WisdomTree Investments, Inc.

Form 5

January 24, 2013

OMB APPROVAL FORM 5 **OMB**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if

Number: January 31, Expires: 2005

3235-0362

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer STEINHARDT MICHAEL H Symbol WisdomTree Investments, Inc. (Check all applicable) [WETF] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director _X__ 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/17/2012 650 MADISON AVENUE. 17TH

FLOOR

(State)

(Zip)

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NYÂ 10022

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

Table I Non Derivative Securities Acquired Disposed of ar Repeticially Owned

. •		1 al	ne i - Noii-De	iivative Secui	ities A	cquire	u, Disposeu oi, o	or beneficially	Owneu
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	Acquir	ed (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	or Disposed of (D)			Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned at end	Direct (D)	Ownership
					(4)		of Issuer's	or Indirect	(Instr. 4)
					(A)		Fiscal Year	(I)	
				Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/17/2012	Â	G	1,000,000 (1)	D	\$0	18,973,766	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired			·		
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
									of	
					(A) (D)				Shares	

of D

В

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Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Othe			
STEINHARDT MICHAEL H							
650 MADISON AVENUE	î v	ÂΧ	â	â			
17TH FLOOR	АЛ	АЛ	A	A			
NEW YORK, NY 10022							

Signatures

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

**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).

Transfer by gift to the Steinhardt 2012 Grandchildren's Trust. The reporting person disclaims beneficial ownership of these securities and (1) this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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