

WisdomTree Investments, Inc.
 Form 4
 November 13, 2013

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 *
 Begleiter Steven 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)
 650 MADISON AVENUE, 19TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/12/2013

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

NEW YORK, NY 10022

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|------------------------|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/12/2013 | | J ⁽¹⁾ | | 500,000 | D | \$ 0 | 996,000 ⁽²⁾ | I | By Flexpoint Fund, L.P. |
| Common Stock | 11/12/2013 | | J ⁽³⁾ | | 104,379 | A | \$ 0 | 104,379 ⁽⁴⁾ | I | By Flexpoint Management, L.P. |
| Common Stock | 11/12/2013 | | J ⁽³⁾ | | 104,379 | D | \$ 0 | 0 | I | By Flexpoint Management, L.P. |
| Common Stock | 11/12/2013 | | J ⁽³⁾ | | 10,084 | A | \$ 0 | 90,709 ⁽⁵⁾ | D | |

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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. 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. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Begleiter Steven L 650 MADISON AVENUE 19TH FLOOR NEW YORK, NY 10022 | X | | | |

Signatures

/s/ Peter M. Ziemba,
Attorney-in-Fact

11/13/2013

__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) Reflects a pro rata distribution of shares of common stock of the issuer for no consideration by Flexpoint Fund, L.P. (the "Fund"), the direct owner of the shares, to its general and limited partners on November 12, 2013, including Flexpoint Management, L.P. (the "GP"), the general partner of the Fund.

(2) These shares are owned directly by the Fund. The GP is the general partner of the Fund. Although the reporting person has no voting or dispositive power over these shares, by virtue of his interest in the GP, he may be deemed to have indirect beneficial ownership of these shares. The reporting person expressly disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of these shares for purposes of Section 16 or for any other purpose.

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- On November 12, 2013, the Fund distributed, on a pro rata basis for no consideration, 500,000 shares of common stock to its general and limited partners (the "Fund Distribution"), including the GP. As a result of the Fund Distribution, the GP became the direct beneficial
- (3) owner of 104,379 shares of common stock of the issuer. Following the Fund Distribution and on the same day, the GP further distributed, on a pro rata basis for no consideration, all 104,379 shares of common stock of the issuer to its general and limited partners (the "GP Distribution"), including 10,084 shares of common stock distributed to the reporting person.

- These shares are owned directly by the GP. Although the reporting person has no voting or dispositive power over these shares, by virtue of his interest in the GP, he may be deemed to have indirect beneficial ownership of these shares. The reporting person expressly
- (4) disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of these shares for purposes of Section 16 or for any other purpose.

- (5) Includes 6,144 shares of restricted stock awarded on July 24, 2013, vesting on July 24, 2014.

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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