



Edgar Filing: WisdomTree Trust - Form 485BPOS

previously filed post-effective amendment.

=====

SUBJECT TO COMPLETION  
PRELIMINARY PROSPECTUS  
DATED NOVEMBER 2, 2007

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

[WISDOMTREE (SM) LOGO]

PROSPECTUS

\_\_\_\_\_, 2007

WisdomTree (SM) Trust

WisdomTree India Earnings Fund

THE SECURITIES AND EXCHANGE COMMISSION ("SEC") HAS NOT APPROVED OR DISAPPROVED THESE SECURITIES OR PASSED UPON THE ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

WisdomTree Trust

WisdomTree Trust (the "Trust") is a registered investment company that consists of separate investment portfolios called "Funds." The Fund described in this Prospectus, the WisdomTree India Earnings Fund (the "Fund"), seeks investment results that closely correspond to the price and yield performance, before fees and expenses, of the WisdomTree India Earnings Index (the "Index"). The Index measures the performance of profitable companies incorporated and traded in India that meet specified criteria developed by WisdomTree Investments, Inc. The index was created using a proprietary methodology developed by WisdomTree Investments, Inc.

The Fund is an "exchange traded fund." This means that shares of the Fund are listed on a national securities exchange, such as NYSE Arca or the American Stock Exchange ("Exchange"), and trade at market prices. The market price for the Fund's shares may be different from its net asset value per share ("NAV"). The Fund has its own CUSIP number and exchange trading symbol.

The Fund issues and redeems shares at NAV only in large blocks of shares, typically 50,000 shares or more ("Creation Units"). These transactions are usually in exchange for a basket of securities and an amount of cash. As a practical matter, only institutions or large investors purchase or redeem Creation Units. Except when aggregated in Creation Units, shares of the Fund are not redeemable securities.

-----

# Edgar Filing: WisdomTree Trust - Form 485BPOS

## A NOTE TO RETAIL INVESTORS

Shares can be purchased directly from the Fund only in exchange for a basket of securities that is expected to be worth several million dollars. Most individual investors, therefore, will not be able to purchase shares directly from the Fund. Instead, these investors will purchase shares in the secondary market through a brokerage account or with the assistance of a broker. Thus, some of the information contained in this Prospectus - such as information about purchasing and redeeming shares from the Fund and references to transaction fees imposed on purchases and redemptions - is not relevant to most individual investors. Shares purchased or sold through a brokerage account or with the assistance of a broker may be subject to brokerage commissions and charges.

-----  
INVESTMENT PRODUCTS: ○ ARE NOT FDIC INSURED ○ MAY LOSE VALUE ○ ARE NOT BANK GUARANTEED

WisdomTree Trust

Table of Contents

Overview  
Investment Objective  
Principal Investment Strategies  
Principal Risk Factors  
Portfolio Holdings Information  
WisdomTree India Earnings Fund  
Management  
Investment Adviser  
Sub-Adviser  
Portfolio Managers  
Administrator, Custodian and Transfer Agent  
Shareholder Information  
Buying and Selling Shares  
Share Trading Prices  
Determination of Net Asset Value  
Dividends and Distributions  
Book Entry  
Delivery of Shareholder Documents - Householding  
Frequent Purchases and Redemptions of Fund Shares  
Investments by Registered Investment Companies  
Taxes  
Taxes on Distributions  
Taxes When Fund Shares are Sold  
Taxes on Creation and Redemption of Creation Units  
Creation and Redemption  
Authorized Participants and the Continuous Offering of Shares  
Creation and Redemption Transaction Fees for Creation Units  
Distribution  
Additional Notices  
Financial Highlights

## Overview

This Prospectus provides the information you need to make an informed decision about investing in the Fund.\* It contains important facts about the Trust as a whole and the Fund.

The Fund is an exchange-traded fund ("ETF"). ETFs are index funds whose shares are listed on a stock exchange and traded like equity securities at market prices. ETFs, such as the Fund, allow you to buy or sell shares that represent the collective performance of a selected group of securities. ETFs are designed to add the flexibility, ease and liquidity of stock-trading to the benefits of traditional index-fund investing.

WisdomTree Asset Management, Inc. ("WisdomTree Asset Management") is the investment adviser to the Fund. WisdomTree Investments, Inc. ("WisdomTree Investments") is the parent company of WisdomTree Asset Management.

## Investment Objective

The Fund seeks investment returns that closely correspond to the price and yield performance, before fees and expenses, of the WisdomTree India Earnings Index (the "Index"). The Index measures the performance of profitable companies incorporated and traded in India that meet specific criteria developed by WisdomTree Investments. Common stocks and holding companies, including real estate holding companies, are eligible for inclusion in the Index.

The Index is "fundamentally weighted." The Index differs from most traditional indexes in that the proportion, or weighting, of the securities in the Index is based on a measure of fundamental value. In this case, the Index is weighted based on annual earnings. This means that securities of companies that have higher earnings generally will be more heavily weighted in the Index. Most traditional indexes and index funds weight their securities by looking simply at the market capitalization of such securities.

## Principal Investment Strategies

Under normal circumstances, at least 95% of the Fund's total assets (exclusive of collateral held from securities lending) will be invested in the component securities of its Index. The Fund will normally invest at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in the types of securities suggested by its name. The Fund generally may invest up to 5% of its total assets in securities not included in its Index, but which the Fund believes will help it track its Index. For example, the Fund may invest in securities that are not components of its Index in order to reflect various corporate actions and other changes to its Index (such as reconstitutions, additions and deletions). Under normal circumstances, as long as the Fund invests at least 95% of its total assets in the securities of its Index, it also may invest its other assets in cash and cash equivalents, as well as in shares of other investment companies, futures contracts, options on futures contracts, options, and swaps. WisdomTree Asset Management expects that, over time, the correlation between the Fund's performance and that of its Index, before fees and expenses, will be 95% or better.

-----  
\* "WisdomTree" is a service mark of WisdomTree Investments and has been licensed for use by the Trust. WisdomTree Investments has patent applications pending on the methodology and operation of its Indexes and the Funds.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

\*\* WisdomTree Investments has contracted with Standard & Poor's ("S&P") to calculate the WisdomTree India Earnings Index. S&P shall have no liability for any errors or omissions in calculating the Index.

### 2 WisdomTree Trust Prospectus

To the extent that the Fund's underlying Index concentrates (i.e., holds 25% or more of its total assets) in the securities of a particular industry or group of industries, the Fund will concentrate its investments to approximately the same extent as its Index.

#### Principal Risk Factors

The Fund is subject to the principal risks described below. Certain additional risks associated with the Fund are discussed in the specific section describing the Fund later on in this Prospectus. These risks may adversely affect the Fund's NAV, trading price, yield, total return and/or its ability to meet its objectives.

#### Stock Market Risk

The trading price of equity securities fluctuates in response to a variety of factors. These factors include events impacting a single issuer, as well as political, market and economic developments that affect specific market segments and the market as a whole. The Fund's NAV and market price, like stock prices generally, will fluctuate within a wide range in response to these factors. As a result, an investor could lose money over short or even long periods.

#### Investment Style Risk

The returns from the types of securities in which the Fund invests may underperform returns from the various general securities markets or different asset classes. This may cause the Fund to underperform other investment vehicles that invest in different asset classes. Different types of securities (for example, large-, mid- and small-capitalization stocks) tend to go through cycles of doing better - or worse - than the general securities markets. In the past, these periods have lasted for as long as several years.

#### Interest Rate Risk

The Fund's underlying Index, and therefore the Fund, may be more heavily weighted than other types of investments in market sectors that are sensitive to interest rate fluctuations (such as the financial sector). The Fund therefore may be more sensitive to fluctuations in interest rates than other types of investments. In particular, increases to prevailing interest rates could have a negative impact on the performance of the Fund.

#### Investment Approach Risk

The Fund invests in the securities representative of its Index regardless of their investment merit. The Fund does not attempt to outperform its Index or take defensive positions in declining markets. As a result, the Fund's performance may be adversely affected by a general decline in the market segment relating to its Index.

#### Concentration Risk

To the extent that the Fund's Index concentrates in the securities of a particular industry or group of industries, the Fund will concentrate its investments to approximately the same extent as its Index. The Fund that concentrates, or otherwise invests a large portion of its assets in a single industry or group of industries, may be more susceptible to any single economic, market, political or regulatory occurrence affecting that industry or group of industries. In such cases, the Fund may be more volatile than a fund based on broader or less volatile market segments.

#### Non-Diversification Risk

The Fund is considered to be non-diversified, which means that it may invest more of its assets in the securities of a single issuer or a smaller number of issuers than if it were a diversified fund. As a result, the Fund may be more exposed to the risks associated with and developments affecting an individual issuer or a smaller number of issuers than a fund that invests more widely. This may increase the Fund's volatility and cause the performance of a relatively smaller number of issuers to have a greater impact on the Fund's performance.

#### Issuer-Specific Risk

Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect a security's or instrument's value. The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Issuer-specific events can have a negative impact on the value of the Fund.

#### Non-Correlation Risk

The performance of the Fund and its Index may vary somewhat for a variety of reasons. For example, the Fund incurs operating expenses and Fund transaction costs not incurred by its Index. In addition, the Fund may not be fully invested in the securities of its Index at all times. The use of sampling techniques may affect the Fund's ability to achieve close correlation with its Index.

#### Management Risk

Because the Fund may not fully replicate its Index and may hold securities not included in its Index, the Fund is subject to management risk. This is the risk that the Fund's investment strategy, the implementation of which is subject to a number of constraints, may not produce the intended results.

#### Market Trading Risk

Although Fund shares are listed on a national securities exchange, there can be no assurance that an active trading market for Fund shares will develop or be maintained. If an active market is not maintained, investors may find it difficult to buy or sell Fund shares.

#### 4 WisdomTree Trust Prospectus

#### Lack of Market Liquidity

Trading of shares of the Fund on a stock exchange may be halted if exchange

## Edgar Filing: WisdomTree Trust - Form 485BPOS

officials deem such action appropriate, if the Fund is delisted, or if the activation of marketwide "circuit breakers" halts stock trading generally. If the Fund's shares are delisted, the Fund may seek to list its shares on another exchange, merge with another ETF or traditional mutual fund, or redeem its shares at NAV. WisdomTree Asset Management believes that, under normal market conditions, large market price discounts or premiums to NAV will not be sustained because of arbitrage opportunities.

### Shares of the Fund May Trade at Prices Other Than NAV

As with all ETFs, Fund shares may be bought and sold in the secondary market at market prices. Although it is expected that the market price of the shares of the Fund will approximate the Fund's NAV, there may be times when the market price and the NAV vary significantly. Thus, you may pay more than NAV when you buy shares of the Fund in the secondary market, and you may receive less than NAV when you sell those shares in the secondary market.

The market price of Fund shares during the trading day, like the price of any exchange-traded security, includes a "bid/ask" spread charged by the exchange specialist, market makers or other participants that trade the Fund shares. The bid/ask spread on ETF shares is likely to be larger on ETFs that are traded less frequently. In addition, in times of severe market disruption, the bid/ask spread can increase significantly. At those times, Fund shares are most likely to be traded at a discount to NAV, and the discount is likely to be greatest when the price of shares is falling fastest, which may be the time that you most want to sell your shares.

### Lack of Governmental Insurance or Guarantee

An investment in a Fund is not a bank deposit and it is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

### Portfolio Holdings Information

Information about the Fund's daily portfolio holdings is available at [www.wisdomtree.com](http://www.wisdomtree.com).

In addition, the Fund discloses its complete portfolio holdings as of the end of its fiscal year (March 31) and its second fiscal quarter (September 30) in its reports to shareholders.

The Fund files its complete portfolio holdings as of the end of its first and third fiscal quarters (June 30 and December 31, respectively) with the SEC on Form N-Q no later than 60 days after the relevant fiscal period.

You can find the SEC filings on the SEC's website, [www.sec.gov](http://www.sec.gov). A summarized description of the Fund's policies and procedures with respect to the disclosure of the Fund's portfolio holdings is available in the Trust's Statement of Additional Information ("SAI").

WisdomTree India Earnings Fund

Fund Facts

Cusip Number:

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Exchange Trading Symbol:

---

WisdomTree India Earnings Fund

### Investment Objective

The Fund seeks to track the price and yield performance, before fees and expenses, of the WisdomTree India Earnings Index. Since the Fund's investment objective has been adopted as a non-fundamental investment policy, the Fund's investment objective may be changed without a vote of shareholders.

### Primary Investment Strategies

The Fund employs a "passive management" - or indexing - investment approach designed to track the performance of the WisdomTree India Earnings Index. The Fund attempts to invest all, or substantially all, of its assets in the stocks that make up the Index.

### Index Description

The WisdomTree India Earnings Index is a fundamentally weighted index that measures the performance of profitable companies incorporated and traded in India. The Index consists of companies that: (i) are incorporated in India, (ii) are listed on a major stock exchange in India, (iii) have generated at least \$5 million in earnings in the year prior to the Index measurement date, (iv) have a market capitalization of at least \$200 million on the Index measurement date, (v) have an average daily dollar volume of at least \$200,000 for each of the six months prior to the Index measurement date, and (vi) have a price to earnings ratio ("P/E ratio") of at least 2 as of the Index measurement date. Companies are weighted in the Index based on their earnings over the year prior to the Index measurement date. For these purposes, "earnings" are determined using a company's net income. As of August 31, 2007, approximately 48% of the capitalization of the Index consisted of companies with market capitalizations of over \$10 billion and approximately 30% of the Index consisted of companies with market capitalizations between \$2 and \$10 billion.

### Primary Investment Risks

The following risks, in addition to the principal risk factors common to all funds, are some of the risks that can significantly affect the Fund's performance.

- o Stock Market Risk. Like stock prices generally, the price, and therefore the total return of shares of the WisdomTree India Earnings Fund, will fluctuate within a wide range, so an investor could lose money over short or even long periods. If the value of the Fund's investments goes down, you may lose money.

### 6 WisdomTree Trust Prospectus

- o Foreign Securities Risk. Foreign securities can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies;



## Edgar Filing: WisdomTree Trust - Form 485BPOS

withholding or other taxes; trading, settlement, custodial, and other operational risks; and, in some cases, less stringent investor protection and disclosure standards. Since foreign exchanges may be open on days when the Fund does not price its shares, the value of the securities in the Fund's portfolio may change on days when shareholders will not be able to purchase or sell the Fund's shares. All of these factors can make foreign investments more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market due to increased risks of adverse issuer, political, regulatory, market, and economic developments.

- o Emerging Markets Risk. Investing in securities listed and traded in emerging markets may be subject to additional risks associated with emerging market economies. Such risks may include: (i) greater market volatility, (ii) lower trading volume, (iii) greater social, political and economic uncertainty, (iv) governmental controls on foreign investments and limitations on repatriation of invested capital, (v) the risk that companies may be held to lower disclosure, corporate governance, auditing and financial reporting standards than companies in more developed markets, and (vi) the risk that there may be less protection of property rights than in other countries. Emerging markets are generally less liquid and less efficient than developed securities markets.
- o Geographic Concentration Risk. Because the Fund invests a significant portion of its assets in the securities of companies of a single country, it will be impacted by events or conditions affecting that country. Political and economic conditions and changes in regulatory, tax, or economic policy in India could significantly affect the market in that country and in surrounding or related countries and have a negative impact on a Fund's performance. The Indian economy may differ favorably or unfavorably from the U.S. economy in such respects as the rate of growth of gross domestic product, the rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. Agriculture occupies a prominent position in the Indian economy and the Indian economy therefore may be negatively affected by adverse weather conditions. The Indian government has exercised and continues to exercise significant influence over many aspects of the economy, and the number of public sector enterprises in India is substantial. Accordingly, Indian government actions in the future could have a significant effect on the Indian economy.

The Indian economy has experienced generally sustained growth during the last several years. There are no guarantees this will continue. While the Indian government has implemented economic structural reform with the objective of liberalizing India's exchange and trade policies, reducing the fiscal deficit, controlling inflation, promoting a sound monetary policy, reforming the financial sector, and placing greater reliance on market mechanisms to direct economic activity, there can be no assurance that these policies will continue or that the economic recovery will be sustained.

Religious and border disputes persist in India. In addition, India has experienced civil unrest and hostilities with neighboring countries such as Pakistan. The Indian government has confronted separatist movements in several Indian states. Each of the factors described above could have a negative impact on the Fund's performance and increase the volatility of the Fund.

- o Basic Materials Risk. The Fund may invest a relatively large amount of its assets in the basic materials sector of the market and as such may be particularly sensitive to risks in this sector. These risks include but are not limited to: commodity price volatility, sluggish demand for basic materials, and world economic growth.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

- o Energy Risk. The Fund may invest its assets in the energy sector of the market and as such may be particularly sensitive to risks in this sector. These risks include but are not limited to: slowdowns in economic growth and worldwide demand, political instability in the Middle East, and volatile oil prices.
- o Currency Risk. Because the Fund's NAV is determined on the basis of U.S. dollars, the U.S. dollar value of your investment in the Fund may go down if the value of the local currency of the non-U.S. markets in which the Fund invests depreciates against the U.S. dollar. This is true even if the local currency value of securities in the Fund's holdings goes up.
- o Investment and Repatriation Risk. Investment and repatriation restrictions in India may impact the ability of the Fund to track its Index.

### Performance Information

No performance information is presented for the Fund because it has been in operation for less than one full calendar year. After the first full calendar year, a risk/return chart and table will be provided. Any past performance of the Fund that will be shown will not be an indication of future results.

WisdomTree Trust Prospectus 7

### Fees and Expenses

The following table describes the fees and expenses you may pay if you buy and hold shares of the Fund. The fees are expressed as a percentage of the Fund's average net assets. You may also incur customary brokerage charges when buying or selling Fund shares.

Shareholder Fees (fees paid directly from your investment, but see the Creation Transaction Fees and Redemption Transaction Fees section below)	None
Annual Fund Operating Expenses (expenses deducted from Fund assets)	
Management Fees	_____%
Distribution and/or Service (12b-1) Fees	None
Other Expenses	_____%
Total Annual Fund Operating Expenses	_____%
Reimbursement*	
Total Expenses	_____%

\* "Other Expenses" are based on estimated amounts for the current fiscal year. WisdomTree Asset Management receives a fee of up to \_\_\_\_\_ in exchange for providing certain non-advisory services to the Fund.

The following example is intended to help retail investors compare the cost of investing in the Fund with the cost of investing in other funds. It illustrates the hypothetical expenses that such investors would incur over various periods if they invest \$10,000 in the Fund for the time periods indicated and then redeemed all of the shares at the end of those periods. This example assumes that the Fund provides a return of 5% a year and that operating expenses remain the same. This example does not include the brokerage commission that retail investors will pay to buy and sell shares of the Fund. It also does not include the transaction fees on purchases and redemptions of Creation Units, because

## Edgar Filing: WisdomTree Trust - Form 485BPOS

these fees will not be imposed on retail investors. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

1 Year	3 Years
\$__	\$__

You would pay the following expenses if you did not redeem your shares:

1 Year	3 Years
\$__	\$__

These expenses do not reflect the continuation beyond the first year of the contractual agreement between WTAM and the Trust that limits expenses incurred by the Fund.

### Creation and Redemption Transaction Fees for Creation Units

The Fund issues and redeems shares at NAV only in blocks of [50,000] shares or multiples thereof. As a practical matter, only institutions or large investors purchase or redeem these Creation Units. A standard creation transaction fee of \$\_\_\_\_\_ is charged to each purchaser of Creation Units.\* The fee is a single charge and will be the same regardless of the number of Creation Units purchased by an investor on the same day. The approximate value of a Creation Unit as of \_\_\_\_\_, 2007 was \$\_\_\_\_\_. An investor who holds Creation Units and wishes to redeem at NAV would also pay a standard redemption transaction fee of \$\_\_\_\_\_ on the date of such redemption(s), regardless of the number of Creation Units redeemed that day. Investors who hold Creation Units will also pay the annual Fund operating expenses described in the table above. Assuming an investment in a Creation Unit of \$\_\_\_\_\_ and a 5% return each year, and assuming the Fund's operating expenses remain the same, the total costs would be \$\_\_\_\_\_ if the Creation Unit is redeemed after one year, and \$\_\_\_\_\_ if the Creation Unit is redeemed after three years.

These expenses do not reflect the continuation beyond the first year of the contractual agreement between WTAM and the Trust that limits expenses incurred by the Fund.

-----  
\* See the Creation and Redemption Transaction Fees for Creation Units discussion in the Shareholder Information section of this Prospectus. If a Creation Unit is purchased or redeemed outside the usual process through the National Securities Clearing Corporation or for cash, a variable fee will be charged of up to four times the standard creation or redemption transaction fee.

