

WisdomTree Investments, Inc.  
Form S-8 POS  
September 14, 2016

Registration No. 333-176652

As filed with the Securities and Exchange Commission on September 14, 2016

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**WisdomTree Investments, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**13-3487784**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**245 Park Avenue, 35th Floor**

**New York, New York 10167**

**(Address of Principal Executive Offices) (Zip Code)**

**The Registrant's 2001 Performance Equity Plan**

**The Registrant's 2005 Performance Equity Plan**

**(Full title of the plans)**

**Peter M. Ziemba**

**Executive Vice President-Business and Legal Affairs, Chief Legal Officer**

**WisdomTree Investments, Inc.**

**245 Park Avenue, 35th Floor**

**New York, NY 10167**

**Tel: (917) 267-3747**

**Fax: (917) 267-3848**

**(Name, address and telephone number, including area code, of agent for service)**

*Copies to:*

**Jocelyn M. Arel, Esq.**

**Goodwin Procter LLP**

**100 Northern Avenue**

**Boston, MA 02210**

**Tel: (617) 570-1000**

**Fax: (617) 523-1231**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-176652) ( Registration Statement ) filed on September 2, 2011 with the Securities and Exchange Commission (the Commission ) by WisdomTree Investments, Inc. (the Company or Registrant ). Among other things, the Registration Statement registered shares of common stock, par value \$0.01 per share, of the Company ( Common Stock ) to be offered and sold pursuant to awards under the Company s 2001 Performance Equity Plan (the 2001 Plan ) and the Company s 2005 Performance Equity Plan (the 2005 Plan, and, collectively with the 2001 Plan, the Prior Plans ).

At the Annual Meeting of Stockholders held on June 20, 2016, the Company s stockholders approved the Company s 2016 Equity Plan (the 2016 Plan ) to replace the Prior Plans for grants of equity-based awards to the Company s officers, directors, employees and consultants who render services to the Company or its subsidiaries. Effective June 20, 2016, the Prior Plans were suspended and no additional awards will be made thereunder.

In accordance with the Company s undertaking set forth in Part II, Item 9 of the Registration Statement, the Registrant hereby removes from registration an aggregate of 379,396 shares of Common Stock previously registered under the Registration Statement for offer and sale under the Prior Plans. The deregistered shares represent 189,993 and 189,403 shares of Common Stock that remain unsold under the 2001 Plan and 2005 Plan, respectively, as of June 20, 2016.

Prior to the filing of this Post-Effective Amendment No. 1 to the Registration Statement, the Registrant filed a new Registration Statement on Form S-8 (File No. 333-212128) to register the shares of Common Stock available for issuance under the 2016 Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing an amendment on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, in the State of New York, on September 14, 2016.

WISDOMTREE INVESTMENTS, INC.

By: /s/ Amit Muni  
Amit Muni

Executive Vice President Finance and  
Chief Financial Officer

No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-176652) on behalf of the Registrant in reliance on Rule 478 of the Securities Act of 1933, as amended.