

WisdomTree Investments, Inc.  
Form SC 13G  
February 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
(Amendment No. )\*

**WisdomTree Investments, Inc.**

(Name of Issuer)

**COMMON STOCK, \$0.01 PAR VALUE PER SHARE**

(Title of Class of Securities)

**97717P104**

(CUSIP Number)

**December 31, 2011**

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

Jonathan L. Steinberg

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF

12,463,120

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

17,687

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

12,463,120

8. SHARED DISPOSITIVE POWER

WITH

17,687

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,480,807

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.9%<sup>1</sup>

12. TYPE OF REPORTING PERSON

IN

<sup>1</sup> The percent of class was calculated based on 116,703,278 shares of common stock issued and outstanding as of December 31, 2011, as disclosed in WisdomTree Investment, Inc.'s Prospectus filed with the Securities and Exchange Commission on February 3, 2012.

**Item 1. Issuer**

- (a) Name of Issuer:  
WisdomTree Investments, Inc. (the Issuer )
- (b) Address of Issuer's Principal Executive Offices:  
380 Madison Avenue, 21<sup>st</sup> Floor  
  
New York, New York 10017

**Item 2. Filing Person**

- (a) Name of Persons Filing:  
Jonathan L. Steinberg
- (b) Address of Principal Business Office or, if None, Residence:  
380 Madison Avenue, 21<sup>st</sup> Floor  
  
New York, New York 10017
- (c) Citizenship:  
United States
- (d) Title of Class of Securities:  
Common stock, \$0.01 par value per share
- (e) CUSIP Number:  
97717P104

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

**Item 4. Ownership.**

(a) Amount beneficially owned:

12,480,807 shares of common stock \*

(b) Percent of class:

9.9%<sup>1</sup>

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

12,463,120

(ii) Shared power to vote or to direct the vote:

17,687

(iii) Sole power to dispose or to direct the disposition:

12,463,120

(iv) Shared power to dispose or to direct the disposition of:

17,687

\* As of December 31, 2011, the 12,480,807 shares of common stock beneficially owned by Mr. Steinberg included (i) 798 shares of common stock owned by Mr. Steinberg's spouse with whom he may be deemed to share voting power; (ii) 16,889 shares of common stock held in a joint account with Mr. Steinberg's spouse with whom he shared voting power; (iii) 18,191 shares of restricted stock that were to vest within 60 days of December 31, 2011 and were not transferable by Mr. Steinberg until they vest, but over which he exercised voting control; and (iv) 8,751,792 shares of common stock issuable upon the exercise of options that were currently exercisable or would become exercisable within 60 days from December 31, 2011. On January 25, 2012, 17,276 shares of restricted stock was awarded to Mr. Steinberg and on January 27, 2012, Mr. Steinberg surrendered 7,800 shares of restricted stock to the Issuer to cover withholding taxes associated with the vesting of 18,191 shares of restricted stock on that date. On February 8, 2012, in connection with the Issuer's public offering, Mr. Steinberg exercised 3,604,292 options to purchase common stock and sold 3,604,292 underlying shares as a selling stockholder. As of February 8, 2012, after giving effect to the public offering, Mr. Steinberg beneficially owned 8,885,991 shares of the Issuer's outstanding common stock.

<sup>1</sup> The percent of class was calculated based on 116,703,278 shares of common stock issued and outstanding as of December 31, 2011, as disclosed in the Issuer's Prospectus filed with the Securities and Exchange Commission on February 3, 2012.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2012

By: /s/ Jonathan L. Steinberg  
Jonathan L. Steinberg