8 WisdomTree Trust Prospectus

Management

Investment Adviser

As investment adviser, WisdomTree Asset Management has overall responsibility

## Edgar Filing: WisdomTree Trust - Form 485BPOS

for the general management and administration of the Trust. WisdomTree Asset Management provides an investment program for the Fund and the WisdomTree India Investment Portfolio. WisdomTree Asset Management does not manage any other investment companies (except for other series of the Trust and the WisdomTree India Investment Portfolio). WisdomTree Asset Management also arranges for sub-advisory, transfer agency, custody, fund administration, and all other non-distribution related services necessary for the Fund to operate. Pursuant to a separate contractual arrangement, WisdomTree Asset Management arranges for the provision of chief compliance officer ("CCO") services to the Trust, and is liable and responsible for, and administers, payments to the CCO, the Independent Trustees and counsel to the Independent Trustees.

The basis for the Board of Trustees' approval of the Investment Advisory Agreement will be available in the Trust's Annual Report to Shareholders for the period ending March 31, 2008.

WisdomTree Asset Management expects to receive fees from the Fund, based on a percentage of the Fund's average daily net assets, as shown in the following table:

WisdomTree Trust Prospectus 9

Name of Fund	Management Fee
WisdomTree India Earnings Fund	___%

WTAM has contractually agreed to reimburse expenses of the Fund, but only to the extent necessary to maintain total operating expenses, excluding portfolio transaction fees and expenses, taxes, and extraordinary expenses at \_\_\_% of each of the Fund's average daily net assets, through July 31, 2008.

WisdomTree Asset Management is a registered investment adviser with offices located at 48 Wall Street, Suite 1100, New York, NY 10005.

### Sub-Adviser

BNY Investment Advisors, a separately identifiable division of The Bank of New York, a New York state banking corporation, serves as the sub-adviser (the "Sub-Adviser") for the Fund and its wholly-owned subsidiary, the WisdomTree India Investment Portfolio (the "IIP"). BNY Investment Advisors has its principal place of business at 1633 Broadway, 13th Floor, New York, New York, 10019. The Bank of New York began offering investment services in the 1830s, and as of \_\_\_\_\_ managed more than \$\_\_\_\_\_ in investments for institutions and individuals. The Bank of New York is a subsidiary of The Bank of New York Mellon Corporation. The Sub-Adviser chooses the Fund's investments and places orders to buy and sell the Fund's investments. WisdomTree Asset Management pays the Sub-Adviser for providing sub-advisory services to the Fund in accordance with the table set forth below.

The Sub-Adviser is entitled to receive the fees indicated below for acting as Sub-Adviser to the Fund:

- o \_\_\_ basis points (\_\_\_%) of the first \$\_\_ million in the total daily

## Edgar Filing: WisdomTree Trust - Form 485BPOS

net assets of all international series of the Trust;

- o \_\_\_ basis points (\_\_\_\_%) of the next \$\_\_ million in the total daily net assets of all international series of the Trust;

### 10 WisdomTree Trust Prospectus

- o \_\_\_ basis points (\_\_\_\_%) of the total daily net assets of all international series of the Trust in excess of \$\_\_ million; and
- o \_\_\_ basis points (\_\_\_\_%) of the total daily net assets of all international series of the Trust in excess of \$\_\_ billion.

### Portfolio Managers

The Fund and IIP are managed by the Sub-Adviser's Index Fund Management Division. The five most senior members are Kurt Zyla, Lloyd Buchanan, Denise Krisko, Robert McCormack, and Todd Rose. Mr. Zyla manages this Division. Mr. Zyla, a Managing Director of the Sub-Adviser, has supervised the Index Fund Management Division since 1996. He joined the Sub-Adviser in 1989. Prior to his current position, he was employed by the Sub-Adviser in a number of capacities. Mr. Buchanan has been a Portfolio Manager in the Index Fund Management Division since January 2002. Prior to joining the Sub-Adviser, Mr. Buchanan was a Vice President and Chief Operating Officer of Axe Houghton Associates, Inc., an investment management subsidiary of Hoenig Group. He joined Axe Houghton in May 1988. Ms. Krisko is a Managing Director, CIO and Head of Index Management in the Index Fund Management Division. Ms. Krisko joined the Sub-Adviser in August 2005. Prior to joining the Sub-Adviser, Ms. Krisko acted as a Senior Portfolio Manager and Equity Trader for Quantitative Equity Management at Northern Trust from January 2003 until August 2005 and at Deutsche Asset Management from June 2000 to January 2003. Ms. Krisko also worked as a senior quantitative equity portfolio manager and trader for The Vanguard Group. Mr. McCormack is a Senior Portfolio Manager in the Index Fund Management Division. He is responsible for domestic indexed portfolio management. Prior to joining the Index Fund Management Division in 1999, Mr. McCormack was a relationship manager in the Sub-Adviser's Master Trust/Master Custody Division, specializing in working with foundations and endowments and other not-for-profit organizations. Mr. McCormack joined the Sub-Adviser in 1987. Mr. Rose has been a Portfolio Manager in the Index Fund Management Division since 2000. Prior to joining the Division, Mr. Rose worked in the Mutual Funds Accounting Division in various functions. Before joining the Sub-Adviser in 1997, Mr. Rose was a Financial Consultant at Merrill Lynch. He began his career trading futures with Linnco Futures Group in Chicago.

Each Portfolio Manager is responsible for various functions related to portfolio management, including, but not limited to, investing cash inflows, implementing investment strategy, researching and reviewing investment strategy, and overseeing members of his or her portfolio management team with more limited responsibilities. Each Portfolio Manager is authorized to make investment decisions for all portfolios managed by the team. Each Portfolio Manager has appropriate limitations on his or her authority for risk management and compliance purposes. No member of the portfolio team manages assets outside of the team. Mr. Zyla manages the team.

The Trust's SAI provides additional information about the Portfolio Managers' compensation, other accounts managed by the Portfolio Managers, and the Portfolio Managers' ownership of shares in the Fund for which they are Portfolio Managers.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Administrator, Custodian and Transfer Agent

The Bank of New York is the administrator, custodian and transfer agent for the Fund.

Shareholder Information

Additional shareholder information is available free of charge by calling: 1-866-909-WISE (9473) or visiting the Fund's website at [www.wisdomtree.com](http://www.wisdomtree.com).

Buying and Selling Shares

Most investors will buy and sell shares of the Fund through brokers. Shares of the Fund trade on a national securities exchange and elsewhere during the trading day and can be bought and sold throughout the trading day like other shares of publicly traded securities. When buying or selling shares through a broker most investors will incur customary brokerage commissions and charges.

WisdomTree Trust Prospectus 11

Shares of the Fund trade under the trading symbol listed for in the section describing the Fund.

Shares of the Fund may be acquired or redeemed directly from the Fund only in Creation Units or multiples thereof, as discussed in the Creation and Redemption section. Once created, shares of the Fund trade in the secondary market in amounts less than a Creation Unit.

Share Trading Prices

As with other types of securities, the trading prices of shares in the secondary market can be affected by market forces such as supply and demand, economic conditions and other factors. The price you pay or receive when you buy or sell your shares in the secondary market may be more or less than the NAV of such shares.

The approximate value of shares of the Fund is disseminated every fifteen seconds throughout the trading day by the national securities exchange on which the Fund is listed or by other information providers. This approximate value should not be viewed as a "real-time" update of the NAV, because the approximate value may not be calculated in the same manner as the NAV, which is computed once per day. The approximate value generally is determined by using current market quotations and/or price quotations obtained from broker-dealers that may trade in the portfolio securities held by the Fund. The Fund is not involved in, or responsible for, the calculation or dissemination of the approximate value and make no warranty as to its accuracy.

Determination of Net Asset Value

The NAV of the Fund's shares is calculated each day the national securities exchanges are open for trading as of the close of regular trading on the New York Stock Exchange, generally 4:00 p.m. New York time (the "NAV Calculation Time"). NAV per share is calculated by dividing the Fund's net assets by the number of Fund shares outstanding.

Stocks held by the Fund are valued at their market value when reliable market quotations are readily available. Certain short-term debt instruments, which may be used to manage the Fund's cash, are valued on the basis of amortized cost.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

The values of any foreign securities held by the Fund are converted into U.S. dollars using an exchange rate deemed appropriate by the Fund.

When reliable market quotations are not readily available, securities are priced at their fair value, which is the price a security's owner might reasonably expect to receive upon its sale. The Fund may also use fair-value pricing if the value of a security it holds has been materially affected by events occurring before the Fund's pricing time but after the close of the primary markets or exchanges on which the security is traded. For example, this may occur with foreign securities, which may trade on foreign exchanges that close many hours before the Fund's pricing time. Intervening events might be company-specific (e.g., earnings report, merger announcement); country-specific (e.g., natural disaster, economic or political news, act of terrorism, interest rate change); or global. Intervening events may include price movements in U.S. markets that are deemed to affect the value of foreign securities. Fair-value pricing also may be used if, for example, trading in a security is halted and does not resume before the Fund's pricing time or if a security does not trade in the course of a day. Since WisdomTree India Earnings Fund invests in securities listed on foreign exchanges that trade on weekends or other days when the Fund does not price their shares, the NAV of the Fund may change on days when shareholders will not be able to purchase or redeem the Fund's shares.

Fair-value prices are determined by the Fund according to procedures adopted by the Board of Trustees. When fair-value pricing is employed, the prices of securities used by a Fund to calculate its NAV may differ from quoted or published prices for the same securities.

Transactions in Fund shares will be priced at NAV only if you purchase or redeem shares directly from the Fund in Creation Units. Fund shares are purchased or sold on a national securities exchange at market prices, which may be higher or lower than NAV.

### 12 WisdomTree Trust Prospectus

#### Dividends and Distributions

The Fund pays out dividends, if any, to investors at least annually. The Fund distributes its net realized capital gains, if any, to investors annually. The Fund may occasionally be required to make supplemental distributions at some other time during the year. Distributions in cash may be reinvested automatically in additional whole shares only if the broker through whom you purchased shares makes such option available. Your broker is responsible for distributing the income and capital gain distributions to you.

#### Book Entry

Shares of the Fund are held in book-entry form, which means that no stock certificates are issued. The Depository Trust Company ("DTC") or its nominee is the record owner of all outstanding shares of the Fund.

Investors owning shares of the Fund are beneficial owners as shown on the records of DTC or its participants. DTC serves as the securities depository for all shares of the Fund. Participants include DTC, securities brokers and dealers, banks, trust companies, clearing corporations, and other institutions that directly or indirectly maintain a custodial relationship with DTC. As a beneficial owner of shares, you are not entitled to receive physical delivery of stock certificates or to have shares registered in your name, and you are not considered a registered owner of shares. Therefore, to exercise any right as an owner of shares, you must rely upon the procedures of DTC and its participants. These procedures are the same as those that apply to any securities that you

## Edgar Filing: WisdomTree Trust - Form 485BPOS

hold in book entry or "street name" form. Your broker will provide you with account statements, confirmations of your purchases and sales, and tax information.

### Delivery of Shareholder Documents - Householding

Householding is an option available to certain investors. Householding is a method of delivery, based on the preference of the individual investor, in which a single copy of certain shareholder documents can be delivered to investors who share the same address, even if their accounts are registered under different names. Householding for the Fund is available through certain broker-dealers. If you are interested in enrolling in householding and receiving a single copy of prospectuses and other shareholder documents, please contact your broker-dealer. If you are currently enrolled in householding and wish to change your householding status, please contact your broker-dealer.

### Frequent Purchases and Redemptions of Fund Shares

Since the Fund is an ETF, only a few institutional investors (known as "Authorized Participants") are authorized to purchase and redeem shares directly with the issuing Fund.

The Fund accommodates frequent purchases and redemptions of Creation Units by Authorized Participants and does not place a limit on purchases or redemptions of Creation Units by these investors. The Fund reserves the right, but does not have the obligation, to reject any order at any time. The Fund reserves the right to impose restrictions on disruptive, excessive, or short-term trading.

The vast majority of trading in shares of the Fund occurs on national securities exchanges and does not directly involve the issuance or redemption of Fund shares. Because these trades do not involve the Fund directly, they do not cause any of the harmful effects discussed above that may result from frequent cash trades.

WisdomTree Trust Prospectus 13

### Taxes

As with any investment, you should consider how your investment in shares of the Fund will be taxed. The tax information in this Prospectus is provided as general information. You should consult your own tax professional about the tax consequences of an investment in shares of the Fund.

Unless your investment in shares is made through a tax-exempt entity or tax-deferred retirement account, such as an IRA plan, you need to be aware of the possible tax consequences when:

- o The Fund makes distributions,
- o You sell shares, and
- o You purchase or redeem Creation Units.

### Taxes on Distributions

Distributions from the Fund's net investment income (other than qualified dividend income), including distributions out of the Fund's net short-term



## Edgar Filing: WisdomTree Trust - Form 485BPOS

capital gains, if any, and distributions of income from securities lending, are taxable to you as ordinary income. Distributions by the Fund of net long-term capital gains in excess of net short-term capital losses (capital gain dividends) are taxable to you as long-term capital gains, regardless of how long you have held the Fund's shares. Distributions by the Fund that qualify as qualified dividend income are taxable to you at long-term capital gain rates. Under current law, the taxation of qualified dividend income at long-term capital gain rates will no longer apply for taxable years beginning after December 31, 2010. In order for a distribution by the Fund to be treated as qualified dividend income, a Fund must meet holding period and other requirements with respect to its dividend paying stocks and you must meet holding period requirements and other requirements with respect to the Fund's shares. Furthermore, in order for dividends received by the Fund from a foreign corporation to constitute qualified dividend income, the relevant foreign country must have a tax treaty with the U.S. and the foreign corporation must satisfy certain additional requirements. In general, your distributions are subject to federal income tax for the year when they are paid. Certain distributions paid in January, however, may be treated as paid on December 31 of the prior year.

Dividends and interest received by the Fund with respect to foreign securities may give rise to withholding and other taxes imposed by foreign countries. Tax conventions between certain countries and the United States may reduce or eliminate such taxes. Since more than 50% of the total assets of the Fund will consist of foreign stocks or securities, the Fund intends to "pass through" to you certain foreign income taxes (including withholding taxes) paid by the Fund. This means that you will be considered to have received as an additional dividend your share of such foreign taxes, but you may be entitled to either a corresponding tax deduction in calculating your taxable income, or, subject to certain limitations, a credit in calculating your federal income tax.

14 WisdomTree Trust Prospectus

The Fund intends to operate through IIP, a wholly-owned subsidiary in the Republic of Mauritius, in order to take advantage of favorable tax treatment by the Indian government pursuant to a taxation treaty between India and Mauritius. Recently, the Supreme Court of India upheld the validity of this tax treaty in response to a lower court challenge contesting the treaty's applicability to entities such as the Fund. Any change in the provision of this treaty or in its applicability to the Fund could result in the imposition of withholding and other taxes on the Fund by tax authorities in India. This would reduce the return to the Fund on its investments and the return received by Fund shareholders.

If you are neither a resident nor a citizen of the United States or if you are a foreign entity, the Fund's ordinary income dividends (which include distributions of net short-term capital gains) will generally be subject to a 30% U.S. withholding tax, unless a lower treaty rate applies, provided, however, that for taxable years of the Fund beginning before January 1, 2008, interest related dividends and short-term capital gain dividends generally will not be subject to such U.S. withholding tax. Pending legislation would extend this exemption from withholding for one year; it is unclear at this time whether the legislation will be enacted.

If you are a resident or a citizen of the United States, by law, back-up withholding will apply to your distributions and proceeds if you have not

## Edgar Filing: WisdomTree Trust - Form 485BPOS

provided a taxpayer identification number or social security number and made other required certifications.

Investors should note that taxation of the income of IIP arising from its investments in India is expected to be minimized under the provisions of the India Mauritius Double Tax Avoidance Treaty (the "Treaty"). No assurance can be given that the terms of the Treaty will not be subject to re-negotiation in future and any change could have a material adverse effect on the returns of IIP. There can be no assurance that the Treaty will continue and will be in full force and effect during the life of IIP. Further, it is possible that Indian tax authorities may seek to take the position that IIP is not entitled to the benefit of the Treaty.

### Taxes When Fund Shares are Sold

Currently, any capital gain or loss realized upon a sale of Fund shares is generally treated as a long-term gain or loss if shares have been held for more than one year. Any capital gain or loss realized upon a sale of shares held for one year or less is generally treated as a short-term gain or loss, except that any capital loss on the sale of shares held for six months or less is treated as long-term capital loss to the extent that capital gain dividends were paid with respect to such shares. The ability to deduct capital losses may be limited.

### Taxes on Creation and Redemption of Creation Units

An Authorized Participant who redeems Creation Units generally will recognize a gain or a loss.

Under current federal tax law, any capital gain or loss realized upon redemption of Creation Units is generally treated as long-term capital gain or loss if the shares have been held for more than one year and as a short-term capital gain or loss if the shares have been held for one year or less.

If you purchase or redeem Creation Units, you will be sent a confirmation statement showing how many shares you purchased or sold and at what price.

The foregoing discussion summarizes some of the consequences under current federal tax law of an investment in a Fund. It is not a substitute for personal tax advice. You may also be subject to state and local taxation on Fund distributions and sales of shares. Consult your personal tax adviser about the potential tax consequences of an investment in shares of a Fund under all applicable tax laws.

A change in the Fund's tax status could adversely affect the Fund's return on its investments.

WisdomTree Trust Prospectus 15

### Creation and Redemption

The shares that trade in the secondary market are "created" at NAV. The Fund issues and redeems shares at NAV only in large blocks of shares, typically [50,000] shares or more ("Creation Units"). As a practical matter, only institutions or large investors purchase or redeem Creation Units. Each "creator" enters into an authorized participant agreement with the Distributor. Each business day, prior to the opening of trading, the Fund will designate through the National Securities Clearing Corporation ("NSCC"), the names and

## Edgar Filing: WisdomTree Trust - Form 485BPOS

number of shares of each security to be included in that day's published portfolio holdings. The Fund will not issue fractional Creation Units. Authorized participants wishing to purchase Creation Units must deposit into the Fund cash in an amount equal to the net asset value per share of a Creation Unit.

Similarly, shares can only be redeemed in a specified number of Creation Units and the receipt of the specified amount of cash. Except when aggregated in Creation Units, shares are not redeemable by the Fund. The prices at which creations and redemptions occur are based on the next calculation of NAV after an order is received in proper form.

Creations and redemptions must be made by an Authorized Participant or through a firm that is either a member of the Continuous Net Settlement System of the NSCC or a DTC participant, and in each case, must have executed an agreement with the Distributor with respect to creations and redemptions of Creation Unit aggregations. Information about the procedures regarding creation and redemption of Creation Units (including the cut-off times for receipt of creation and redemption orders) is included in the Trust's SAI.

### Authorized Participants and the Continuous Offering of Shares

Because new shares may be created and issued on an ongoing basis, at any point during the life of the Fund, a "distribution," as such term is used in the Securities Act of 1933 ("Securities Act"), may be occurring. Broker-dealers and other persons are cautioned that some activities on their part may, depending on the circumstances, result in their being deemed participants in a distribution in a manner that could render them statutory underwriters and subject to the prospectus-delivery and liability provisions of the Securities Act. Nonetheless, any determination of whether one is an underwriter must take into account all the relevant facts and circumstances of each particular case.

Broker-dealers should also note that dealers who are not "underwriters," but are participating in a distribution (as contrasted to ordinary secondary transactions), and thus dealing with shares that are part of an "unsold allotment" within the meaning of Section 4(3)(C) of the Securities Act, would be unable to take advantage of the prospectus delivery exemption provided by Section 4(3) of the Securities Act. For delivery of prospectuses to exchange members, the prospectus delivery mechanism of Rule 153 under the Securities Act is only available with respect to transactions on a national securities exchange.

### Creation and Redemption Transaction Fees for Creation Units

The Fund may impose a creation transaction fee and a redemption transaction fee to offset transfer and other transaction costs associated with the issuance and redemption of Creation Units of shares. The creation and redemption transaction fees for creations and redemptions are listed below. The standard creation transaction fee is charged to each purchaser on the day such purchaser creates a Creation Unit. The fee is a single charge and will be the amount indicated below regardless of the number of Creation Units purchased by an investor on the same day. Similarly, the standard redemption transaction fee will be the amount indicated regardless of the number of Creation Units

redeemed that day. Purchasers and redeemers of Creation Units for cash will also be subject to an additional variable charge of up to a maximum of four times the

## Edgar Filing: WisdomTree Trust - Form 485BPOS

amount shown below under "Maximum Creation/Redemption Transaction Fee" to offset the transaction cost to the Fund of buying portfolio securities. In addition, purchasers and redeemers of shares in Creation Units are responsible for payment of the costs of transferring securities to or out of the Fund. From time to time, WisdomTree Asset Management may cover the cost of any transaction fees.

The following table also shows, as of \_\_\_\_\_, 2007, the approximate value of one Creation Unit of the Fund, including the standard creation and redemption transaction fee. These fees are payable only by investors who purchase shares directly from the Fund. Retail investors who purchase shares through their brokerage account will not pay these fees.

