

Begleiter Steven L
Form 4
February 14, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Begleiter Steven L

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)
650 MADISON AVENUE, 19TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2013

☒ 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)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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. 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2013		J ⁽¹⁾		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 ⁽³⁾		73,461	A	\$ 0	73,461 (5)	D	

Edgar Filing: Begleiter Steven L - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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.
Begleiter 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
(1) 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.

Edgar Filing: Begleiter Steven L - Form 4

- 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.

- 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
- (4) 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.