Begleiter Steven L Form 4 February 14, 2013

## FORM 4

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

**OMB APPROVAL** OMB 3235-0287

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per 0.5 response...

1(b).

(Print or Type Responses)

1. Name and Add Begleiter Stev	ress of Reporting Person * en L	2. Issuer Name <b>and</b> Ticker or Trading Symbol WisdomTree Investments, Inc. [WETF]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 650 MADISO FLOOR	(First) (Middle) N AVENUE, 19TH	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2013	_X_ Director 10% Owner Officer (give title below) — Other (specify below)			
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK,	NY 10022		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. Transactic Code (Instr. 8)	4. Securities Appropriate Appr	of (D)	red (A)	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)		
Common Stock	02/13/2013		<u>J(1)</u>	4,000,000	D	\$0	4,000,000 (2)	I	By Flexpoint Fund, L.P.		
Common Stock	02/13/2013		J(3)	779,291	A	\$ 0	779,291 (4)	I	By Flexpoint Management, L.P.		
Common Stock	02/13/2013		J(3)	779,291	D	\$ 0	0	I	By Flexpoint Management, L.P.		
Common Stock	02/13/2013		J <u>(3)</u>	73,461	A	\$0	73,461 <u>(5)</u>	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
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						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date	Titic	of		
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

### **Signatures**

/s/ Steven L. 02/13/2013

\*\*Signature of Date
Reporting Person

# **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 February 13, 2013, including Flexpoint Management, L.P. (the "GP"), the general partner of the Fund.
  - These shares are 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
- (2) 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.

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- On February 13, 2013, the Fund distributed, on a pro rata basis for no consideration, 4,000,000 shares of common stock to its general and limited partners (the "Fund Distribution"), including the GP. As a result of the Fund Distribution, the GP became the direct beneficial
- (3) owner of 779,291 shares of common stock of the issuer. Following the Fund Distribution and on the same day, the GP further distributed, on a pro rata basis for no consideration, all 779,291 shares of common stock of the issuer to its general and limited partners (the "GP Distribution"), including the shares of common stock received by the reporting person. See footnote (5) below.
- (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 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.
- (5) Consists of shares of common stock received by the reporting person in the GP Distribution.

Note: File three copies of this Form, one of which must be manually signed. If space 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.