Name of Fund	Approximate Value of One Creation Unit	Standard Creation/ Redemption Transaction Fee	Maxi Tra
WisdomTree India Earnings Fund	\$ _____	\$ _____	

### Distribution

ALPS Distributors, Inc. (the "Distributor") serves as the distributor of Creation Units for the Fund on an agency basis. The Distributor does not maintain a secondary market in shares of the Fund. The Distributor's principal address is 1290 Broadway, Suite 1100, Denver, Colorado 80203.

The Distributor has no role in determining the policies of the Fund or the securities that are purchased or sold by the Fund.

WisdomTree Trust Prospectus 17

### Additional Notices

Shares of the Trust are not sponsored, endorsed, or promoted by any Listing Exchange. The Listing Exchange makes no representation or warranty, express or implied, to the owners of the shares of the Fund or any member of the public regarding the ability of a fund to track the total return performance of the Index or the ability of any Index identified herein to track stock market performance. The Listing Exchange is not responsible for, nor has it participated in, the determination of the compilation or the calculation of any Index, nor in the determination of the timing of, prices of, or quantities of the shares of the Fund to be issued, nor in the determination or calculation of the equation by which the shares are redeemable. The Listing Exchange has no obligation or liability to owners of the shares of the Fund in connection with the administration, marketing, or trading of the shares of the Fund.

WisdomTree Investments, WisdomTree Asset Management and the Fund make no representation or warranty, express or implied, to the owners of shares of the Fund or any member of the public regarding the advisability of investing in securities generally or in the Fund particularly or the ability of the Fund's Index to track general stock market performance. WisdomTree Investments is the licensor of certain trademarks, service marks and trade names of the Fund. WisdomTree Investments has no obligation to take the needs of the Fund or the owners of shares of the Fund into consideration in determining, composing, or calculating the Index. WisdomTree Investments is not responsible for and has not

## Edgar Filing: WisdomTree Trust - Form 485BPOS

participated in the determination of the timing of, prices at, or quantities of shares of the Fund to be issued or in the determination or calculation of the equation by which the shares of the Fund are redeemable.

The Fund, WisdomTree Investments and WisdomTree Asset Management do not guarantee the accuracy, completeness, or performance of any Index or the data included therein and shall have no liability in connection with any Index or Index calculation. WisdomTree Investments has contracted with Standard & Poor's ("S&P") to calculate the WisdomTree India Earnings Index. S&P shall have no liability for any errors or omissions in calculating this Index.

### FINANCIAL HIGHLIGHTS

Financial highlights are not yet available for the Fund because it has not yet commenced operations as of the date of this prospectus.

18 WisdomTree Trust Prospectus

The Trust's current SAI provides additional detailed information about the Fund. The Trust has electronically filed the SAI with the SEC. It is incorporated by reference in this Prospectus.

To make shareholder inquiries, for more detailed information on the Fund or to request the SAI, free of charge, please:

Call: 1-866-909-9473  
Monday through Friday  
8:00 a.m.- 8:00 p.m. (Eastern time)

Write: WisdomTree Trust  
c/o ALPS Distributors, Inc.  
1290 Broadway, Suite 1100  
Denver, Colorado 80203

Visit: [www.wisdomtree.com](http://www.wisdomtree.com)

Information about the Fund (including the SAI) can be reviewed and copied at the SEC's Public Reference Room in Washington, D.C., and information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-202-551-8090. Reports and other information about the Fund are available on the EDGAR Database on the SEC's Internet site at [www.sec.gov](http://www.sec.gov), and copies of this information may be obtained, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC's Public Reference Section, Washington, D.C. 20549-0102.

No person is authorized to give any information or to make any representations about the Fund and its shares not contained in this Prospectus and you should not rely on any other information. Read and keep this Prospectus for future reference.

(C)2007 WisdomTree Trust  
WisdomTree Funds are distributed by  
ALPS Distributors, Inc.  
1290 Broadway, Suite 1100  
Denver, Colorado 80203

WisdomTree(SM) is a service mark of WisdomTree Investments, Inc.

INVESTMENT COMPANY ACT FILE NO. 811-21864

## Edgar Filing: WisdomTree Trust - Form 485BPOS

[WISDOMTREE (SM) LOGO]

WisdomTree Trust

48 Wall Street, Suite 1100

New York, NY 10005

STATEMENT OF ADDITIONAL INFORMATION DATED JULY 27, 2007 AS REVISED JANUARY 2, 2008

### WISDOMTREE (SM) TRUST

This Statement of Additional Information ("SAI") is not a Prospectus. It should be read in conjunction with the current Prospectus ("Prospectus") for the following separate investment portfolios (each, a "Fund") of WisdomTree Trust (the "Trust"), as each such Prospectus may be revised from time to time:

#### WISDOMTREE DOMESTIC DIVIDEND FUNDS

- WisdomTree Total Dividend Fund
- WisdomTree High-Yielding Equity Fund
- WisdomTree LargeCap Dividend Fund
- WisdomTree Dividend Top 100 (SM) Fund
- WisdomTree MidCap Dividend Fund
- WisdomTree SmallCap Dividend Fund

#### WISDOMTREE EARNINGS FUNDS

- WisdomTree Total Earnings Fund
- WisdomTree Earnings 500 Fund
- WisdomTree MidCap Earnings Fund
- WisdomTree SmallCap Earnings Fund
- WisdomTree Earnings Top 100 Fund
- WisdomTree Low P/E Fund
- WisdomTree India Earnings Fund

#### WISDOMTREE INTERNATIONAL DIVIDEND AND EARNINGS FUNDS

- WisdomTree DEFA Fund
- WisdomTree DEFA High-Yielding Equity Fund
- WisdomTree Europe Total Dividend Fund
- WisdomTree Europe High-Yielding Equity Fund
- WisdomTree Europe SmallCap Dividend Fund
- WisdomTree Japan Total Dividend Fund
- WisdomTree Japan High-Yielding Equity Fund
- WisdomTree Japan SmallCap Dividend Fund
- WisdomTree Pacific ex-Japan Total Dividend Fund
- WisdomTree Pacific ex-Japan High-Yielding Equity Fund
- WisdomTree International LargeCap Dividend Fund
- WisdomTree International Dividend Top 100 (SM) Fund
- WisdomTree International MidCap Dividend Fund
- WisdomTree International SmallCap Dividend Fund
- WisdomTree Emerging Markets High-Yielding Equity Fund
- WisdomTree Emerging Markets SmallCap Dividend Fund

# Edgar Filing: WisdomTree Trust - Form 485BPOS

## WISDOMTREE INTERNATIONAL SECTOR FUNDS

WisdomTree International Basic Materials Sector Fund  
WisdomTree International Communications Sector Fund  
WisdomTree International Consumer Cyclical Sector Fund  
WisdomTree International Consumer Non-Cyclical Sector Fund  
WisdomTree International Energy Sector Fund  
WisdomTree International Financial Sector Fund  
WisdomTree International Health Care Sector Fund  
WisdomTree International Industrial Sector Fund  
WisdomTree International Technology Sector Fund  
WisdomTree International Utilities Sector Fund  
WisdomTree International Real Estate Fund

The current Prospectus for each of the Domestic and International Dividend Funds, the International Sector Funds and the Earnings Funds is dated July 27, 2007. The International Dividend Funds and International Sector Funds and the India Earnings Fund are sometimes referred to collectively as the "International Funds." Capitalized terms used herein that are not defined have the same meaning as in the Prospectus, unless otherwise noted. The Funds' audited financial statements for the period ended March 31, 2007 are incorporated in this Statement of Additional Information by reference to the Funds' 2007 Annual Reports to Shareholders (File No. 811-21864). You may obtain a copy of the Funds' Annual Report at no charge by request to the Fund at the address or phone number noted below. Since the Emerging Markets High-Yielding Equity Fund Emerging Market SmallCap Dividend Fund, India Earnings Fund and the International Real Estate Fund did not commence operations until after the close of the fiscal year, financial statements for these two Funds are not yet available.

A copy of the Prospectus for each Fund may be obtained, without charge, by calling 1-866-909-9473 or visiting [www.wisdomtree.com](http://www.wisdomtree.com), or writing to WisdomTree Trust, c/o ALPS Distributors, Inc., 1290 Broadway, Suite 1100, Denver, Colorado 80203.

Statement of Additional Information dated July 27, 2007 as revised  
January 2, 2008

## TABLE OF CONTENTS

General Description of the Trust and the Funds.....	1
WisdomTree Domestic Dividend Funds.....	1
Wisdom Tree Domestic Earnings Funds.....	1
WisdomTree International Dividend Funds.....	1
WisdomTree International Sector Funds.....	1
Investment Strategies and Risks.....	2
Principal Investment Strategy.....	2
General Risks.....	3
Lack of Diversification.....	3
Specific Investment Strategies.....	4
Securities Lending.....	4
Money Market Instruments.....	4
Repurchase Agreements.....	4
Reverse Repurchase Agreements.....	4

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Investment Company Securities.....	5
Real Estate Investment Trusts.....	5
Non-U.S. Securities.....	5
Depository Receipts.....	8
Currency Transactions.....	9
Illiquid Securities.....	9
Futures, Options and Options on Futures Contracts.....	9
Risks of Futures and Options Transactions.....	10
Swap Agreements.....	10
Tracking Stocks.....	10
Future Developments.....	10
Proxy Voting Policy.....	11
Portfolio Holding Disclosure Policies and Procedures.....	12
Description of the WisdomTree Indexes.....	13
WisdomTree Domestic Dividend Indexes.....	14
WisdomTree Dividend Index.....	14
WisdomTree High-Yielding Equity Index.....	14
WisdomTree LargeCap Dividend Index.....	15
WisdomTree Dividend Top 100 Index.....	15
WisdomTree MidCap Dividend Index.....	15
WisdomTree SmallCap Dividend Index.....	15
WisdomTree Domestic Earnings Indexes.....	15
WisdomTree Earnings Index.....	15
WisdomTree Earnings 500 Index.....	16
WisdomTree MidCap Earnings Index.....	16
WisdomTree SmallCap Earnings Index.....	16
WisdomTree Earnings Top 100 Index.....	16
WisdomTree Low P/E Index.....	17
WisdomTree International Dividend and Earnings Indexes.....	17
WisdomTree DEFA Index.....	17
WisdomTree DEFA High-Yielding Equity Index.....	17
WisdomTree Europe Dividend Index.....	17
WisdomTree Europe High-Yielding Equity Index.....	18
WisdomTree Europe SmallCap Dividend Index.....	18
WisdomTree Japan Dividend Index.....	18
WisdomTree Japan High-Yielding Equity Index.....	18
WisdomTree Japan SmallCap Dividend Index.....	18
WisdomTree Pacific ex-Japan Dividend Index.....	19
WisdomTree Pacific ex-Japan High-Yielding Equity Index.....	19
WisdomTree International LargeCap Dividend Index.....	19
WisdomTree International Dividend Top 100 Index.....	19
WisdomTree International MidCap Dividend Index.....	19
WisdomTree International SmallCap Dividend Index.....	19
WisdomTree Emerging Markets High-Yielding Equity Index.....	20
WisdomTree Emerging Markets SmallCap Dividend Index.....	20
WisdomTree India Earnings Index.....	20
WisdomTree International Sector Indexes.....	20
WisdomTree International Basic Materials Sector Index.....	20
WisdomTree International Communications Sector Index.....	20
WisdomTree International Consumer Cyclical Sector Index.....	21
WisdomTree International Consumer Non-Cyclical Sector Index.....	21
WisdomTree International Energy Sector Index.....	21
WisdomTree International Financial Sector Index.....	21
WisdomTree International Health Care Sector Index.....	21
WisdomTree International Industrial Sector Index.....	22
WisdomTree International Technology Sector Index.....	22



## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree International Utilities Sector Index.....	22
WisdomTree International Real Estate Index.....	22
Investment Limitations.....	23
Fundamental Policies.....	23
Senior Securities.....	23
Borrowing.....	23
Underwriting.....	23
Concentration.....	23
Real Estate.....	23
Commodities.....	23
Loans.....	23
Continuous Offering.....	24
Management of the Trust.....	25
Trustees and Officers.....	25
Interested Trustee and Officers.....	25
Independent Trustees.....	26
Committees of the Board of Trustees.....	27
Audit Committee.....	27
Governance and Nominating Committee.....	27
Approval of Investment Advisory Agreement and Sub-Advisory Agreement.....	27
Approval of Investment Advisory Agreement.....	28
Remuneration of Trustees.....	29
Control Persons and Principal Holders of Securities.....	29
Investment Adviser.....	44
Sub-Adviser.....	47
Portfolio Managers.....	48
Portfolio Manager Fund Ownership.....	49
Portfolio Manager Compensation.....	49
Code of Ethics.....	50
Administrator, Custodian and Transfer Agent.....	50
Distributor.....	51
Brokerage Transactions.....	52
Additional Information Concerning the Trust.....	62
Shares.....	62
Termination of the Trust or a Fund.....	62
Role of DTC.....	62
Creation & Redemption of Creation Unit Aggregations.....	63
Creation.....	63
Fund Deposit.....	63
Procedures for Creation of Creation Unit.....	64
Placement of Creation Orders for Domestic Dividend and Earnings Weighted... Funds Using the Clearing Process.....	65
Placement of Creation Orders for Domestic Dividend and Earnings Weighted... Funds Outside the Clearing Process.....	65
Placement of Creation Orders for International Funds.....	66
Acceptance of Orders for Creation Unit Aggregations.....	67
Creation Transaction Fee.....	67
Placement of Redemption Orders for Domestic Dividend and Earnings Weighted Funds Using the Clearing Process.....	68
Placement of Redemption Orders for Domestic Dividend and Earnings Weighted Funds Outside the Clearing Process.....	68
Placement of Redemption Orders for International Funds.....	69
Regular Holidays.....	70
Taxes.....	74
Determination of NAV.....	78

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Dividends and Distributions.....	79
Financial Statements.....	79
Miscellaneous Information.....	79

### GENERAL DESCRIPTION OF THE TRUST AND THE FUNDS

The Trust was organized as a Delaware statutory trust on December 15, 2005 and is authorized to have multiple series or portfolios. The Trust is an open-end, non-diversified management investment company, registered under the Investment Company Act of 1940, as amended (the "1940 Act"). The offering of the Trust's shares is registered under the Securities Act of 1933, as amended (the "Securities Act"). This SAI relates to the following Funds:

#### WISDOMTREE DOMESTIC DIVIDEND FUNDS

- WisdomTree Total Dividend Fund
- WisdomTree High-Yielding Equity Fund
- WisdomTree LargeCap Dividend Fund
- WisdomTree Dividend Top 100 Fund
- WisdomTree MidCap Dividend Fund
- WisdomTree SmallCap Dividend Fund

#### WISDOMTREE DOMESTIC EARNINGS FUNDS

- WisdomTree Total Earnings Fund
- WisdomTree Earnings 500 Fund
- WisdomTree MidCap Earnings Fund
- WisdomTree SmallCap Earnings Fund
- WisdomTree Earnings Top 100 Fund
- WisdomTree Low P/E Fund

#### WISDOMTREE INTERNATIONAL DIVIDEND AND EARNINGS FUNDS

- WisdomTree DEFA Fund
- WisdomTree DEFA High-Yielding Equity Fund
- WisdomTree Europe Total Dividend Fund
- WisdomTree Europe High-Yielding Equity Fund
- WisdomTree Europe SmallCap Dividend Fund
- WisdomTree Japan Total Dividend Fund
- WisdomTree Japan High-Yielding Equity Fund
- WisdomTree Japan SmallCap Dividend Fund
- WisdomTree Pacific ex-Japan Total Dividend Fund
- WisdomTree Pacific ex-Japan High-Yielding Equity Fund
- WisdomTree International LargeCap Dividend Fund
- WisdomTree International Dividend Top 100 Fund
- WisdomTree International MidCap Dividend Fund
- WisdomTree International SmallCap Dividend Fund
- WisdomTree Emerging Markets High-Yielding Equity Fund
- WisdomTree Emerging Markets SmallCap Dividend Fund
- WisdomTree India Earnings Fund

#### WISDOMTREE INTERNATIONAL SECTOR FUNDS

- WisdomTree International Basic Materials Sector Fund
- WisdomTree International Communications Sector Fund
- WisdomTree International Consumer Cyclical Sector Fund
- WisdomTree International Consumer Non-Cyclical Sector Fund
- WisdomTree International Energy Sector Fund
- WisdomTree International Financial Sector Fund
- WisdomTree International Health Care Sector Fund
- WisdomTree International Industrial Sector Fund

## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree International Technology Sector Fund  
WisdomTree International Utilities Sector Fund  
WisdomTree International Real Estate Fund

Each Fund described in this SAI seeks investment returns that closely correspond to the price and yield performance, before fees and expenses, of a particular index ("Index") that defines a dividend paying segment of the U.S. or international stock markets. The Indexes are created using proprietary methodology developed by WisdomTree Investments, Inc. ("WisdomTree Investments"). WisdomTree Asset Management, Inc. ("WisdomTree Asset Management") is the investment adviser to each Fund. BNY Investment Advisors is the investment sub-adviser ("Sub-Adviser") to each Fund. WisdomTree Investments is the parent company of WisdomTree Asset Management.

Each Fund issues and redeems shares at net asset value per share ("NAV") only in large blocks of shares, typically 50,000 shares or more ("Creation Units"). These transactions are usually in exchange for a basket of securities and an amount of cash. As a practical matter, only institutions or large investors purchase or redeem Creation Units. Except when aggregated in Creation Units, shares of each Fund are not redeemable securities.

Shares of each Fund are listed on a national securities exchange, such as the New York Stock Exchange ("NYSE") or American Stock Exchange ("AMEX") (each, a "Listing Exchange"), and trade throughout the day on the Listing Exchange and other secondary markets at market price that may differ from NAV. As in the case of other publicly-traded securities, brokers' commissions on transactions will be based on negotiated commission rates at customary levels.

The Trust reserves the right to adjust the share prices of shares in the future to maintain convenient trading ranges for investors. Any adjustments would be accomplished through stock splits or reverse stock splits, which would have no effect on the net assets of the applicable Fund.

"WisdomTree", "Dividend Top 100", and "Dividend Stream" are service marks of WisdomTree Investments and have been licensed for use by the Trust. WisdomTree Investments has patent applications pending on the methodology and operation of its Indexes and the Funds.

### INVESTMENT STRATEGIES AND RISKS

**PRINCIPAL INVESTMENT STRATEGY.** Each Fund seeks investment returns that closely correspond to the price and yield performance, before fees and expenses, of a particular Index developed by WisdomTree Investments. The Funds do not try to beat the Indexes that they track and do not seek temporary defensive positions when equity markets decline or appear to be overvalued.

This investment strategy, known as indexing, may eliminate some of the risks of active portfolio management, such as poor security selection. In addition, indexing may also help increase after-tax investment performance by keeping portfolio turnover low in comparison to actively managed investment companies.

Under normal circumstances, at least 95% of a Fund's total assets (exclusive of collateral held from securities lending) will be invested in the component securities of its Index. Each Fund generally may invest up to 5% of its total assets in securities not included in its underlying Index but which the Fund believes will help it track its Index. For example, a Fund may invest in securities that are not components of the relevant Index in order to reflect various corporate actions and other changes to its relevant Index (such as reconstitutions, additions and deletions). Under normal circumstances, as long as a Fund invests at least 95% of its total assets in the stocks of its Index,

## Edgar Filing: WisdomTree Trust - Form 485BPOS

it also may invest its other assets in cash and cash equivalents, as well as in other investment companies, futures contracts, options on futures contracts, options, and swaps. The International Funds, from time to time, may have less than 95% of their assets invested in securities of their respective underlying Indexes in order to comply with the requirements of the Internal Revenue Code, to meet regulatory requirements in non-U.S. jurisdictions or to manage major Index changes. In these situations, which are expected to be infrequent and of limited duration, an International Fund may not have less than 90% of its total assets invested in securities of its underlying Index. WisdomTree Asset Management expects that, over time, the correlation between each Fund's performance and that of its underlying Index, before fees and expenses, will be 95% or better.

2

As a matter of general policy, each Fund will invest at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in the types of securities suggested by its name. If, subsequent to an investment, the 80% requirement is no longer met, a Fund's future investments will be made in a manner that will bring the Fund into compliance with this policy. The Trust will provide shareholders with sixty (60) days prior notice of any change to this policy for a Fund.

GENERAL RISKS. An investment in a Fund should be made with an understanding that the value of a Fund's portfolio securities may fluctuate in accordance with changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular security or issuer and changes in general economic or political conditions.

An investment in a Fund should also be made with an understanding of the risks inherent in an investment in equity securities, including the risk that the financial condition of issuers may become impaired or that the general condition of the stock market may deteriorate (either of which may cause a decrease in the value of the portfolio securities and thus in the value of shares of the Trust). Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence and perceptions of their issuers change. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction, and global or regional political, economic or banking crises.

