

WisdomTree Investments, Inc.  
Form 8-K  
July 02, 2014

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

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 27, 2014**

**WisdomTree Investments, Inc.**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-10932**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**245 Park Avenue**

**13-3487784**  
**(IRS Employer**  
**Identification No.)**

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**35th Floor**

**New York, NY 10167**

**(Address of principal executive offices, including zip code)**

**(212) 801-2080**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 27, 2014, at the 2014 Annual Meeting of Stockholders of WisdomTree Investments, Inc. ( Company ), the Company s stockholders approved the 2014 Annual Incentive Compensation Plan (the 2014 Plan ). The 2014 Plan provides that the Compensation Committee will determine the amount of the award payable to the Company s executive officers which shall be paid, in the Compensation Committee s discretion, in cash or, to the extent permissible under a stockholder-approved stock plan of the Company, in stock based awards under such plan. The board of directors approved the 2014 Plan subject to stockholder approval. Stockholder approval was obtained in order to comply with the applicable requirements of The NASDAQ Stock Market, Inc. and to qualify certain awards made to certain officers as deductible for federal income tax purposes under Internal Revenue Code Section 162(m). Additional details about the 2014 Plan are set forth in Company s definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission on April 30, 2014 ( Proxy Statement ). The foregoing description is qualified in its entirety to the full text of the 2014 Plan which is set forth in Appendix A to the Company s Proxy Statement and is incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its 2014 Annual Meeting of Stockholders on June 27, 2014. A total of 121,638,451, shares of the Company s common stock were present or represented by proxy at the Annual Meeting, representing approximately 91% of the total outstanding common stock. At the Annual Meeting, the stockholders voted on the following three proposals and cast their votes as described below.

1. The Company s stockholders elected each of the following three nominees as Class III members to the Board of Directors of the Company to hold office until the 2017 annual meeting of stockholders and until their respective successors have been duly elected and qualified.

| NAME                  | FOR         | WITHHELD | ABSTAIN   | BROKER<br>NON-VOTES |
|-----------------------|-------------|----------|-----------|---------------------|
| R. JARRETT LILIEN     | 105,782,270 | 985,604  | 1,032,056 | 13,838,521          |
| FRANK SALERNO         | 105,791,086 | 976,789  | 1,032,055 | 13,838,521          |
| JONATHAN L. STEINBERG | 105,788,499 | 979,476  | 1,031,955 | 13,838,521          |

2. The Company s stockholders ratified the selection of Ernst & Young LLP, independent accountants, to audit the consolidated financial statements of the Company for the year ending December 31, 2014.

| FOR         | AGAINST | ABSTAIN |
|-------------|---------|---------|
| 120,607,140 | 160,150 | 871,161 |

3. The Company s stockholders approved the Company s 2014 Annual Incentive Compensation Plan.

| FOR         | AGAINST   | ABSTAIN | BROKER NON-VOTES |
|-------------|-----------|---------|------------------|
| 105,443,957 | 1,391,576 | 964,397 | 13,838,521       |

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

Exhibit 10.37 WisdomTree Investments, Inc. 2014 Annual Incentive Compensation Plan (1)

(1) Incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement (Schedule 14A) filed with the SEC on April 30, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 2, 2014

WisdomTree Investments, Inc.

By: /s/ Peter M. Ziembra  
Peter M. Ziembra  
Chief Legal Officer