 2018, (ii) 147,291 shares on January 27, 2018 and (iii) 147,290 shares on January 27, 2019.

Remarks:

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This amendment is being filed to correct (i) the number of shares of common stock surrendered to Issuer reflected in Column 4

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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