Holders of common stocks incur more risk than holders of preferred stocks and debt obligations because common stockholders, as owners of the issuer generally have inferior rights to receive payments from the issuer in comparison with the rights of creditors, or holders of debt obligations or preferred stocks. Further, unlike debt securities, which typically have a stated principal amount payable at maturity (whose value, however, is subject to market fluctuations prior thereto), or preferred stocks, which typically have a liquidation preference and which may have stated optional or mandatory redemption provisions, common stocks have neither a fixed principal amount nor a maturity. Common stock values are subject to market fluctuations as long as the common stock remains outstanding.

Although all of the securities in the Indexes are listed on major U.S. or non-U.S. stock exchanges, there can be no guarantees that a liquid market for such securities will be maintained. The existence of a liquid trading market for

## Edgar Filing: WisdomTree Trust - Form 485BPOS

certain securities may depend on whether dealers will make a market in such securities. There can be no assurance that a market will be made or maintained or that any such market will be or remain liquid. The price at which securities may be sold and the value of a Fund's shares will be adversely affected if trading markets for a Fund's portfolio securities are limited or absent, or if bid/ask spreads are wide.

A discussion of some of the other risks associated with an investment in a Fund is contained in each Fund's Prospectus.

**LACK OF DIVERSIFICATION.** Each Fund is considered to be "non-diversified." A "non-diversified" classification means that a Fund is not limited by the 1940 Act with regard to the percentage of its assets that may be invested in the securities of a single issuer. As a result, each of the Funds may invest more of its assets in the securities of a single issuer or a smaller number of issuers than if it were classified as a diversified fund. Therefore, each Fund may be more exposed to the risks associated with and developments affecting an individual issuer or a small number of issuers than a fund that invests more widely, which may have a greater impact on the Fund's volatility and performance.

Each Fund intends to maintain the required level of diversification and otherwise conduct its operations so as to qualify as a "regulated investment company" under Subchapter M of the Internal Revenue Code of 1986, as amended ("IRC"), and to relieve the Fund of any liability for federal income tax to the extent that its earnings are distributed to shareholders. Subchapter M generally requires the Fund to invest no more than 25% of its total assets in securities of any one issuer and to invest at least 50% of its total assets so that (a) no more than 5% of the Fund's total assets are invested in securities in any one issuer, and (b) the Fund does not hold more than 10% of the

3

outstanding voting securities of that issuer. Subchapter M allows unlimited investments in cash, cash items, government securities (as defined in Subchapter M) and securities of other regulated investment companies. These tax requirements are generally applied at the end of each quarter of the Fund's taxable year. Compliance with the diversification requirements of the IRC may limit the investment flexibility of the Funds and may make it less likely that the Funds will meet their investment objectives.

**SPECIFIC INVESTMENT STRATEGIES.** A description of certain investment strategies and types of investments used by some or all of the Funds is set forth below.

**SECURITIES LENDING.** Each Fund may lend portfolio securities to certain creditworthy borrowers, including the Funds' securities lending agent. Loans of portfolio securities provide the Funds with the opportunity to earn additional income on the Fund's portfolio securities. All securities loans will be made pursuant to agreements requiring the loans to be continuously secured by collateral in cash or high grade debt obligations at least equal at all times to the market value of the loaned securities. The borrower pays to the Funds an amount equal to any dividends or interest received on loaned securities. The Funds retain all or a portion of the interest received on investment of cash collateral or receives a fee from the borrower. Lending portfolio securities involves risks of delay in recovery of the loaned securities or in some cases loss of rights in the collateral should the borrower fail financially. Furthermore, because of the risks of delay in recovery, the Fund may lose the opportunity to sell the securities at a desirable price. A Fund will generally not have the right to vote securities while they are being loaned.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

MONEY MARKET INSTRUMENTS. Each Fund may invest a portion of its assets in high-quality money market instruments on an ongoing basis to provide liquidity or for other reasons. The instruments in which a Fund may invest include: (i) short-term obligations issued by the U.S. Government; (ii) negotiable certificates of deposit ("CDs"), fixed time deposits and bankers' acceptances of U.S. and foreign banks and similar institutions; (iii) commercial paper rated at the date of purchase "Prime-1" by Moody's or "A-1+" or "A-1" by S&P or, if unrated, of comparable quality as determined by the Fund; and (iv) repurchase agreements. CDs are short-term negotiable obligations of commercial banks. Time deposits are non-negotiable deposits maintained in banking institutions for specified periods of time at stated interest rates. Banker's acceptances are time drafts drawn on commercial banks by borrowers, usually in connection with international transactions.

REPURCHASE AGREEMENTS. Each Fund may enter into repurchase agreements with counterparties that are deemed to present acceptable credit risks. A repurchase agreement is a transaction in which a Fund purchases securities or other obligations from a bank or securities dealer (or its affiliate) and simultaneously commits to resell them to a counterparty at an agreed-upon date or upon demand and at a price reflecting a market rate of interest unrelated to the coupon rate or maturity of the purchased obligations. A Fund maintains custody of the underlying obligations prior to their repurchase, either through its regular custodian or through a special "triparty" custodian or sub-custodian that maintains separate accounts for both the Fund and its counterparty. Thus, the obligation of the counterparty to pay the repurchase price on the date agreed to or upon demand is, in effect, secured by such obligations.

Repurchase agreements carry certain risks not associated with direct investments in securities, including a possible decline in the market value of the underlying obligations. If their value becomes less than the repurchase price, plus any agreed upon additional amount, the counterparty must provide additional collateral so that at all times the collateral is at least equal to the repurchase price plus any agreed upon additional amount. The difference between the total amount to be received upon repurchase of the obligations and the price that was paid by a Fund upon acquisition is accrued as interest and included in its net investment income. Repurchase agreements involving obligations other than U.S. government securities (such as commercial paper and corporate bonds) may be subject to special risks and may not have the benefit of certain protections in the event of the counterparty's insolvency. If the seller or guarantor becomes insolvent, the Fund may suffer delays, costs and possible losses in connection with the disposition of collateral.

REVERSE REPURCHASE AGREEMENTS. Each Fund may enter into reverse repurchase agreements, which involve the sale of securities held by a Fund subject to its agreement to repurchase the securities at an agreed upon date or upon demand and at a price reflecting a market rate of interest. Reverse repurchase agreements are subject to each Fund's limitation on borrowings and may be entered into only with banks or securities dealers or their

affiliates. While a reverse repurchase agreement is outstanding, a Fund will maintain the segregation, either on its records or with the Trust's custodian, of cash or other liquid securities, marked to market daily, in an amount at least equal to its obligations under the reverse repurchase agreement.

Reverse repurchase agreements involve the risk that the buyer of the securities sold by a Fund might be unable to deliver them when that Fund seeks to

## Edgar Filing: WisdomTree Trust - Form 485BPOS

repurchase. If the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, the buyer or trustee or receiver may receive an extension of time to determine whether to enforce a Fund's obligation to repurchase the securities, and the Fund's use of the proceeds of the reverse repurchase agreement may effectively be restricted pending such decision.

INVESTMENT COMPANY SECURITIES. Each Fund may invest in the securities of other investment companies (including money market funds). The 1940 Act generally prohibits a fund from acquiring more than 3% of the outstanding voting shares of an investment company and limits such investments to no more than 5% of the fund's total assets in any single investment company and no more than 10% in any combination of two or more investment companies. All Funds may invest in the securities of open-end funds (including money market funds) as permitted under the 1940 Act. Each Fund may purchase shares of affiliated exchange traded funds in secondary market transactions.

REAL ESTATE INVESTMENT TRUSTS. Each Fund may invest in the securities of real estate investment trusts ("REITs") to the extent allowed by law. Risks associated with investments in securities of REITs include: decline in the value of real estate; risks related to general and local economic conditions; overbuilding and increased competition; increases in property taxes and operating expenses; changes in zoning laws; casualty or condemnation losses; variations in rental income; changes in neighborhood values; the appeal of properties to tenants; and increases in interest rates. In addition, equity REITs may be affected by changes in the values of the underlying property owned by the trusts, while mortgage REITs may be affected by the quality of credit extended. REITs are dependent upon management skills, may not be diversified and are subject to the risks of financing projects. REITs are also subject to heavy cash flow dependency, defaults by borrowers, self liquidation and the possibility of failing to qualify for tax-free pass-through of income and net gains under the IRC, and to maintain exemption from the 1940 Act. If an issuer of debt securities collateralized by real estate defaults, it is conceivable that the REITs could end up holding the underlying real estate. Unlike the other Funds, the International Real Estate Fund may invest in Passive Foreign Investment Companies ("PFICs"). Investments in PFICs may decrease the tax efficiency of this Fund.

NON-U.S. SECURITIES. The International Funds invest a significant portion of their assets in non-U.S. equity securities. Investments in non-U.S. equity securities involve certain risks that may not be present in investments in U.S. securities. For example, non-U.S. securities may be subject to currency risks or to foreign government taxes that reduce their attractiveness. There may be less information publicly available about a non-U.S. issuer than about a U.S. issuer, and a foreign issuer may or may not be subject to uniform accounting, auditing and financial reporting standards and practices comparable to those in the U.S. Other risks of investing in such securities include political or economic instability in the country involved, the difficulty of predicting international trade patterns and the possibility of imposition of exchange controls. The prices of such securities may be more volatile than those of domestic securities. With respect to certain foreign countries, there is a possibility of expropriation of assets or nationalization, imposition of withholding taxes on dividend or interest payments, difficulty in obtaining and enforcing judgments against foreign entities or diplomatic developments which could affect investment in these countries. Losses and other expenses may be incurred in converting between various currencies in connection with purchases and sales of foreign securities.

Non-U.S. stock markets may not be as developed or efficient as, and may be more volatile than, those in the U.S. While the volume of shares traded on non-U.S. stock markets generally has been growing, such markets usually have substantially less volume than U.S. markets. Therefore, a Fund's investment in non-U.S. equity securities may be less liquid and subject to more rapid and

## Edgar Filing: WisdomTree Trust - Form 485BPOS

erratic price movements than comparable securities listed for trading on U.S. exchanges. Non-U.S. equity securities may trade at price/earnings multiples higher than comparable U.S. securities and such levels may not be sustainable. There may be less government supervision and regulation of foreign stock exchanges, brokers, banks and listed companies abroad than in the U.S. Moreover, settlement practices for transactions in foreign markets may differ from those in U.S. markets. Such differences may include

5

delays beyond periods customary in the U.S. and practices, such as delivery of securities prior to receipt of payment, which increase the likelihood of a failed settlement, which can result in losses to a Fund.

The value of non-U.S. investments and the investment income derived from them may also be affected unfavorably by changes in currency exchange control regulations. Although the Funds will invest only in securities denominated in foreign currencies that are fully exchangeable into U.S. dollars without legal restriction at the time of investment, there can be no assurance that currency controls will not be imposed subsequently.

Foreign brokerage commissions, custodial expenses and other fees are also generally higher than for securities traded in the U.S. This may cause the International Funds to incur higher portfolio transaction costs than domestic equity funds.

Fluctuations in exchange rates may also affect the earning power and asset value of the foreign entity issuing a security, even one denominated in U.S. dollars. Dividend and interest payments may be repatriated based on the exchange rate at the time of disbursement, and restrictions on capital flows may be imposed.

Set forth below for certain markets in which the Funds may invest are brief descriptions of some of the conditions and risks in each such market.

**INVESTMENTS IN EMERGING MARKETS.** Certain of the Emerging Markets Funds invest substantially all of their assets in markets that are considered to be "emerging." Investing in securities listed and traded in emerging markets may be subject to additional risks associated with emerging market economies. Such risks may include: (i) greater market volatility, (ii) lower trading volume, (iii) greater social, political and economic uncertainty, (iv) governmental controls on foreign investments and limitations on repatriation of invested capital, (v) the risk that companies may be held to lower disclosure, corporate governance, auditing and financial reporting standards than companies in more developed markets, and (vi) the risk that there may be less protection of property rights than in other countries. Emerging markets are generally less liquid and less efficient than developed securities markets.

**INVESTMENTS IN AUSTRALIA.** The Pacific ex-Japan Total Dividend Fund and the Pacific ex-Japan High-Yielding Equity Fund generally invest a relatively large percentage of their assets in companies organized in Australia. The economy of Australia is heavily dependent on the demand for natural resources and agricultural products. Conditions that weaken demand for such products worldwide could have a negative impact on the Australian economy as a whole. These and other factors could have a negative impact on a Fund's performance.

**INVESTMENTS IN BRAZIL.** Certain of the Emerging Markets Funds may invest a portion of their assets in companies organized and listed in Brazil. Investing



## Edgar Filing: WisdomTree Trust - Form 485BPOS

in securities of Brazilian companies involves certain considerations not typically associated with investing in securities of United States companies or the United States government, including (i) investment and repatriation controls, which could affect the Fund's ability to operate, and to qualify for the favorable tax treatment afforded to regulated investment companies for U.S. Federal income tax purposes, (ii) fluctuations in the rate of exchange between the Brazilian Real and the U.S. Dollar, (iii) the generally greater price volatility and lesser liquidity that characterize Brazilian securities markets, as compared with U.S. markets, (iv) the effect that a trade deficit could have on economic stability and the Brazilian government's economic policy, (v) high rates of inflation, (vi) governmental involvement in and influence on the private sector, (vii) Brazilian accounting, auditing and financial standards and requirements, which differ from those in the United States, and (viii) political and other considerations, including changes in applicable Brazilian tax laws.

INVESTMENTS IN CANADA. Certain of the International Funds may invest in Canada. The U.S. is Canada's largest trading partner and foreign investor. As a result, changes to the U.S. economy may significantly affect the Canadian economy. The economy of Canada is also heavily dependent on the demand for natural resources and agricultural products. Conditions that weaken demand for such products worldwide could have a negative impact on the Canadian economy as a whole. These and other factors could have a negative impact on a Fund's performance.

INVESTMENTS IN CHINA AND HONG KONG. Most of the International Funds (except for the Europe and Japan Funds) invest a portion of their assets in securities listed and traded on the Hong Kong Stock Exchange. The Emerging Markets High-Yielding Equity Fund invests a portion of its assets in securities of companies organized in China and listed and traded on the Hong Kong Stock Exchange. In addition to the aforementioned risks of

6

investing in non-U.S. securities, investing in securities listed and traded in Hong Kong involves special considerations not typically associated with investing in countries with more democratic governments or more established economies or securities markets. Such risks may include:

(i) the risk of nationalization or expropriation of assets or confiscatory taxation; (ii) greater social, economic and political uncertainty (including the risk of war); (iii) dependency on exports and the corresponding importance of international trade; (iv) the increasing competition from Asia's other low-cost emerging economies; (v) currency exchange rate fluctuations and the lack of available currency hedging instruments; (vi) higher rates of inflation; (vii) controls on foreign investment and limitations on repatriation of invested capital and on the Fund's ability to exchange local currencies for U.S. dollars; (viii) greater governmental involvement in and control over the economy; (ix) the risk that the Chinese government may decide not to continue to support the economic reform programs implemented since 1978 and could return to the prior, completely centrally planned, economy; (x) the fact that China companies, particularly those located in China, may be smaller, less seasoned and newly-organized companies; (xi) the difference in, or lack of, auditing and financial reporting standards which may result in unavailability of material information about issuers, particularly in China; (xii) the fact that statistical information regarding the economy of China may be inaccurate or not comparable to statistical information regarding the U.S. or other economies; (xiii) the less extensive, and still developing, regulation of the securities markets, business entities and commercial transactions; (xiv) the fact that the settlement period of securities transactions in foreign markets may be longer; (xv) the willingness and ability of the Chinese government to support the

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Chinese and Hong Kong economies and markets is uncertain; (xvi) the risk that it may be more difficult, or impossible, to obtain and/or enforce a judgment than in other countries; (xvii) the rapidity and erratic nature of growth, particularly in China, resulting in inefficiencies and dislocations; (xviii) the risk that, because of the degree of interconnectivity between the economies and financial markets of China and Hong Kong, any sizable reduction in the demand for goods from China, or an economic downturn in China, could negatively affect the economy and financial market of Hong Kong, as well; and (ixx) the risk that certain companies in the Fund's Index may have dealings with countries subject to sanctions or embargoes imposed by the U.S. government or identified as state sponsors of terrorism.

Investments in Hong Kong are also subject to certain political risks. Following the establishment of the People's Republic of China by the Communist Party in 1949, the Chinese government renounced various debt obligations incurred by China's predecessor governments, which obligations remain in default, and expropriated assets without compensation. There can be no assurance that the Chinese government will not take similar action in the future. An investment in the Fund involves risk of a total loss. China has committed by treaty to preserve Hong Kong's autonomy and its economic, political and social freedoms for fifty years from the July 1, 1997 transfer of sovereignty from Great Britain to China. However, if China would exert its authority so as to alter the economic, political or legal structures or the existing social policy of Hong Kong, investor and business confidence in Hong Kong could be negatively affected, which in turn could negatively affect markets and business performance. These and other factors could have a negative impact on a Fund's performance.

INVESTMENTS IN INDIA. Investments in India may be considered speculative, they may be more volatile and less liquid and may offer higher potential for gains and losses than investments in more developed markets. Economic and political structures in India may lack the stability of more developed nations. Although the government has recently begun to institute economic reform policies, there can be no assurance that they will continue to pursue such policies or, if they do, that such policies will succeed. Monsoons and other natural disasters also can affect the value of Fund investments.

The laws relating to limited liability of corporate shareholders, fiduciary duties of officers and directors, and the bankruptcy of state enterprises are generally less well developed than or different from such laws in the United States. It may be more difficult to obtain a judgment in Indian courts than it is in the United States. In addition, unanticipated political or social developments may affect the value of the Fund's investments and the availability to the Fund of additional investments.

In recent years, exchange-listed companies in the technology sector and related sectors (such as software) have grown so as to represent a significant portion of the total capitalization of the Indian market. The value of these companies will generally fluctuate in response to technological and regulatory developments. The Fund's investments currently include companies in these sectors and are likely to continue to do so. The stock markets in the region are undergoing a period of growth and change, which may result in trading or price volatility and difficulties in the settlement and recording of transactions, and in interpreting and applying the relevant laws and regulations. The securities industries in these countries are comparatively underdeveloped, and stockbrokers and other intermediaries may not perform as well as their counterparts in the United States and other more developed securities markets. In some cases, physical delivery of securities in small lots has been required in India and a shortage of vault capacity and trained personnel has existed among qualified custodial Indian banks.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

The Fund may be unable to buy or sell securities quickly and may experience delays in receipt of dividends. Settlement of securities transactions in the Indian subcontinent are subject to risk of loss, may be delayed and are generally less frequent than in the United States, which could affect the liquidity of the Fund's assets. In addition, disruptions due to work stoppages and trading improprieties in these securities markets have caused such markets to close. If extended closings were to occur in stock markets where the Fund was heavily invested, the Fund's ability to redeem Fund shares could become correspondingly impaired. Each of these events could have a negative impact on the liquidity and value of the Fund's investments. To mitigate these risks, the Fund may maintain a higher cash position than it otherwise would, thereby possibly diluting its return, or the Fund may have to sell more liquid securities which it would not otherwise choose to sell, possibly diluting its return.

**INVESTMENTS IN FRANCE.** Certain of the International Funds may invest in France. France is a member of the European Economic and Monetary Union ("EMU"). EMU member countries share coordinated economic policies and a common currency. As a result, the economy of France may be significantly affected by changes in the economies of the EMU members or other European countries. These and other factors could have a negative impact on a Fund's performance.

**INVESTMENTS IN GERMANY.** Certain of the International Funds may invest in Germany. Germany is a member of the European Economic and Monetary Union ("EMU"). EMU member countries share coordinated economic policies and a common currency. As a result, the economy of Germany may be significantly affected by changes in the economies of the EMU members or other European countries. Challenges related to the rebuilding of infrastructure and unemployment in the former area of East Germany may also impact the economy of Germany. These and other factors could have a negative impact on a Fund's performance.

**INVESTMENTS IN JAPAN.** The Japan Total Dividend Fund, Japan SmallCap Dividend Fund, Japan High-Yielding Equity Fund, International Consumer Cyclical Sector Fund, International Health Care Sector Fund, International Industrial Sector Fund, and International Technology Sector Fund generally invest a relatively large percentage of their assets in companies organized in Japan. The Japanese economy is characterized by government

7

intervention and protectionism, an unstable financial services sector, and relatively high unemployment. Economic growth is heavily dependent on international trade, government support and consistent government policy. Slowdowns in the economies of key trading partners such as the United States, China and countries in Southeast Asia could have a negative impact on the Japanese economy as a whole. These and other factors could have a negative impact on a Fund's performance.

**INVESTMENTS IN SINGAPORE.** Certain of the International Funds may invest in Singapore. The economy of Singapore is heavily dependent on international trade and export. Conditions that weaken demand for such products worldwide or in the Asian region could have a negative and significant impact on the Singaporean economy as a whole. In addition, the economy of Singapore may be particularly vulnerable to external market changes because of its smaller size. These and other factors could have a negative impact on a Fund's performance.

