

Lavine Bruce I  
Form 4  
May 23, 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 \*  
Lavine Bruce I

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)  
380 MADISON AVENUE, 21ST FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/21/2012

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

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 Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 05/21/2012                           |  | S                              | 56,363  | D   | \$ 7.09  | 738,533 <sup>(3)</sup> <sub>(1)</sub>                 | D |
| Common Stock                    | 05/22/2012                           |  | S                              | 130,883   | D   | \$ 7.03  | 607,650 <sup>(3)</sup> <sub>(2)</sub>                 | D |
| Common Stock                    | 05/23/2012                           |  | M                              | 54,548  | D   | \$ 0.7   | 662,198 <sup>(3)</sup>                                | D |
| Common Stock                    | 05/23/2012                           |  | S                              | 25,000  | D   | \$ 6.9 <sub>(5)</sub>                                    | 637,198 <sup>(3)</sup>                                | 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)<br>(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.                                |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-----------------------------------|
| Stock Option (right to buy)                | \$ 0.7   | 05/23/2012                           |  | M                              | V (A) (D)<br>54,548  | Date Exercisable (4) 01/25/2019 Expiration Date          | Title Common Stock  | Amount or Number of Shares 54,548 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Lavine Bruce I<br>380 MADISON AVENUE<br>21ST FLOOR<br>NEW YORK, NY 10017 | X             |           | Chief Operating Officer |       |

## Signatures

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

05/23/2012

\_\_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 price included in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$7.05 to \$7.12, 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 (1), (2) and (5) to this Form 4.

(2) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$7.00 to \$7.11, inclusive.

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- (3) Includes (i) restricted stock award vesting as to 10,797 shares on January 25, 2013, and (ii) restricted stock award vesting as to 150,000 shares on each of February 16, 2013 and 2014.
- (4) Exercisable as to 150,000 shares on each of February 16, 2011, 2012, 2013 and 2014.
- (5) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.80 to \$6.92, inclusive.

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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