WisdomTree Investments, Inc.

Form 4 May 05, 2016

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

OMB Number: 3235-0287

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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OMB APPROVAL

Form 5 biligations obligations may continue. 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

See Instruction 1(b).

(Print or Type Responses)

(Month/Day/Year) — Officer (give title below) Other (specify below)

Other (specify below)

FLOOR

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting

NEW YORK, NY 10022

(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. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/03/2016		Code V <u>J(1)</u>	Amount 996,000 (2)	(D) D	Price \$ 0	(Instr. 3 and 4) 0	I	By Flexpoint Fund, L.P.	
Common Stock	05/03/2016		J <u>(3)</u>	203,536	A	\$0	203,536 (4)	I	By Flexpoint Management, L.P.	
Common Stock	05/03/2016		J <u>(3)</u>	203,536	D	\$ 0	0	I	By Flexpoint Management, L.P.	
Common Stock	05/03/2016		J <u>(3)</u>	20,054	A	\$0	120,970 (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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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date		Amou	nt of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/Year)		Underlying		Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Securities		(Instr. 5)]
		Derivative			Securities			(Instr.		(
		Security				Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
						Date Exercisable	Expiration Date	Title N	Number			
									of			
				Code V	(A) (D)				Shares			
					Code v	(A) (D)				Shares		

Reporting Owners

Director 10% Owner Officer Other

Begleiter Steven L 650 MADISON AVENUE 19TH FLOOR NEW YORK, NY 10022

X

Signatures

/s/ Marci Frankenthaler, Attorney-in-Fact

05/05/2016

**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).
- 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 May 3, 2016, including Flexpoint Management, L.P. (the "GP"), the general partner of the Fund (the "Fund Distribution").
- (2) These shares were 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. These shares were inadvertently omitted from Form 4s filed by the reporting person on

Reporting Owners 2

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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.
 - 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.

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