**INVESTMENTS IN SOUTH AFRICA.** Certain of the Emerging Markets Funds may invest a portion of their assets in companies organized and listed in South Africa.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Although South Africa is a developing country with a solid economic infrastructure (in some regards rivaling other developed countries) certain issues, such as unemployment, access to healthcare, limited economic opportunity, and other financial constraints, continue to present obstacles towards full economic development. There can be no assurance that initiatives by the government to address these issues will achieve the desired results. South Africa's currency may be vulnerable to devaluation. These and other factors could have a negative impact on the Fund's performance.

INVESTMENTS IN SOUTH KOREA. Certain of the Emerging Markets Funds may invest a portion of their assets in companies organized and listed in South Korea. The economy of South Korea is heavily dependent on exports and the demand for certain finished goods. South Korea's main industries include electronics, automobile production, chemicals, shipbuilding, steel, textiles, clothing, footwear, and food processing. Conditions that weaken demand for such products worldwide or in other Asian countries could have a negative impact on the South Korean economy as a whole. Relations with North Korea could also have a significant impact on the economy of South Korea. These and other factors could have a negative impact on the Fund's performance.

INVESTMENTS IN TAIWAN. Certain of the Emerging Markets Funds may invest a portion of their assets in companies organized and listed in Taiwan. The economy of Taiwan is heavily dependent on exports. Currency fluctuations, increasing competition from Asia's other emerging economies, and conditions that weaken demand for Taiwan's export products worldwide could have a negative impact on the Taiwanese economy as a whole. Concerns over Taiwan's history of political contention and its current relationship with China may also have a significant impact on the economy of Taiwan. These and other factors could have a negative impact on the Fund's performance.

INVESTMENTS IN THE UNITED KINGDOM. Most of the International Funds (except for the Japan and Pacific ex-Japan Funds) invest a portion of their assets in companies organized in the United Kingdom. The United Kingdom has one of the largest economies in Europe and trades heavily with other European countries. The economy of the United Kingdom may be impacted by changes to the economic health of other European countries. These and other factors could have a negative impact on a Fund's performance.

DEPOSITARY RECEIPTS. To the extent a Fund invests in stocks of foreign corporations, a Fund's investment in such stocks may also be in the form of Depositary Receipts or other securities convertible into securities of foreign issuers. Depositary Receipts may not necessarily be denominated in the same currency as the underlying securities into which they may be converted. American Depositary Receipts ("ADRs") are receipts typically issued by an American bank or trust company that evidence ownership of underlying securities issued by a foreign corporation. European Depositary Receipts ("EDRs") are receipts issued in Europe that evidence a similar ownership arrangement. Global Depositary Receipts ("GDRs") are receipts issued throughout the world that evidence a similar arrangement. Generally, ADRs, in registered form, are designed for use in the U.S. securities markets, and EDRs, in bearer form, are designed for use in European securities markets. GDRs are tradable both in the United States and in Europe and are designed for use throughout the world. Depositary Receipts will not necessarily be denominated in the same currency as their underlying securities.

A Fund will not invest in any unlisted Depositary Receipts or any Depositary Receipt that WisdomTree Asset Management or the Sub-Adviser deems to be illiquid or for which pricing information is not readily available. In

addition, all Depositary Receipts generally must be sponsored. However, a Fund may invest in unsponsored Depositary Receipts under certain limited circumstances. The issuers of unsponsored Depositary Receipts are not obligated to disclose material information in the United States, and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the Depositary Receipts.

CURRENCY TRANSACTIONS. The Funds may enter into foreign currency forward and foreign currency futures contracts to facilitate local securities settlements or to protect against currency exposure in connection with distributions to shareholders. The Funds do not expect to engage in currency transactions for the purpose of hedging against declines in the value of a Fund's assets that are denominated in one or more foreign currencies. The Funds may not enter into such contracts for speculative purposes.

FORWARD FOREIGN CURRENCY TRANSACTIONS. A forward foreign currency exchange contract ("forward contract") involves an obligation to purchase or sell a specific currency at a future date, which may be any fixed number of days from the date of the contract agreed upon by the parties, at a price set at the time of the contract. These contracts are principally traded in the interbank market conducted directly between currency traders (usually large, commercial banks) and their customers. A forward contract generally has no margin deposit requirement, and no commissions are charged at any stage for trades.

FOREIGN CURRENCY FUTURES CONTRACTS. A foreign currency futures contract is a contract involving an obligation to deliver or acquire the specified amount of a specific currency, at a specified price and at a specified future time. Futures contracts may be settled on a net cash payment basis rather than by the sale and delivery of the underlying currency.

Foreign exchange transactions involve a significant degree of risk and the markets in which foreign exchange transactions are effected are highly volatile, highly specialized and highly technical. Significant changes, including changes in liquidity and prices, can occur in such markets within very short periods of time, often within minutes. Foreign exchange trading risks include, but are not limited to, exchange rate risk, maturity gap, interest rate risk, and potential interference by foreign governments through regulation of local exchange markets, foreign investment or particular transactions in foreign currency. If a Fund utilizes foreign exchange transactions at an inappropriate time, such transactions may not serve their intended purpose of improving the correlation of a Fund's return with the performance of its underlying Index and may lower the Fund's return. A Fund could experience losses if the value of any currency forwards, options and futures positions is poorly correlated with its other investments or if it could not close out its positions because of an illiquid market. In addition, each Fund will incur transaction costs, including trading commissions, in connection with certain foreign currency transactions.

ILLIQUID SECURITIES. Each Fund may invest up to an aggregate amount of 15% of its net assets in illiquid securities. Illiquid securities include securities subject to contractual or other restrictions on resale and other instruments that lack readily available markets. The inability of a Fund to dispose of illiquid or not readily marketable investments readily or at a reasonable price could impair a Fund's ability to raise cash for redemptions or other purposes. The liquidity of securities purchased by a Fund which are eligible for resale pursuant to Rule 144A will be monitored by each Fund on an ongoing basis. In the

## Edgar Filing: WisdomTree Trust - Form 485BPOS

event that such a security is deemed to be no longer liquid, a Fund's holdings will be reviewed to determine what action, if any, is required to ensure that the retention of such security does not result in a Fund having more than 15% of its assets invested in illiquid or not readily marketable securities.

FUTURES, OPTIONS AND OPTIONS ON FUTURES CONTRACTS. Each Fund may enter into U.S. or foreign futures contracts and options and options on futures contracts. When a Fund purchases a futures contract, it agrees to purchase a specified underlying instrument at a specified future date. When a Fund sells a futures contract, it agrees to sell the underlying instrument at a specified future date. The price at which the purchase and sale will take place is fixed when the Fund enters into the contract. Futures can be held until their delivery dates, or can be closed out before then if a liquid secondary market is available. To the extent a Fund uses futures and options, it will do so only in accordance with Rule 4.5 of the Commodity Exchange Act ("CEA"). The Trust, on behalf of each Fund, has filed a notice of eligibility for exclusion from the definition of the term "commodity pool operator" in accordance with Rule 4.5 so that each Fund is not subject to registration or regulation as a commodity pool operator under the CEA.

9

RISKS OF FUTURES AND OPTIONS TRANSACTIONS. The risk of loss in trading futures contracts or uncovered call options in some strategies (e.g., selling uncovered stock index futures contracts) is potentially unlimited. The Funds do not plan to use futures and options contracts in this way. The risk of a futures position may still be large as traditionally measured due to the low margin deposits required. In many cases, a relatively small price movement in a futures contract may result in immediate and substantial loss or gain to the investor relative to the size of a required margin deposit. The Funds, however, intend to utilize futures and options contracts in a manner designed to limit their risk exposure to levels comparable to direct investment in stocks.

Utilization of futures and options on futures by a Fund involves the risk of imperfect or even negative correlation to the underlying Index if the index underlying the futures contract differs from the underlying Index. There is also the risk of loss by a Fund of margin deposits in the event of bankruptcy of a broker with whom a Fund has an open position in the futures contract or option. The purchase of put or call options will be based upon predictions by the Fund as to anticipated trends, which predictions could prove to be incorrect.

The potential for loss related to the purchase of an option on a futures contract is limited to the premium paid for the option plus transaction costs. Because the value of the option is fixed at the point of sale, there are no daily cash payments by the purchaser to reflect changes in the value of the underlying contract; however, the value of the option changes daily and that change would be reflected in the NAV of each Fund. The potential for loss related to writing options is unlimited.

Although each Fund intends to enter into futures contracts only if there is an active market for such contracts, there is no assurance that an active market will exist for the contracts at any particular time.

SWAP AGREEMENTS. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease a Fund's exposure to long or short-term interest rates (in the United States or abroad), foreign currency values, mortgage securities, corporate borrowing rates, or other factors such as security prices or inflation rates. Swap

## Edgar Filing: WisdomTree Trust - Form 485BPOS

agreements can take many different forms and are known by a variety of names.

Swap agreements will tend to shift a Fund's investment exposure from one type of investment to another. For example, if the Fund agreed to exchange payments in dollars for payments in foreign currency, the swap agreement would tend to decrease the Fund's exposure to U.S. interest rates and increase its exposure to foreign currency and interest rates. Caps and floors have an effect similar to buying or writing options. Depending on how they are used, swap agreements may increase or decrease the overall volatility of a Fund's investments and its share price.

Swap agreements also may allow a Fund to acquire or reduce credit exposure to a particular issuer. The most significant factor in the performance of swap agreements is the change in the factors that determine the amounts of payments due to and from a Fund. If a swap agreement calls for payments by the Fund, the Fund must be prepared to make such payments when due. If a swap counterparty's creditworthiness declines, the risk that they may not perform may increase, potentially resulting in a loss to the Fund. Although there can be no assurance that the Fund will be able to do so, the Fund may be able to reduce or eliminate its exposure under a swap agreement either by assignment or other disposition, or by entering into an offsetting swap agreement with the same party or a similarly creditworthy party.

**TRACKING STOCKS.** A tracking stock is a separate class of common stock whose value is linked to a specific business unit or operating division within a larger company and which is designed to "track" the performance of such business unit or division. The tracking stock may pay dividends to shareholders independent of the parent company. The parent company, rather than the business unit or division, generally is the issuer of tracking stock. However, holders of the tracking stock may not have the same rights as holders of the company's common stock.

**FUTURE DEVELOPMENTS.** The Board may, in the future, authorize each Fund to invest in securities contracts and investments other than those listed in this SAI and in each Fund's Prospectus, provided they are consistent with the Fund's investment objective and do not violate any investment restrictions or policies.

10

### PROXY VOTING POLICY

The Trust has adopted as its proxy voting policies for each Fund the proxy voting guidelines of the Sub-Adviser. The Trust has delegated to the Sub-Adviser the authority and responsibility for voting proxies on the portfolio securities held by each Fund. The remainder of this section discusses each Fund's proxy voting guidelines and the Sub-Adviser's role in implementing such guidelines.

The Sub-Adviser understands that proxy voting is an integral aspect of investment management. Accordingly, proxy voting must be conducted with the same degree of prudence and loyalty accorded any fiduciary or other obligation of an investment manager. The Sub-Adviser has designated a Proxy Committee with the responsibility for administering and overseeing the proxy voting process and procedures.

The Sub-Adviser has elected to retain Institutional Shareholder Services, Inc. ("ISS") as a proxy consultant. ISS is currently performing certain proxy-related services pursuant to these procedures, including providing research and making voting determinations in accordance with the proxy voting guidelines, voting and submitting proxies and related administrative and recordkeeping functions. In

## Edgar Filing: WisdomTree Trust - Form 485BPOS

addition, the Sub-Adviser has determined that, except as set forth in the proxy policy and noted below, proxies will be voted in accordance with the voting recommendations contained in the proxy voting guidelines, which have been prepared by the Sub-Adviser and ISS. If the guidelines do not address how a proxy should be voted, the proxy will be voted in accordance with ISS recommendations. As ISS will vote proxies in accordance with the proxy voting guidelines, the Sub-Adviser believes that this process is reasonably designed to address material conflicts of interest that may arise between the Sub-Adviser and a Fund as to how proxies are voted. If an investment professional (a portfolio manager, the Sub-Adviser's Chief Investment Officer or other investment professional) believes that it may be in the best interest of a Fund to vote in a manner inconsistent with ISS' recommendations, such investment professional must contact the Proxy Committee and complete a questionnaire to allow the Proxy Committee to review the recommendation and consider such other matters as it deems appropriate to determine that there is no material conflict of interest between the Sub-Adviser and the Fund with respect to the voting of the proxy in that manner. If the proxy guidelines do not address how a proxy should be voted and ISS refrains from making a recommendation as to how such proxy should be voted, the Proxy Committee will make a determination as to how the proxy should be voted. After making such a determination, the Proxy Committee will consider such matters as it deems appropriate to determine that there is no material conflict of interest between the Sub-Adviser and the Fund with respect to the voting of the proxy in that manner.

Although the proxy guidelines detail numerous specific instances and possible proposals, the guidelines provide that ISS will generally vote "for" management proposals on routine business; case by case on management proposals related to directors (though "for" routine matters and "against" classification of the Board); case by case on management proposals related to a company's capitalization, reorganizations or merger proposals, and non-salary compensation issues; "against" management proposals on anti-takeover related proposals; and "against" or case by case on most shareholder proposals, including social issues. A complete copy of the Proxy Policy may be obtained by calling 1-866-909-9473.

The Trust is required to disclose annually the Funds' complete proxy voting record on Form N-PX covering the period from July 1 of one year through June 30 of the next and to file N-PX with the SEC no later than August 31 of each year. The current Form N-PX for the Funds is available at no charge upon request by calling 866-909-9473 or through the Trust's website at [www.wisdomtree.com](http://www.wisdomtree.com). The Funds' Form N-PX is also available on the SEC's website at [www.sec.gov](http://www.sec.gov).

11

### PORTFOLIO HOLDING DISCLOSURE POLICIES AND PROCEDURES

The Trust has adopted a Portfolio Holdings Policy (the "Policy") with respect to each Fund to prevent possible disclosure and misuse of material non-public information concerning each Fund's portfolio holdings. This Policy applies to all officers, employees and agents of each Fund. This includes the Funds' investment adviser, WisdomTree Asset Management, and Sub-Adviser, BNY Investment Advisers (together, for purposes of this Policy, the "Advisers").

Purpose of the Policy. Each Fund's current portfolio holdings may be material non-public information and, if so, must not be selectively disclosed, except in accordance with the Policy or as otherwise required by state law or federal securities laws. The Policy is designed to prevent the possible misuse of knowledge of a Fund's portfolio holdings and to ensure that the interests of the Fund's Advisers, distributor, ALPS Distributors, Inc. (the "Distributor"), or



## Edgar Filing: WisdomTree Trust - Form 485BPOS

any affiliated person of the Fund, the Advisers or the Distributor, are not placed above those of the Fund's shareholders.

General. Each Fund's portfolio holdings information must be disclosed in a manner that: (i) is consistent with applicable legal requirements and in the best interests of the Fund's shareholders; (ii) does not put the interests of the Fund's Advisers or the Distributor, or any affiliated person of the Fund, the Advisers or the Distributor, above those of the Fund's shareholders; (iii) does not advantage any current or prospective Fund shareholders over any other current or prospective Fund shareholders, except to the extent that certain entities (as described below) may receive portfolio holdings information not available to other current or prospective Fund shareholders in connection with the dissemination of information necessary for transactions in Creation Units (defined below), as contemplated by the WisdomTree Exemptive Orders and discussed below; and (iv) does not provide selective access to portfolio holdings information except pursuant to the procedures outlined below and to the extent appropriate confidentiality arrangements limiting the use of such information are in effect.

The "entities" referred to in sub-section (iii) above are generally limited to National Securities Clearing Corporation ("NSCC") members and subscribers to various fee-based subscription services, including those large institutional investors (known as "Authorized Participants") that have been authorized by the Distributor to purchase and redeem large blocks of shares, known as "Creation Units", pursuant to legal requirements, including the WisdomTree Exemptive Orders granted by the SEC pursuant to which each Fund offers and redeems its shares, and other institutional market participants and entities that provide information services.

The Funds' Chief Compliance Officer may authorize disclosure of portfolio holdings.

Disclosure of Portfolio Holdings to Service Providers. Each business day, information about each Fund's portfolio holdings will be provided to the Distributor or other agent for dissemination through the facilities of the NSCC and/or other fee-based subscription services to NSCC members and/or subscribers to those other fee-based subscription services, including Authorized Participants, and to entities that publish and/or analyze such information in connection with the process of purchasing or redeeming Creation Units or trading shares of the Fund in the secondary market. This information typically reflects each Fund's anticipated portfolio holdings on the following business day, though it may not represent a pro rata portion of such portfolio.

Daily access to information concerning the Fund's portfolio holdings is permitted (i) to certain personnel of those service providers that are involved in portfolio management and providing administrative, operational, risk management, or other support to portfolio management, including affiliated broker-dealers and/or Authorized Participants, and (ii) to other personnel of the Advisers, the Distributor and the Fund's administrator, custodian and accountant, who deal directly with, or assist in, functions related to investment management, administration, custody and fund accounting, as may be necessary to conduct business in the ordinary course in a manner consistent with the WisdomTree Exemptive Orders, agreements with the Fund, and the terms of the Trust's current registration statement.

Online Disclosure of Ten Largest Stock Holdings. Each Fund may disclose its complete portfolio holdings and its ten largest stock portfolio holdings and the percentages that each of these ten largest stock portfolio holdings represent of the Fund's total assets as of the close of the prior business day, the following business day, or as soon as practicable thereafter, online at [www.wisdomtree.com](http://www.wisdomtree.com). Online disclosure of such holdings is freely available to

all categories of persons, including individual investors, institutional investors, intermediaries, third-party service providers, rating and ranking organizations.

Disclosure of Portfolio Holdings As Required by Applicable Law. Each Fund will disclose its complete portfolio holdings schedule in public filings with the SEC on a quarterly basis, based on the Fund's fiscal year, within sixty (60) days of the end of the quarter, and will provide that information to shareholders, as required by federal securities laws and regulations thereunder.

Prohibitions on Disclosure of Portfolio Holdings. No person is authorized to disclose a Fund's portfolio holdings or other investment positions (whether in writing, by fax, by e-mail, orally, or by other means) except in accordance with the Policy.

#### DESCRIPTION OF THE WISDOMTREE INDEXES

Brief descriptions of the Indexes on which the Funds are based and the equity markets in which the Funds invest are provided below. Additional information about each Index, including the components and weightings of the Indexes, as well as the rules that govern inclusion and weighting in each of the Indexes is available at [www.wisdomtree.com](http://www.wisdomtree.com).

Component Selection Criteria. In order to be included in one of the WisdomTree Dividend Indexes, a company must pay regular cash dividends on shares of its common stock. Companies must also meet certain liquidity requirements. For example, a company generally must have a minimum market capitalization of \$100 million as of the Index measurement date (defined below) and have an average daily dollar volume traded of at least \$100,000 for the three months prior to the Index measurement date. Some Indexes have higher minimum capitalization and liquidity requirements. To be included in one of the U.S. Dividend Indexes, a company must be incorporated in the United States (including Puerto Rico), and must list its shares on the New York Stock Exchange ("NYSE"), American Stock Exchange ("AMEX") or the NASDAQ National Market ("NASDAQ"). To be included in one of the non-U.S. Indexes, a company must list its shares on a major non-U.S. stock exchange and be organized outside of the United States. Common stocks, real estate investment trusts, tracking stocks, and holding companies are eligible for inclusion in each Index. Limited partnerships, limited liability companies, mortgage REITs, royalty trusts, preferred stocks, closed-end funds, exchange-traded funds, PFICs and derivative securities, such as warrants and rights, are not eligible (though PFICs are eligible to be included in the International Real Estate Fund).

In order to be included in one of the WisdomTree Domestic Earnings Indexes, a company must: (i) be incorporated in the United States (including Puerto Rico), (ii) be listed on the NYSE, AMEX or NASDAQ, (iii) have generated positive earnings on a cumulative basis in their most recent four fiscal quarters preceding the Index measurement date, (iv) have a market capitalization of at least \$100 million on the Index measurement date, (v) have an average daily dollar volume of at least \$200,000 for each of the six months prior to the Index measurement date, and (vi) have a price to earnings ratio ("P/E ratio") of at least 2 as of the Index measurement date. Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the Index measurement date. For these purposes, "earnings" are determined using a company's "Core Earnings." Core Earnings is a standardized calculation of earnings developed by S&P that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing

## Edgar Filing: WisdomTree Trust - Form 485BPOS

operations. Common stocks, tracking stocks, and holding companies are eligible for inclusion. REITs, ADRs, GDRs and EDRs are excluded, as are limited partnerships, limited liability companies, royalty trusts, preferred stocks, closed-end funds, exchange-traded funds, and derivative securities, such as warrants and rights, are not eligible.

