

WisdomTree Investments, Inc.
Form 10-K/A
April 30, 2019

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

Form 10-K/A
Amendment No. 1

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For fiscal year ended December 31, 2018

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____.

Commission File Number 001-10932

WisdomTree Investments, Inc.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 13-3487784 (IRS Employer Identification No.) |
| 245 Park Avenue, 35th Floor New York, New York (Address of principal executive offices) | 10167 (Zip Code) |
| 212-801-2080 | |
| (Registrant's Telephone Number, Including Area Code) | |

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class: | Name of each exchange on which registered: |
|---------------------------------------|---|
| Common Stock, \$0.01 par value | The NASDAQ Stock Market LLC |

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy

Edgar Filing: WisdomTree Investments, Inc. - Form 10-K/A

or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At June 30, 2018, the aggregate market value of the registrant's Common Stock held by non-affiliates (computed by reference to the closing sale price of such shares on the NASDAQ Global Select Market on June 29, 2018) was \$1,190,612,875. At February 21, 2019, there were 155,147,904 shares of the registrant's Common Stock outstanding.

Explanatory Note

This Form 10-K/A Amendment No. 1 to the Annual Report on Form 10-K for the year ended December 31, 2018, as originally filed on March 1, 2019 (the "Original Filing"), of WisdomTree Investments, Inc. is being filed for the sole purpose of filing exhibits thereto as required by certain rules under Regulation S-K as follows:

ITEM 15. EXHIBITS; FINANCIAL STATEMENT SCHEDULES

(b). Exhibits

- 10.21 Amendment to Employment Agreement between the Registrant and Gregory Barton, dated February 1, 2019
- 10.22 Form of Performance-Based Restricted Stock Unit Award Agreement for Executive Officers
- 31.1 Rule 13a-14(a) / 15d- 14(a) Certification
- 31.2 Rule 13a-14(a) / 15d- 14(a) Certification
- 31.3 Rule 13a-14(a) / 15d- 14(a) Certification
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Except as expressly noted herein, this Form 10-K/A Amendment No. 1 does not modify or update in any way disclosures made in the Original Filing. The Original Filing continues to speak as of the date of the Original Filing, and we have not updated the disclosures contained therein to reflect any events that occurred at a date subsequent to the filing of the Original Filing other than expressly indicated in this Form 10-K/A and this amendment does not reflect events occurring after the filing of the Original Filing. Accordingly, this Form 10-K/A Amendment No. 1 should be read in conjunction with the Original Filing and our other filings made with the SEC on or subsequent to March 1, 2019.

Unless the context requires otherwise, references to WisdomTree, the Company, we, our, us or like terms refer to WisdomTree Investments, Inc. and its subsidiaries.

EXHIBIT INDEX

Exhibit

| Number | Description |
|---------------|---|
| 10.21* | <u>Amendment to Employment Agreement between the Registrant and Gregory Barton, dated February 1, 2019</u> |
| 10.22* | <u>Form of Performance-Based Restricted Stock Unit Award Agreement for Executive Officers</u> |
| 31.1* | <u>Rule 13a-14(a) / 15d- 14(a) Certification</u> |
| 31.2* | <u>Rule 13a-14(a) / 15d- 14(a) Certification</u> |
| 31.3* | <u>Rule 13a-14(a) / 15d- 14(a) Certification</u> |
| 32.1* | <u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Section 13 or 15(d) Securities Exchange Act of 1934, the Registrant has duly caused this amendment to the Annual Report on Form 10-K/A to be signed on its behalf by the undersigned hereunto duly authorized.

WISDOMTREE INVESTMENTS, INC.

By: */s/ JONATHAN STEINBERG*
Jonathan Steinberg
President, Chief Executive Officer and Director

April 30, 2019