

WisdomTree Investments, Inc.
 Form 4
 May 05, 2016

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)
 05/03/2016

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 or Price				
Common Stock	05/03/2016		J ⁽¹⁾		996,000 ⁽²⁾	D	\$ 0 0	I	By Flexpoint Fund, L.P.
Common Stock	05/03/2016		J ⁽³⁾		203,536	A	\$ 0 203,536 ⁽⁴⁾	I	By Flexpoint Management, L.P.
Common Stock	05/03/2016		J ⁽³⁾		203,536	D	\$ 0 0	I	By Flexpoint Management, L.P.
Common Stock	05/03/2016		J ⁽³⁾		20,054	A	\$ 0 120,970 ⁽⁵⁾	D	

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July 1, 2014, May 29, 2015 and June 25, 2015.

Reflects the distribution of shares by the Fund to its general and limited partners in the Fund Distribution. As a result of the Fund Distribution, the GP became the direct beneficial owner of 203,536 shares of common stock of the Issuer. Following the Fund

- (3) Distribution and on the same day, the GP further distributed, on a pro rata basis for no consideration, all 203,536 shares of common stock of the Issuer to its general and limited partners (the "GP Distribution"), including 20,054 shares of common stock distributed to the Reporting Person.

- (4) 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 disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares on this Form shall not be deemed an admission of beneficial ownership of these shares for purposes of Section 16 or for any other purpose.

- (5) Includes restricted stock award which vests as to 3,485 shares on June 24, 2016.

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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