**Annual Index Reconstitution.** The WisdomTree Indexes are "reconstituted" on an annual basis. New securities are added to the Indexes only during the "annual reconstitution." The annual reconstitution of the Domestic Dividend and Earnings Indexes takes place at the end of November and the beginning of December each year. The annual reconstitution of the International Dividend Indexes takes place at the end of June and the beginning of July each year.

During the annual reconstitution, securities are screened to determine whether they comply with WisdomTree's proprietary Index methodology and are eligible to be included in an Index. This date is sometimes referred to as the "Index measurement date" or the "Screening Point." Based on this screening, securities that meet Index requirements are added to the applicable Index and securities that do not meet such requirements are dropped from

13

the applicable Index. A "preliminary Index" is made publicly available based on this information. The "Weighting Date" is the date when the final weights of each component security of each Index are established. This is determined after the close of trading on the third Wednesday of December for the Domestic Dividend and Earnings Indexes and after the close of trading on the third Wednesday of June for the International Indexes. The final index constituents and their respective weightings are made publicly available at this time. The final Index constituents and final constituent weightings go into effect immediately before the opening of trading on the Monday following the Weighting Date. This is sometimes referred to as the "Reconstitution Date."

**Index Maintenance.** Index maintenance occurs throughout the year and includes monitoring and implementing the adjustments for company additions and deletions, stock splits, corporate restructurings and other corporate actions. Corporate actions are generally implemented after the close of trading on the day prior to the ex-date of such corporate actions. To the extent reasonably practicable, such changes will be announced at least two days prior to their implementation.

Should any company achieve a weighting equal or greater than 24% of an Index, its weighting will be reduced at the close of the current calendar quarter and other components in the Index will be rebalanced. Moreover, should the collective weight of Index component securities whose individual current weights equal or exceed 5% of an Index, when added together, exceed 50% of such Index, the weightings in those component securities will be reduced so that their collective weight equals 40% of the Index as of the close of the current calendar quarter, and other components in the Index will be rebalanced.

**Index Availability.** Each WisdomTree Index is calculated and disseminated throughout each day the New York Stock Exchange is open for trading.

**Changes to the Index Methodology.** The WisdomTree Indexes are governed by a published, rules-based methodology. Changes to the methodology will be publicly disclosed at [www.wisdomtreeindexes.com](http://www.wisdomtreeindexes.com) prior to implementation. Sixty (60) days prior notice will be given prior to the implementation of any such change.

**Index Calculation Agent.** In order to minimize any potential for conflicts caused by the fact that WisdomTree Investments and its affiliates act as Index provider

## Edgar Filing: WisdomTree Trust - Form 485BPOS

and investment adviser to the Funds, WisdomTree Investments has retained an unaffiliated third party to calculate each Index (the "Calculation Agent"). The Calculation Agent, using the rules-based methodology, will calculate, maintain and disseminate the Indexes on a daily basis. WisdomTree Investments will monitor the results produced by the Calculation Agent to help ensure that the Indexes are being calculated in accordance with the rules-based methodology. In addition, WisdomTree Investments and WisdomTree Asset Management have established policies and procedures designed to prevent non-public information about pending changes to the Indexes from being used or disseminated in an improper manner. Furthermore, WisdomTree Investments and WisdomTree Asset Management have established policies and procedures designed to prevent improper use and dissemination of non-public information about the Funds' portfolio strategies and to prevent the Funds' portfolio managers from having any influence on the construction of the Index methodology.

### WISDOMTREE DOMESTIC DIVIDEND INDEXES

#### WisdomTree Dividend Index

Number of Components: approximately 1450

Index Description. The WisdomTree Dividend Index measures the performance of U.S. companies that pay regular cash dividends on shares of their common stock. Each Domestic Dividend Index is derived from the WisdomTree Dividend Index.

#### WisdomTree High-Yielding Equity Index

Number of Components: approximately 400

Index Description. The WisdomTree High-Yielding Equity Index measures the performance of the highest yielding stocks within the WisdomTree Dividend Index that meet specified requirements as of the Index measurement date. The Index is created by selecting from the WisdomTree Dividend Index those companies with market capitalizations of at least \$200 million and average daily trading volumes of at least \$200,000 for the three months

14

prior to the Index measurement date. The top 30% of these companies ranked by dividend yield are included in the Index. Companies are weighted in the Index based on their projected cash dividends as of the Index measurement date. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

#### WisdomTree LargeCap Dividend Index

Number of Components: approximately 300

Index Description. The WisdomTree LargeCap Dividend Index measures performance of companies that pay regular cash dividends from the large-capitalization segment of the WisdomTree Dividend Index. The Index consists of the 300 companies in the WisdomTree Dividend Index with the highest market capitalizations as of the Index measurement date. Companies in the Index are weighted based on their projected cash dividends as of the Index measurement date. The Index consists of large-capitalization securities.

#### WisdomTree Dividend Top 100 Index

Number of Components: approximately 100

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Index Description. The WisdomTree Dividend Top 100 Index measures the performance of the 100 highest dividend-yielding companies in the WisdomTree LargeCap Dividend Index. Unlike other WisdomTree Domestic Indexes, which weight index components based on projected cash dividends, a component's weight in the Index is based on its indicated annual dividend yield as of the Index measurement date. Indicated annual dividend yield is calculated by annualizing the most recently declared regular cash dividend per share and dividing the amount by the stock price. A component company's weight in the Index is determined by dividing its indicated annual dividend yield by the sum of all the indicated annual dividend yields for all the component companies in the Index. The Index consists of approximately 100 large-capitalization securities.

WisdomTree MidCap Dividend Index

Number of Components: approximately 425

Index Description. The WisdomTree MidCap Dividend Index measures the performance of companies that pay regular cash dividends from the mid-capitalization segment of the WisdomTree Dividend Index. The Index is created by first removing the 300 companies with the highest market capitalizations as of the Index measurement date from the WisdomTree Dividend Index. Those companies that comprise the top 75% of the remaining market capitalization of the WisdomTree Dividend Index as of the Index measurement date are included in the WisdomTree MidCap Index. Companies are weighted in the Index based on their projected cash dividends as of the Index measurement date. The Index includes primarily mid-capitalization securities.

WisdomTree SmallCap Dividend Index

Number of Components: approximately 725

Index Description. The WisdomTree SmallCap Dividend Index measures the performance of companies that pay regular cash dividends from the small-capitalization segment of the WisdomTree Dividend Index. The Index is created by first removing the 300 companies with the highest market capitalizations as of the Index measurement date from the WisdomTree Dividend Index. Those companies that comprise the bottom 25% of the remaining market capitalization of the Dividend Index as of the Index measurement date are included in the WisdomTree SmallCap Index. Companies are weighted in the Index based on their projected cash dividends as of the Index measurement date. The Index includes primarily small-capitalization securities.

WISDOMTREE DOMESTIC EARNINGS INDEXES

WisdomTree Earnings Index

Number of Components: approximately 2350

Index Description. The WisdomTree Earnings Index is a fundamentally weighted index that measures the performance of earnings-generating companies within the broad U.S. stock market. The Index consists of companies that: (i) are incorporated in the United States (including Puerto Rico), (ii) are listed on the New York Stock Exchange, American Stock Exchange, NASDAQ Global Select, or NASDAQ Global Market (the "NASDAQ Market"), (iii) have generated positive earnings on a cumulative basis in their most recent four fiscal quarters

## Edgar Filing: WisdomTree Trust - Form 485BPOS

preceding the Index measurement date, (iv) have a market capitalization of at least \$100 million on the Index measurement date, (v) have an average daily dollar volume of at least \$200,000 for each of the six months prior to the Index measurement date, and (vi) have a price to earnings ratio ("P/E ratio") of at least 2 as of the Index measurement date. Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the Index measurement date. For these purposes, "earnings" are determined using a company's "Core Earnings." Core Earnings is a standardized calculation of earnings developed by S&P that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. Companies are weighted in the Index based on their earnings over the four quarters preceding the Index measurement date. The Index includes large-capitalization, mid-capitalization and small-capitalization securities and is, in this sense, an earnings-weighted index for the broad U.S. market.

### WisdomTree Earnings 500 Index

Number of Components: approximately 500

Index Description. The WisdomTree Earnings 500 Index is a fundamentally weighted index that measures the performance of earnings-generating companies within the large-capitalization segment of the U.S. stock market. The Index consists of the 500 largest companies ranked by market capitalization in the WisdomTree Earnings Index as of the Index measurement date. Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the Index measurement date. For these purposes, "earnings" are determined using a company's "Core Earnings." Core Earnings is a standardized calculation of earnings developed by Standard & Poor's that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. The Index includes primarily large-capitalization securities.

### WisdomTree MidCap Earnings Index

Number of Components: approximately 785

Index Description. The WisdomTree MidCap Earnings Index is a fundamentally weighted index that measures the performance of earnings-generating companies within the mid-capitalization segment of the U.S. stock market. The Index is created by first removing the 500 companies with the highest market capitalizations as of the Index measurement date from the WisdomTree Earnings Index. Those companies that comprise the top 75% of the remaining market capitalization of the WisdomTree Earnings Index are included in the WisdomTree MidCap Earnings Index. For these purposes, Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the Index measurement date. For these purposes, "earnings" are determined using a company's "Core Earnings." Core Earnings is a standardized calculation of earnings developed by Standard & Poor's that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. The Index includes primarily mid-capitalization securities.

### WisdomTree SmallCap Earnings Index

Number of Components: approximately 1080

Index Description. The WisdomTree SmallCap Earnings Index is a fundamentally weighted index that measures the performance of earnings-generating companies within the small-capitalization segment of the U.S. stock market. The Index is created by first removing the 500 companies with the highest market capitalizations as of the Index measurement date from the WisdomTree Earnings Index. Those companies that comprise the bottom 25% of the remaining market capitalization of the WisdomTree Earnings Index are included in the WisdomTree

## Edgar Filing: WisdomTree Trust - Form 485BPOS

SmallCap Earnings Index. Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the Index measurement date. For these purposes, "earnings" are determined using a company's "Core Earnings." Core Earnings is a standardized calculation of earnings developed by Standard & Poor's that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. The Index includes primarily small-capitalization securities.

WisdomTree Earnings Top 100 Index

Number of Components: approximately 100

Index Description. The WisdomTree Earnings Top 100 Index is a fundamentally weighted Index that measures the performance of 100 large-cap companies with relatively high earnings yields. The Index is created by selecting the 100 companies with the highest earnings yields from the 300 largest companies within the WisdomTree Earnings

16

500 Index. Unlike the other Earnings Indexes which weight companies based on aggregate earnings, the Index is weighted by earnings yield. A component company's weight in the Index at the Index measurement date is determined by its earnings yield. Earnings yield is calculated by dividing a company's trailing 12 months earnings by its market capitalization. This amount is then divided by the sum of all earnings yields for all the component companies in the Index. For these purposes, "earnings" are determined using a company's "Core Earnings." Core Earnings is a standardized calculation of earnings developed by Standard & Poor's that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. The Index includes primarily large-capitalization securities.

WisdomTree Low P/E Index

Number of Components: approximately 700

Index Description. The WisdomTree Low P/E Index is a fundamentally weighted index that measures the performance of companies with the lowest price-to-earnings ratios ("P/E ratios") within the WisdomTree Earnings Index that meet certain requirements. To be included in the Low P/E Index, companies must have market capitalizations of at least \$200 million as of the Index measurement date. On the Index measurement date companies that meet these requirements are ranked by P/E ratio. Those companies with the lowest P/E ratios are ranked highest. The top 30% of these companies are included in the Index. Companies are weighted in the Index based on their earnings over the four quarters preceding the Index measurement date. For these purposes, "earnings" are determined using a company's "Core Earnings." Core Earnings is a standardized calculation of earnings developed by Standard & Poor's that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. The Index includes primarily large-capitalization securities.

WISDOMTREE INTERNATIONAL DIVIDEND INDEXES

WisdomTree DEFA Index

Number of Components: approximately 2390

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Index Description. The WisdomTree DEFA Index measures the performance of companies in developed markets outside of the U.S. and Canada that pay regular cash dividends on shares of common stock and that meet certain other requirements. To be included in the WisdomTree DEFA Index, companies must be incorporated in one of 16 developed-market European countries (Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, or the United Kingdom), Japan, Hong Kong, Singapore, Australia, or New Zealand, and must be listed on a major securities exchange in one of those countries. Companies must have paid at least \$5 million in cash dividends on their common stock as of the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree DEFA High-Yielding Equity Index

Number of Components: approximately 690

Index Description. The WisdomTree DEFA High-Yielding Equity Index measures the performance of the highest dividend yielding stocks within the WisdomTree DEFA Index that meet specified requirements as of the Index measurement date. The Index is created by selecting from the WisdomTree DEFA Index those companies with market capitalizations of at least \$200 million and average daily dollar trading volumes of at least \$200,000 for the three months prior to the Index measurement date. The top 30% of these companies ranked by dividend yield are included in the Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree Europe Dividend Index

Number of Components: approximately 1160

Index Description. The WisdomTree Europe Dividend Index measures the performance of companies incorporated in 16 developed-market European countries that pay regular cash dividends on shares of common stock and meet certain other requirements. The Index is comprised of companies that are incorporated in and have their shares of common stock listed on a major stock exchange in one of the following countries: Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, or

17

the United Kingdom. Companies must have paid at least \$5 million in cash dividends on shares of their common stock as of the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree Europe High-Yielding Equity Index

Number of Components: approximately 330

Index Description. The WisdomTree Europe High-Yielding Equity Index measures the performance of the highest dividend yielding stocks within the WisdomTree Europe Dividend Index that meet specified requirements as of the Index measurement



## Edgar Filing: WisdomTree Trust - Form 485BPOS

date. The Index is created by selecting from the WisdomTree Europe Dividend Index those companies with market capitalizations of at least \$200 million and average daily dollar trading volumes of at least \$200,000 for the three months prior to the Index measurement date. The top 30% of these companies are ranked by dividend yield are included in the Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree Europe SmallCap Dividend Index

Number of Components: approximately 520

Index Description. The WisdomTree Europe SmallCap Dividend Index measures the performance of small-capitalization companies incorporated in Western Europe that pay regular cash dividends on shares of common stock and meet specified requirements as of the Index measurement date. The Index is created by first removing from the WisdomTree Europe Dividend Index the 300 companies with the highest market capitalizations as of the Index measurement date. Those companies that comprise the bottom 25% of the remaining market capitalization of this group are included in the WisdomTree Europe SmallCap Dividend Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes primarily small-capitalization securities. In this sense, it is a dividend-weighted small-cap index for the dividend-paying segment of Western Europe.

WisdomTree Japan Dividend Index

Number of Components: approximately 820

Index Description. The WisdomTree Japan Dividend Index measures the performance of companies incorporated in Japan that pay regular cash dividends on shares of common stock and meet certain other requirements. The Index is comprised of companies incorporated in Japan that list their shares on the Tokyo Stock Exchange. Companies must have paid at least \$5 million in cash dividends on their common stock as of the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree Japan High-Yielding Equity Index

Number of Components: approximately 240

Index Description. The WisdomTree Japan High-Yielding Equity Index measures the performance of the highest dividend yielding stocks within the WisdomTree Japan Dividend Index that meet specified requirements as of the Index measurement date. The Index is created by selecting from the WisdomTree Japan Dividend Index those companies with market capitalizations of at least \$200 million and average daily dollar trading volumes of at least \$200,000 for three months prior to the Index measurement date. The top 30% of these companies ranked by dividend yield are included in the Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree Japan SmallCap Dividend Index

Number of Components: approximately 520

Index Description. The WisdomTree Japan SmallCap Dividend Index measures the performance of small-capitalization companies incorporated in Japan that pay regular cash dividends on shares of common stock and meet specified requirements as of the Index measurement date. The Index is created by first removing the 300

## Edgar Filing: WisdomTree Trust - Form 485BPOS

companies with the highest market capitalizations as of the Index measurement date from the WisdomTree Japan Dividend Index. The remaining companies are then weighted in the Index based on regular cash dividends paid. The Index includes primarily small-capitalization securities. In this sense, it is a dividend-weighted small-cap index for the dividend-paying segment of Japan.

18

### WisdomTree Pacific ex-Japan Dividend Index

Number of Components: approximately 411

Index Description. The WisdomTree Pacific ex-Japan Dividend Index measures the performance of companies in Hong Kong, Singapore, Australia and New Zealand that pay regular cash dividends on shares of common stock and meet certain other requirements. The WisdomTree Pacific ex-Japan Dividend Index is comprised of companies that are incorporated in and have their shares listed on a major stock exchange in Hong Kong, Singapore, Australia or New Zealand. Companies must have paid at least \$5 million in cash dividends on their common stock as of the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### WisdomTree Pacific ex-Japan High-Yielding Equity Index

Number of Components: approximately 110

Index Description. The WisdomTree Pacific ex-Japan High-Yielding Equity Index measures the performance of the highest dividend paying stocks within the WisdomTree Pacific ex-Japan Dividend Index that meet specified requirements as of the Index measurement date. The Index is created by selecting from the WisdomTree Pacific ex-Japan Dividend Index those companies with market capitalizations of at least \$200 million and average daily trading volumes of at least \$200,000 for the three months prior to the measurement date. The top 30% of these companies ranked by dividend yield are included in the Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### WisdomTree International LargeCap Dividend Index

Number of Components: approximately 300

Index Description. The WisdomTree International LargeCap Dividend Index measures the performance of companies that pay regular cash dividends from the large-capitalization segment of Europe, Far East Asia and Australasia. The Index is created by selecting from the WisdomTree DEFA Index the 300 companies in the Index with the highest market capitalizations as of the Index measurement date. Companies are weighted in the Index based on regular cash dividends paid. The Index includes primarily large-capitalization securities.

### WisdomTree International Dividend Top 100 Index

Number of Components: approximately 100

Index Description. The WisdomTree International Dividend Top 100 Index measures the performance of the 100 highest dividend-yielding companies from Europe, Far East Asia and Australasia. The Index is created by selecting the 100 highest

## Edgar Filing: WisdomTree Trust - Form 485BPOS

dividend-yielding companies from the WisdomTree International LargeCap Dividend Index. Unlike other WisdomTree International Indexes, which weight index components based on regular cash dividends paid, a component's weight in the Index is based on its annual dividend yield as of the Index measurement date. A component company's weight in the Index is determined by dividing its indicated annual dividend yield by the sum of all the indicated annual dividend yields for all the component companies in the Index. The Index consists of selected large-capitalization securities.

WisdomTree International MidCap Dividend Index

Number of Components: approximately 690

Index Description. The WisdomTree International MidCap Dividend Index measures the performance of companies that pay regular cash dividends from the mid-capitalization segment of markets in Europe, Far East Asia and Australasia. The Index is created by first removing from the WisdomTree DEFA Index the 300 companies with the highest market capitalizations as of the Index measurement date. Those companies that comprise the top 75% of the remaining market capitalization of this group are included in the WisdomTree International MidCap Dividend Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes primarily mid-capitalization securities.

WisdomTree International SmallCap Dividend Index

Number of Components: approximately 1400

Index Description. The WisdomTree International SmallCap Dividend Index measures the performance of companies that pay regular cash dividends from the small-capitalization segment of markets in Europe, Far East Asia and Australasia. The Index is created by first removing from the WisdomTree DEFA Index the 300 companies

19

with the highest market capitalizations as of the Index measurement date. Those companies that comprise the bottom 25% of the remaining market capitalization of this group are included in the WisdomTree International SmallCap Dividend Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes primarily small-capitalization securities.

WisdomTree Emerging Markets High-Yielding Equity Index

Number of Components: approximately 220

Index Description. The WisdomTree Emerging Markets High-Yielding Equity Index measures the performance of emerging market stocks with relatively high dividend yields. Companies in the Index must meet specified liquidity and other requirements as of the Index measurement date. The Index is created by selecting the top 30% of Index constituents ranked by dividend yield from the WisdomTree Emerging Markets Dividend Index. Companies eligible for inclusion in the Index must be incorporated in and have their shares listed on a major stock exchange in Argentina, Brazil, Chile, China, Czech Republic, Hungary, India, Indonesia, Israel, Malaysia, Mexico, Philippines, Poland, Russia, South Africa, South Korea, Taiwan, Thailand or Turkey. Companies must have paid at least \$5 million in cash dividends on their common stock in the 12 months prior to the most recent Index measurement date. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree Emerging Markets SmallCap Dividend Index

Number of Components: approximately 395

Index Description. The WisdomTree Emerging Markets SmallCap Dividend Index is a fundamentally weighted index that measures the performance of primarily small cap stocks selected from the WisdomTree Emerging Markets Dividend Index. Companies included in the Index fall within the bottom 10% of total market capitalization of the WisdomTree Emerging Markets Dividend Index as of the annual index measurement date. Companies eligible for inclusion in the Index must be incorporated in and have their shares listed on a major stock exchange in Argentina, Brazil, Chile, China, Czech Republic, Hungary, India, Indonesia, Israel, Malaysia, Mexico, Philippines, Poland, Russia, South Africa, South Korea, Taiwan, Thailand or Turkey. Companies must have paid at least \$5 million in cash dividends on their common stock in the 12 months prior to the most recent Index measurement date. Companies are weighted in the Index based on regular cash dividends paid. The Index is composed of primarily small capitalization stocks.

WisdomTree India Earnings Index

Number of Components: approximately 75

The WisdomTree India Earnings Index is a fundamentally weighted index that measures the performance of profitable companies incorporated and traded in India. The Index consists of companies that: (i) are incorporated in India, (ii) are listed on a major stock exchange in India, (iii) have generated at least \$5 million in earnings in the year prior to the Index measurement date, (iv) have a market capitalization of at least \$200 million on the Index measurement date, (v) have an average daily dollar volume of at least \$200,000 for each of the six months prior to the Index measurement date, and (vi) have a price to earnings ratio ("P/E ratio") of at least 2 as of the Index measurement date. Companies are weighted in the Index based on their earnings over the year prior to the Index measurement date. For these purposes, "earnings" are determined using a company's net income.

WISDOMTREE INTERNATIONAL SECTOR INDEXES

WisdomTree International Basic Materials Sector Index

Number of Components: approximately 180

Index Description. The WisdomTree International Basic Materials Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Basic Materials Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the "Basic Materials" sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: chemicals, forest products and paper, iron/steel, and mining. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree International Communications Sector Index

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Number of Components: approximately 150

Index Description. The WisdomTree International Communications Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Communications Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the "Communications" sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: advertising, internet, media, and telecom. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

20

WisdomTree International Consumer Cyclical Sector Index

Number of Components: approximately 425

Index Description. The WisdomTree International Consumer Cyclical Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Consumer Cyclical Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the "Consumer Cyclical" sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: airlines, apparel, automobiles and parts, entertainment, food service, home builders, housewares, leisure time, lodging, office furnishings, retail, textiles, and toys/games. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree International Consumer Non-Cyclical Sector Index

Number of Components: approximately 375

Index Description. The WisdomTree International Consumer Non-Cyclical Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Consumer Non-Cyclical Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the "Consumer Non-Cyclical" sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: agriculture, tobacco, beverages, biotechnology, commercial services, cosmetics/personal care, food, health care, pharmaceuticals, and household products. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree International Energy Sector Index

Number of Components: approximately 60

Index Description. The WisdomTree International Energy Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe,

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Energy Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the "Energy" sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: oil and gas producers, oil and gas services, pipelines, alternative energy sources, and coal. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree International Financial Sector Index

Number of Components: approximately 450

Index Description. The WisdomTree International Financial Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Financial Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the "Financial" sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: banks, savings and loans, insurance companies, investment companies, real estate companies, and diversified financial service companies. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree International Health Care Sector Index

Number of Components: approximately 100

Index Description. The WisdomTree International Health Care Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Health Care Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the "Health Care" sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types

21

of companies: health care products, health care services, pharmaceuticals, and biotechnology. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree International Industrial Sector Index

Number of Components: approximately 560

Index Description. The WisdomTree International Industrial Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Industrial Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the "Industrial" sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: aerospace and defense, building materials,

## Edgar Filing: WisdomTree Trust - Form 485BPOS

electronic components and equipment, engineering and construction, hand and machine tools, machinery, metal fabrication, packaging and containers, shipbuilding, transportation, and trucking and leasing. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree International Technology Sector Index

Number of Components: approximately 85

Index Description. The WisdomTree International Technology Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Technology Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the "Technology" sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: computers, office and business equipment, semiconductors, and software. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree International Utilities Sector Index

Number of Components: approximately 70

Index Description. The WisdomTree International Utilities Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Utilities Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the "Utilities" sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: gas, electric, and water. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

WisdomTree International Real Estate Index

Number of Components: approximately 220

Index Description. The WisdomTree International Real Estate Index measures the performance of companies in developed markets outside of the U.S. and Canada that pay regular cash dividends on shares of common stock that WisdomTree Investments classifies as being part of the "International Real Estate" sector. Companies in the Index must meet specified requirements as of the Index measurement date. To be included in the Index, companies must be incorporated in one of 16 developed-market European countries, Japan, Hong Kong, Singapore, Australia, or New Zealand, and must be listed on a major securities exchange in one of those countries. Companies must have paid at least \$5 million in cash dividends on their common stock in the 12 months prior to the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: real estate operating companies; real estate development companies; and diversified REITs. The Index also includes companies that may be classified as PFICs.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

The following fundamental investment policies and limitations supplement those set forth in each Fund's Prospectus. Unless otherwise noted, whenever a fundamental investment policy or limitation states a maximum percentage of a Fund's assets that may be invested in any security or other asset, or sets forth a policy regarding quality standards, such standard or percentage limitation will be determined immediately after and as a result of the Fund's acquisition of such security or other asset. Accordingly, other than with respect to a Fund's limitations on borrowings, any subsequent change in values, net assets, or other circumstances will not be considered when determining whether the investment complies with a Fund's investment policies and limitations.

Each Fund's fundamental investment policies cannot be changed without the approval of the holders of a majority of that Fund's outstanding voting securities as defined under the 1940 Act. Each Fund, however, may change the non-fundamental investment policies described below, its investment objective, and its underlying Index without a shareholder vote provided that it obtains Board approval and notifies its shareholders with at least sixty (60) days prior written notice of any such change.

Fundamental Policies. The following investment policies and limitations are fundamental and may NOT be changed without shareholder approval.

Each Fund, as a fundamental investment policy, may not:

### Senior Securities

Issue senior securities, except as permitted under the 1940 Act.

### Borrowing

Borrow money, except as permitted under the 1940 Act.

### Underwriting

Act as an underwriter of another issuer's securities, except to the extent that each Fund may be considered an underwriter within the meaning of the Securities Act of 1933 in the disposition of portfolio securities.

### Concentration

Purchase the securities of any issuer (other than securities issued or guaranteed by the U.S. Government or any of its agencies or instrumentalities) if, as a result, more than 25% of the Fund's total assets would be invested in the securities of companies whose principal business activities are in the same industry, except that each Fund will invest more than 25% of its total assets in securities of the same industry to approximately the same extent that each Fund's underlying Index concentrates in the securities of a particular industry or group of industries.

### Real Estate

Purchase or sell real estate unless acquired as a result of ownership of securities or other instruments (but this shall not prevent the fund from investing in securities or other instruments backed by real estate, real estate investment trusts or securities of companies engaged in the real estate business).

### Commodities

Purchase or sell physical commodities unless acquired as a result of



## Edgar Filing: WisdomTree Trust - Form 485BPOS

ownership of securities or other instruments (but this shall not prevent each Fund from purchasing or selling options and futures contracts or from investing in securities or other instruments backed by physical commodities).

### Loans

Lend any security or make any other loan except as permitted under the Investment Company Act of 1940.

23

By way of example (but not as a statement of the actual fundamental policy), this means that, if, as a result, more than 33 1/3% of its total assets would be lent to other parties, but this limitation does not apply to purchases of debt securities or to repurchase agreements, or to acquisitions of loans, loan participations or other forms of debt instruments, permissible under each Fund's investment policies.

Non-Fundamental Policies. The following investment policy is not fundamental and MAY be changed without shareholder approval.

Each Fund has adopted a non-fundamental investment policy in accordance with Rule 35d-1 under the 1940 Act to invest, under normal circumstances, at least 80% of the value of its net assets, plus the amount of any borrowings for investment purposes, in the types of securities suggested by the Fund's name. If, subsequent to an investment, the 80% requirement is no longer met, a Fund's future investments will be made in a manner that will bring the Fund into compliance with this policy.

### CONTINUOUS OFFERING

The method by which Creation Unit Aggregations of shares are created and traded may raise certain issues under applicable securities laws. Because new Creation Unit Aggregations of shares are issued and sold by the Funds on an ongoing basis, at any point a "distribution," as such term is used in the Securities Act, may occur. Broker-dealers and other persons are cautioned that some activities on their part may, depending on the circumstances, result in their being deemed participants in a distribution in a manner which could render them statutory underwriters and subject them to the prospectus delivery requirement and liability provisions of the Securities Act.

For example, a broker-dealer firm or its client may be deemed a statutory underwriter if it takes Creation Unit Aggregations after placing an order with the Distributor, breaks them down into constituent shares, and sells such shares directly to customers, or if it chooses to couple the creation of a supply of new shares with an active selling effort involving solicitation of secondary market strikes demand for shares. A determination of whether one is an underwriter for purposes of the Securities Act must take into account all the facts and circumstances pertaining to the activities of the broker-dealer or its client in the particular case, and the examples mentioned above should not be considered a complete description of all the activities that could lead to a categorization as an underwriter.

Broker-dealer firms should also note that dealers who are not "underwriters" but are effecting transactions in shares, whether or not participating in the distribution of shares, generally are required to deliver a prospectus. This is because the prospectus delivery exemption in Section 4(3) of the Securities Act is not available in respect of such transactions as a result of Section 24(d) of

## Edgar Filing: WisdomTree Trust - Form 485BPOS

the 1940 Act. Firms that incur a prospectus delivery obligation with respect to shares of the Funds are reminded that, pursuant to Rule 153 under the Securities Act, a prospectus delivery obligation under Section 5(b)(2) of the Securities Act owed to an exchange member in connection with the sale on the Listing Exchange is satisfied by the fact that the prospectus is available at the Listing Exchange upon request. The prospectus delivery mechanism provided in Rule 153 is only available with respect to transactions on an exchange.

24

### MANAGEMENT OF THE TRUST

#### Trustees and Officers

The Board of Trustees has responsibility for the overall management and operations of the Funds, including general supervision of the duties performed by WisdomTree Asset Management and other service providers. The Board of Trustees elects the officers of the Trust who are responsible for administering the Trust's day-to-day operations. Each Trustee serves until his or her successor is duly elected or appointed and qualified.

The address of each Trustee and Officer is c/o WisdomTree Asset Management, Inc., 48 Wall Street, 11th Floor, New York, NY 10005.

#### Interested Trustee and Officers

Name (year of birth)	Position	Term of office and Length of Time Served	Principal Occupation(s) During the Past 5 Years
Jonathan Steinberg (1964)	Trustee, President*	Trustee and officer since 2005	Chief Executive Officer of WisdomTree Investments, Inc. (formerly, Index Development Partners, Inc.) and Director of WisdomTree Investments, Inc. since 1989.
Bruce Lavine (1966)	Interim Treasurer*, Interim Assistant Secretary*	Officer since 2007	Chief Operating Officer and President of WisdomTree Investments, Inc. (formerly Index Development Partners, Inc.) since May 2006; Barclays Global Investors: Head of New Markets from 2005 to 2006; Head of iShares Exchange Traded Funds, Europe from 2003 to 2006; Chief Financial Officer and Director of New Product Development from 1999 to 2003.
Richard Morris (1967)	Secretary*, Chief Legal Officer*	Officer since 2005	Deputy General Counsel of WisdomTree Investments, Inc. since 2005; Senior Counsel at Barclays Global Investors, N.A. from 2002 to



# Edgar Filing: WisdomTree Trust - Form 485BPOS

1991 to 2004.

Univ

-----  
 \* Chair of the Audit Committee.

\*\* Chair of the Governance and Nominating Committee.

26

The following table sets forth, as of December 31, 2006 the dollar range of equity securities beneficially owned by each Trustee in the Funds and in other registered investment companies overseen by the Trustee within the same family of investment companies as the Trust.

Name of Trustee	Dollar Range of Equity Securities in the Funds	Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen by Trustee in Family of Investment Companies
 Interested Trustee:		
Jonathan Steinberg	Over \$100,000	Over \$100,000
 Independent Trustees:		
Gregory Barton	Over \$100,000	Over \$100,000
Toni Massaro	\$0 - \$10,000	\$0 - \$10,000
Victor Ugolyn	\$50,001 - \$100,000	\$50,001 - \$100,000

As of December 31, 2006 none of the Trustees who are not interested persons (as defined in the 1940 Act) of the Trust ("Independent Trustees") or their immediate family members owned beneficially or of record any securities of WisdomTree Asset Management, the Sub-Adviser, the Distributor, or any person controlling, controlled by or under control with WisdomTree Asset Management, the Sub-Adviser or the Distributor.

The Board of Trustees of the Trust met six times during the fiscal year ended March 31, 2007.

#### Committees of the Board of Trustees

Audit Committee. Each Independent Trustee is a member of the Trust's Audit Committee (the "Audit Committee"). The principal responsibilities of the Audit Committee are the appointment, compensation and oversight of the Trust's independent auditors, including the resolution of disagreements regarding financial reporting between Trust management and such independent auditors. The Audit Committee's responsibilities include, without limitation, to (i) oversee the accounting and financial reporting processes of the Trust and its internal control over financial reporting and, as the Committee deems appropriate, to inquire into the internal control over financial reporting of certain third-party service providers; (ii) oversee the quality and integrity of the Funds' financial statements and the independent audits thereof; (iii) oversee, or, as appropriate, assist Board oversight of, the Trust's compliance with legal and regulatory requirements that relate to the Trust's accounting and financial reporting, internal control over financial reporting and independent audits;

## Edgar Filing: WisdomTree Trust - Form 485BPOS

(iv) approve prior to appointment the engagement of the Trust's independent auditors and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Trust's independent auditors; and (vi) act as a liaison between the Trust's independent auditors and the full Board. The Board of the Trust has adopted a written charter for the Audit Committee. The Audit Committee has retained independent legal counsel to assist it in connection with these duties. During the fiscal year ended March 31, 2007, the Audit Committee held one meeting.

Governance and Nominating Committee. Each Independent Trustee is also a member of the Trust's Governance and Nominating Committee. The principal responsibilities of the Governance and Nominating Committee are to (i) oversee Fund governance matters and (ii) identify individuals qualified to serve as Independent Trustees of the Trust and to recommend its nominees for consideration by the full Board. While the Governance and Nominating Committee is solely responsible for the selection and nomination of the Trust's Independent Trustees, the Nominating Committee may consider nominations for the office of Trustee made by Trust stockholders as it deems appropriate. The Governance and Nominating Committee considers nominees recommended by shareholders if such nominees are submitted in accordance with Rule 14a-8 of the Securities Exchange Act of 1934 (the "1934 Act"), in conjunction with a shareholder meeting to consider the election of Trustees. Trust stockholders who wish to recommend a nominee should send nominations to the Secretary of the Trust that include biographical information and set forth the qualifications of the proposed nominee. During the fiscal year ended March 31, 2007, the Nominating Committee held one meeting.

### Approval of Investment Advisory Agreement and Sub-Advisory Agreement

The Board of Trustees of the Trust, including a majority of the Independent Trustees, has the responsibility under the 1940 Act to approve the Trust's Investment Advisory Agreement and Sub-Advisory Agreement (collectively,

27

the "Investment Advisory Agreements"). In addition, the Trust's Board of Trustees will receive, review and evaluate information concerning the services and personnel of the Investment Adviser and the Sub-Adviser at each quarterly meeting of the Board of Trustees. While particular emphasis will be placed on information concerning profitability, comparability of fees and total expenses, and the Trust's investment performance at any future meeting at which a renewal of the Investment Advisory Agreements is considered, the process of evaluating the Investment Adviser and the Sub-Adviser and the Trust's investment arrangements is an ongoing one. In this regard, the Board's consideration of the nature, extent and quality of the services to be provided by the Investment Adviser and the Sub-Adviser under the Investment Advisory Agreements will include deliberations at future quarterly meetings.

Approval of Investment Advisory Agreement. The Trust and the Investment Adviser have entered into an investment advisory agreement (the "Advisory Agreement"). At meetings held on February 21, 2006 with respect to certain Domestic Dividend Funds and certain International Dividend Funds, May 3, 2006 with respect to certain International Dividend Funds, May 25, 2006 with respect to certain Domestic Dividend Funds and International Dividend Funds, June 12, 2006 and December 4, 2006 with respect to the International Sector Funds, December 4, 2006 with respect to the Earnings Weighted Funds, June 11, 2007 with respect to the Emerging Markets High-Yielding Equity Fund, September 17, 2007 with respect to Emerging Markets SmallCap Dividend Fund, and December 3, 2007 with respect to

## Edgar Filing: WisdomTree Trust - Form 485BPOS

India Earnings Fund, the Board of Trustees, including a majority of the Independent Trustees, approved the Investment Advisory Agreement with WisdomTree Asset Management ("WTAM") with respect to the Funds. In approving the Advisory Agreement with WTAM, the Board reviewed and analyzed the factors it deemed relevant, including: (i) the nature, quality and extent of the services to be provided to the Funds by WTAM; (ii) WTAM's personnel and operations; (iii) WTAM's financial condition; (iv) the level and method of computing each Fund's advisory fee; (v) the anticipated profitability of WTAM under the Advisory Agreement; (vi) "fall-out" benefits to WTAM and its affiliates (i.e., ancillary benefits that may be realized by WTAM or its affiliates from WTAM's relationship with the Funds); (vii) the anticipated effect of growth and size on each Fund's performance and expenses; and (viii) possible conflicts of interest.

The Board also considered the nature and quality of the services to be provided by WTAM to the Funds, recognizing WTAM's operational capabilities and resources. The Board also noted the extensive responsibilities that WTAM has as investment adviser to the Funds, including the selection of the Funds' sub-adviser and oversight of the sub-adviser's compliance with Fund policies and objectives, oversight of general Fund compliance with federal and state laws, and the implementation of Board directives as they relate to the Funds.

The Board gave substantial consideration to the fees payable under the Advisory Agreement. In this connection, the Board evaluated WTAM's anticipated costs and profitability in serving as investment adviser to the Funds, including the costs associated with developing and maintaining the indexes to be used by the Funds, the personnel, systems and equipment necessary to manage the Funds and the costs associated with compensating the sub-adviser. The Board also examined the fees to be paid by each Fund in light of fees paid to other investment managers by comparable funds and the method of computing each Fund's fee. After comparing the fees with those of comparable funds and in light of the quality and extent of services to be provided and the costs anticipated to be incurred by WTAM, the Board concluded that the level of the fees paid to WTAM with respect to each Fund is fair and reasonable.

The Board also approved the Sub-Advisory Agreement with the sub-adviser to the Funds, BNY Investment Advisors ("BNYIA"), using the same criteria it used for WTAM. The Board considered BNYIA's operational capabilities and resources and BNYIA's experience in serving as an adviser to ETFs, noting that BNYIA currently provides investment advisory and management services to other ETFs. The Board also evaluated the performance of comparable funds managed by BNYIA in comparison to a peer group, and the expertise and performance of the BNYIA personnel. The Board also noted that Bank of New York ("BNY"), an affiliate of BNYIA, is proposed to serve as the Funds' administrator, accountant, custodian and transfer agent and will receive compensation for acting in these capacities and will be responsible for, among other things, coordinating the Funds' audits, financial statements and tax returns, managing expenses and budgeting for the Funds, processing trades on behalf of each Fund and custodying Fund assets. As such, the Board concluded that the benefits accruing to BNYIA and its affiliates by virtue of their relationship to the Trust are reasonable and fair in comparison with the anticipated costs of providing the relevant services. The Board noted that WTAM, not the Funds, pays the fees to BNYIA under the Sub-Advisory Agreement.

Based on these considerations and the overall high quality of the personnel, operations, financial condition, investment advisory capabilities, methodologies, and performance of WTAM and BNYIA, the Board determined that the

## Edgar Filing: WisdomTree Trust - Form 485BPOS

approval of the Advisory Agreement and the Sub-Advisory Agreement was in the best interests of each Fund. After full consideration of these and other factors, the Board, including a majority of the Independent Trustees, with the assistance of independent counsel, approved the Advisory Agreement and Sub-Advisory Agreement.

Remuneration of Trustees. Pursuant to its Investment Advisory Agreement with the Trust, WisdomTree Asset Management pays all compensation of officers and employees of the Trust as well as the fees of all Trustees of the Trust who are affiliated persons of WisdomTree Investments or its subsidiaries.

Each Independent Trustee receives an annual fee of \$40,000 for meetings of the Board attended by the Trustee. The Audit Committee Chairman will be paid an additional \$4,000 and the Independent Chairman of the Board will be paid an additional \$20,000. The Trust also reimburses each Trustee for travel and other out-of-pocket expenses incurred by him/her in connection with attending such meetings.

The following table sets forth the fees paid to each Trustee for the fiscal year-ended March 31, 2007.

Name of Interested Trustee	Aggregate Compensation from the Trust	Pension or Retirement Benefits Accrued As Part of Company Expenses	Estimated Annual Benefits upon Retirement	Total Compensation From the Funds and Fund Complex
Jonathan Steinberg	None	None	None	None

Name of Independent Trustee	Aggregate Compensation from the Trust	Pension or Retirement Benefits Accrued As Part of Company Expenses	Estimated Annual Benefits upon Retirement	Total Compensation From the Funds and Fund Complex
Gregory Barton	\$44,000	None	None	\$44,000
Toni Massaro	\$40,000	None	None	\$40,000
Victor Ugolyn	\$60,000	None	None	\$60,000

Trustees and officers of the Trust collectively owned less than 1% of each of the Trust's outstanding shares as of June 30, 2007.

Control Persons and Principal Holders of Securities.

Although the Trust does not have information concerning the beneficial ownership of shares held in the names of Depository Trust Company participants ("DTC Participants"), as of June 30, 2007, the name and percentage ownership of each DTC Participant that owned of record 5% or more of the outstanding shares of a Fund is set forth in the table below:

Fund Name	Percentage of Ownership
WisdomTree Total Dividend Fund NFS LLC 200 LIBERTY STREET	23.68%

Edgar Filing: WisdomTree Trust - Form 485BPOS

NEW YORK CITY NY 10281 CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	15.95%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	9.81%
CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	8.53%
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	5.44%

29

Fund Name	Percentage of Ownership
-----	-----
WisdomTree High-Yielding Equity Fund CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	21.10%
MSDW INC. C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	17.29%
SWISS AME 12 EAST 49TH STREET 41ST FLOOR NEW YORK NY 10017	9.16%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	8.25%
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	7.34%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	7.02%
FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	6.59%
CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	5.51%
-----	-----
WisdomTree DEFA(SM) Fund FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	18.57%
CHARLES SCHWAB	15.33%



Edgar Filing: WisdomTree Trust - Form 485BPOS

ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	
NFS LLC	12.10%
200 LIBERTY STREET NEW YORK CITY NY 10281	
MERRILL LYNCH	9.77%
101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	
PERSHING	8.39%
SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	
AMERITRADE	5.98%
C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	

30

Fund Name	Percentage of Ownership
-----	-----
WisdomTree DEFA(SM) High-Yielding Equity Fund	
CHARLES SCHWAB	24.24%
ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	
MERRILL LYNCH	13.04%
101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	
NFS LLC	7.62%
200 LIBERTY STREET NEW YORK CITY NY 10281	
PERSHING	7.18%
SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	
MSDW INC.	6.16%
C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	
FIRST CLEAR	5.73%
10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	
CITIGROUP	5.42%
333 W. 34TH STREET NEW YORK NY 10001	
-----	-----
WisdomTree Pacific ex-Japan High Yielding Equity Fund	
NFS LLC	18.90%
200 LIBERTY STREET NEW YORK CITY NY 10281	
GOLDMAN SKPG	16.00%
30 HUDSON STREET JERSEY CITY NJ 07302	
CHARLES SCHWAB	11.31%

Edgar Filing: WisdomTree Trust - Form 485BPOS

ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	8.29%
AMERITRADE C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	6.72%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	5.82%
FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	5.67%

31

Fund Name	Percentage of Ownership
-----	
WisdomTree Pacific ex-Japan Total Dividend Fund	
GOLDMAN SKPG 30 HUDSON STREET JERSEY CITY NJ 07302	20.51%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	11.19%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	10.77%
CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	9.09%
FISERV TR 717 - 17TH STREET SUITE 2600 DENVER CO 80202	5.49%
AMERITRADE C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	5.29%
-----	
WisdomTree Europe Total Dividend Fund	
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	20.62%

Edgar Filing: WisdomTree Trust - Form 485BPOS

MERRIL 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	9.12%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	8.16%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	7.80%
CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	6.65%
MSDW INC. C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	6.04%
JP MORGAN CHASE BANK NA PROXY SERVICES 14201 DALLAS PKWAY DALLAS, TX 75254	5.66%

32

Fund Name	Percentage of Ownership
----- WisdomTree Europe High-Yielding Equity Fund	
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	15.93%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	11.93%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	9.59%
MSDW INC. C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	8.46%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	8.30%

Edgar Filing: WisdomTree Trust - Form 485BPOS

FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	7.54%
--	-------

CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	6.76%
--	-------

AMERITRADE C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	4.82%
--	-------

---

WisdomTree Europe SmallCap Dividend Fund

NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	17.35%
---	--------

GOLDMAN SKPG 30 HUDSON STREET JERSEY CITY NJ 07302	16.54%
--	--------

CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	10.22%
--	--------

AMERITRADE C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	6.43%
--	-------

FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	6.15%
--	-------

---

Fund Name	Percentage of Ownership
<hr/>	
WisdomTree Japan Total Dividend Fund	
GOLDMAN SKPG 30 HUDSON STREET JERSEY CITY NJ 07302	16.33%
GOLDMAN 30 HUDSON STREET JERSEY CITY NJ 07302	15.56%
MSDW INC. C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	10.67%

Edgar Filing: WisdomTree Trust - Form 485BPOS

MERRILL LYNCH 9.86%  
 101 HUDSON ST 9TH FL  
 JERSEY CITY NJ 07302

NFS LLC 7.62%  
 200 LIBERTY STREET  
 NEW YORK CITY NY 10281

CITIGROUP 7.38%  
 333 W. 34TH STREET  
 NEW YORK NY 10001

CHARLES SCHWAB 6.07%  
 ATTN PROXY DEPARTMENT  
 211 MAIN STREET  
 SAN FRANCISCO CA 94105

---

WisdomTree Japan High-Yielding Equity Fund

GOLDMAN SKPG 26.42%  
 30 HUDSON STREET  
 JERSEY CITY NJ 07302

NFS LLC 10.52%  
 200 LIBERTY STREET  
 NEW YORK CITY NY 10281

FISERV TR 10.29%  
 717 - 17TH STREET  
 SUITE 2600  
 DENVER CO 80202

FIRST CLEAR 7.11%  
 10700 WHEAT FIRST DRIVE  
 WS 1024  
 GLEN ALLEN VA 23060

MERRILL LYNCH 7.01%  
 101 HUDSON ST 9TH FL  
 JERSEY CITY NJ 07302

CHARLES SCHWAB 6.78%  
 ATTN PROXY DEPARTMENT  
 211 MAIN STREET  
 SAN FRANCISCO CA 94105

PERSHING 5.14%  
 SECURITIES CORPORATION  
 1 PERSHING PLAZA  
 JERSEY CITY NJ 07399

Fund Name	Percentage of Ownership
<hr/>	
WisdomTree Japan SmallCap Dividend Fund	

Edgar Filing: WisdomTree Trust - Form 485BPOS

MERRILL LYNCH 30.34%  
 101 HUDSON ST 9TH FL  
 JERSEY CITY NJ 07302

GOLDMAN SKPG 14.15%  
 30 HUDSON STREET  
 JERSEY CITY NJ 07302

CHARLES SCHWAB 10.96%  
 ATTN PROXY DEPARTMENT  
 211 MAIN STREET  
 SAN FRANCISCO CA 94105

NFS LLC 5.93%  
 200 LIBERTY STREET  
 NEW YORK CITY NY 10281

UBS FINANCIAL 5.77%  
 1200 HARBOR BLVD  
 WEEHAWKEN NJ 07086

-----  
 WisdomTree Dividend Top 100 Fund

CHARLES SCHWAB 21.48%  
 ATTN PROXY DEPARTMENT  
 211 MAIN STREET  
 SAN FRANCISCO CA 94105

NFS LLC 14.65%  
 200 LIBERTY STREET  
 NEW YORK CITY NY 10281

MERRILL LYNCH 8.64%  
 101 HUDSON ST 9TH FL  
 JERSEY CITY NJ 07302

PERSHING 7.46%  
 SECURITIES CORPORATION  
 1 PERSHING PLAZA  
 JERSEY CITY NJ 07399

CITIGROUP 7.43%  
 333 W. 34TH STREET  
 NEW YORK NY 10001

FIRST CLEAR 7.27%  
 10700 WHEAT FIRST DRIVE  
 WS 1024  
 GLEN ALLEN VA 23060

MSDW INC. 5.98%  
 C/O ADP PROXY SERVICES  
 51 MERCEDES WAY  
 EDGEWOOD NY 11717

-----  
 WisdomTree LargeCap Dividend Fund

CHARLES SCHWAB 44.52%  
 ATTN PROXY DEPARTMENT  
 211 MAIN STREET  
 SAN FRANCISCO CA 94105

Edgar Filing: WisdomTree Trust - Form 485BPOS

NORTHRN TRUST 8.04%  
 801 S. CANAL C-IN  
 CHICAGO, IL 60607

---

35

Fund Name	Percentage of Ownership
<hr/>	
WisdomTree MidCap Dividend Fund	
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	23.34%
CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	11.37%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	8.86%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	8.59%
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	6.99%
MSDW INC. C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	5.32%
FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	5.26%
UBS FINANCIAL 1200 HARBOR BLVD WEEHAWKEN NJ 07086	5.16%
<hr/>	
WisdomTree SmallCap Dividend Fund	
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	23.95%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	10.61%

Edgar Filing: WisdomTree Trust - Form 485BPOS

MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	10.36%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	8.38%
CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	8.10%
FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	6.43%

36

Fund Name	Percentage of Ownership
-----	
WisdomTree International LargeCap Dividend Fund	
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	11.94%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	11.07%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	10.81%
WILMING TRUST RODNEY SQUARE NORTH 1100 NORTH MARKET STREET WILMINGTON DE 19890-2212	9.70%
CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	8.55%
-----	
WisdomTree International Dividend Top 100 Fund	
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	17.10%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	13.11%



Edgar Filing: WisdomTree Trust - Form 485BPOS

MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	9.11%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	9.00%
FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	8.64%
CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	7.41%

-----  
WisdomTree International MidCap Dividend Fund

FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	26.23%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	18.72%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	12.49%
CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	10.86%

37

Fund Name	Percentage of Ownership
-----	-----
WisdomTree International SmallCap Dividend Fund	
FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	17.97%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	17.13%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	12.94%
PERSHING SECURITIES CORPORATION	8.10%

Edgar Filing: WisdomTree Trust - Form 485BPOS

1 PERSHING PLAZA JERSEY CITY NJ 07399 FIDELITY TRUST	6.83%
82 DEVONSHIRE ST. BOSTON, MA 02109 AMERITRADE	5.47%
C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	
-----	
WisdomTree International Basic Materials Sector Fund NFS LLC	27.20%
200 LIBERTY STREET NEW YORK CITY NY 10281 CHARLES SCHWAB	17.99%
ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105 AMERITRADE	11.93%
C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717 PERSHING	5.82%
SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399 CITIGROUP	5.63%
333 W. 34TH STREET NEW YORK NY 10001	
-----	
WisdomTree International Communications Sector Fund GOLDMAN SKPG	43.30%
30 HUDSON STREET JERSEY CITY NJ 07302 MERRILL LYNCH	19.72%
101 HUDSON ST 9TH FL JERSEY CITY NJ 07302 NFS LLC	7.72%
200 LIBERTY STREET NEW YORK CITY NY 10281	
-----	

38

Fund Name	Percentage of Ownership
-----	
WisdomTree International Consumer Cyclical Sector Fund MERRIL	42.39%
101 HUDSON ST 9TH FL JERSEY CITY NJ 07302 MERRILL LYNCH	13.25%
101 HUDSON ST 9TH FL JERSEY CITY NJ 07302 NFS LLC	7.86%
200 LIBERTY STREET NEW YORK CITY NY 10281 BEAR STEARNS	7.55%
ONE METROTECH CENTER NORTH	

Edgar Filing: WisdomTree Trust - Form 485BPOS

4TH FLOOR BROOKLYN NY 11201-3862 AM ENT SV 2178 AXP FINANCIAL CENTER MINNEAPOLIS MN 55474 CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	6.48%
-----	
WisdomTree International Consumer Non-Cyclical Sector Fund PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399 MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302 NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	43.02%
-----	
WisdomTree International Energy Sector Fund MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302 NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281 CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105 AMERITRADE C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	19.49%
-----	
	16.00%
-----	
	15.22%
-----	
	13.37%
-----	

39

Fund Name	Percentage of Ownership
-----	
WisdomTree International Financial Sector Fund GOLDMAN SKPG 30 HUDSON STREET JERSEY CITY NJ 07302 CIBC WORLD 161 BAY ST. 10TH FL. TORONTO, ON M5J258 NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	57.46%
-----	
WisdomTree International Industrial Sector Fund GOLDMAN SKPG 30 HUDSON STREET JERSEY CITY NJ 07302	5.72%
-----	
	5.57%
-----	
	28.37%
-----	

Edgar Filing: WisdomTree Trust - Form 485BPOS

MSDW INC. C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	19.91%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	14.74%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	8.23%
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	6.01%
AMERITRADE C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	5.94%
-----	
WisdomTree International Technology Sector Fund CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	40.91%
GOLDMAN SKPG 30 HUDSON STREET JERSEY CITY NJ 07302	25.73%
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	13.27%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	5.20%
-----	

40

Fund Name	Percentage of Ownership
-----	
WisdomTree International Utilities Sector Fund	
GOLDMAN SKPG 30 HUDSON STREET JERSEY CITY NJ 07302	12.83%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	12.05%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	11.92%
AMERITRADE C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	10.56%

Edgar Filing: WisdomTree Trust - Form 485BPOS

CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	10.48%
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	7.15%
UBS FINANCIAL 1200 HARBOR BLVD WEEHAWKEN NJ 07086	7.07%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	7.02%
AM ENT SV 2178 AXP FINANCIAL CENTER MINNEAPOLIS MN 55474	5.84%

---

WisdomTree International Health Care Sector Fund

PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	41.03%
GOLDMAN SKPG 30 HUDSON STREET JERSEY CITY NJ 07302	20.41%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	6.87%
MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	5.39%

Fund Name	Percentage of Ownership
WisdomTree Total Earnings Fund	
TIMBER HIL 1 PICKWICK PLAZA GREENWICH CT 06830	41.80%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	29.91%
NFS LLC 200 LIBERTY STREET	8.39%

Edgar Filing: WisdomTree Trust - Form 485BPOS

NEW YORK CITY NY 10281

CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	5.27%
--	-------

-----  
WisdomTree Earnings 500 Fund

GOLDMAN 30 HUDSON STREET JERSEY CITY NJ 07302	40.85%
---	--------

NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	14.06%
---	--------

CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	9.10%
--	-------

PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	6.88%
--	-------

FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	6.15%
--	-------

-----  
WisdomTree MidCap Earnings Fund

CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	21.49%
--	--------

NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	21.02%
---	--------

FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	17.58%
--	--------

MERRILL LYNCH 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	10.89%
---	--------

PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	7.20%
--	-------

CITIGROUP 333 W. 34TH STREET NEW YORK NY 10001	5.00%
--	-------

-----

Edgar Filing: WisdomTree Trust - Form 485BPOS

42

Fund Name	Percentage of Ownership
-----	
WisdomTree SmallCap Earnings Fund	
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	21.63%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	10.97%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	10.52%
SEI PRIVAT ONE FREEDOM VALLEY DRIVE OAKS PA 19456	9.32%
GOLDMAN SACHS 30 HUDSON STREET JERSEY CITY NJ 07302	8.17%
AMERITRADE C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	6.63%
FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	5.90%
BEAR STEARNS ONE METROTECH CENTER NORTH 4TH FLOOR BROOKLYN NY 11201-3862	5.46%
-----	
WisdomTree Earnings Top 100 Fund	
TIMBER HIL 1 PICKWICK PLAZA GREENWICH CT 06830	30.07%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	12.80%
AMERITRADE C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	12.08%

Edgar Filing: WisdomTree Trust - Form 485BPOS

NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	9.68%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	8.26%

---

43

Fund Name	Percentage of Ownership
WisdomTree Low P/E Fund	
TIMBER HIL 1 PICKWICK PLAZA GREENWICH CT 06830	14.76%
PERSHING SECURITIES CORPORATION 1 PERSHING PLAZA JERSEY CITY NJ 07399	13.61%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	12.32%
CHARLES SCHWAB ATTN PROXY DEPARTMENT 211 MAIN STREET SAN FRANCISCO CA 94105	11.78%
AMERITRADE C/O ADP PROXY SERVICES 51 MERCEDES WAY EDGEWOOD NY 11717	11.06%
FIRST CLEAR 10700 WHEAT FIRST DRIVE WS 1024 GLEN ALLEN VA 23060	7.33%
WisdomTree International Real Estate Fund	
GOLDMAN LP 30 HUDSON STREET JERSEY CITY NJ 07302	32.01%
GOLDMAN 30 HUDSON STREET JERSEY CITY NJ 07302	15.10%
NFS LLC 200 LIBERTY STREET NEW YORK CITY NY 10281	10.26%
CHS SCHWAB 211 MAIN STREET SAN FRANCISCO CA 94105	8.92%
PERSHING 1 PERSHING PLAZA JERSEY CITY NJ 07399	8.32%
ML SFKPG 101 HUDSON ST 9TH FL JERSEY CITY NJ 07302	5.14%



## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree Emerging Markets High-Yielding Equity Fund*	N/A
WisdomTree Emerging Markets SmallCap Dividend Fund*	N/A
WisdomTree India Earnings Fund*	N/A

\* Information not available as of the date of this SAI.

Investment Adviser. WisdomTree Asset Management serves as investment adviser to each Fund pursuant to an Investment Advisory Agreement between the Trust and WisdomTree Asset Management. WisdomTree Asset Management, which does not manage any other investment companies and has limited experience as an investment adviser, is a Delaware corporation registered as an investment adviser under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and has offices located at 48 Wall Street, 11th Floor, New York, NY 10005.

Under the Investment Advisory Agreement, WisdomTree Asset Management has overall responsibility for the general management and administration of the Trust. WisdomTree Asset Management provides an investment program for each Fund. WisdomTree Asset Management also arranges for sub-advisory, transfer agency, custody, fund administration and all other non-distribution related services necessary for the Funds to operate.

44

Each Fund pays WisdomTree Asset Management the Management Fee indicated below.

Name of Fund	Management Fee
WisdomTree Total Dividend Fund	0.28%
WisdomTree High-Yielding Equity Fund	0.38%
WisdomTree LargeCap Dividend Fund	0.28%
WisdomTree Dividend Top 100 Fund	0.38%
WisdomTree MidCap Dividend Fund	0.38%
WisdomTree SmallCap Dividend Fund	0.38%
WisdomTree Total Earnings Fund	0.28%
WisdomTree Earnings 500 Fund	0.28%
WisdomTree MidCap Earnings Fund	0.38%
WisdomTree SmallCap Earnings Fund	0.38%
WisdomTree Earnings Top 100 Fund	0.38%
WisdomTree Low P/E Fund	0.38%
WisdomTree DEFA Fund	0.48%
WisdomTree DEFA High-Yielding Equity Fund	0.58%
WisdomTree Europe Total Dividend Fund	0.48%
WisdomTree Europe High-Yielding Equity Fund	0.58%
WisdomTree Europe SmallCap Dividend Fund	0.58%
WisdomTree Japan Total Dividend Fund	0.48%
WisdomTree Japan High-Yielding Equity Fund	0.58%
WisdomTree Japan SmallCap Dividend Fund	0.58%
WisdomTree Pacific ex-Japan Total Dividend Fund	0.48%
WisdomTree Pacific ex-Japan High-Yielding Equity Fund	0.58%
WisdomTree International LargeCap Dividend Fund	0.48%
WisdomTree International Dividend Top 100 Fund	0.58%
WisdomTree International MidCap Dividend Fund	0.58%

## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree International SmallCap Dividend Fund	0.58%
WisdomTree Emerging Markets High-Yielding Equity Fund	0.63%
WisdomTree Emerging Markets SmallCap Dividend Fund	0.63%
WisdomTree India Earnings Fund	_____%
WisdomTree International Basic Materials Sector Fund	0.58%
WisdomTree International Communications Sector Fund	0.58%
WisdomTree International Consumer Cyclical Sector Fund	0.58%
WisdomTree International Consumer Non-Cyclical Sector Fund	0.58%
WisdomTree International Energy Sector Fund	0.58%
WisdomTree International Financial Sector Fund	0.58%
WisdomTree International Health Care Sector Fund	0.58%
WisdomTree International Industrial Sector Fund	0.58%
WisdomTree International Technology Sector Fund	0.58%
WisdomTree International Utilities Sector Fund	0.58%
WisdomTree International Real Estate Fund	0.58%

45

WisdomTree Asset Management has agreed to pay all expenses of the Trust, except for: (i) brokerage expenses and other expenses (such as stamp taxes) connected with the execution of portfolio transactions or in connection with creation and redemption transactions; (ii) legal fees or expenses in connection with any arbitration, litigation or pending or threatened arbitration or litigation, including any settlements in connection therewith; (iii) compensation and expenses of each Independent Trustee; (iv) compensation and expenses of counsel to the Independent Trustees; (v) compensation and expenses of the Trust's chief compliance officer; (vi) extraordinary expenses; (vii) distribution fees and expenses paid by the Trust under any distribution plan adopted pursuant to Rule 12b-1 under the 1940 Act; and (viii) the advisory fee payable to WisdomTree Asset Management. Pursuant to a separate contractual arrangement WisdomTree arranges for the provision of chief compliance officer ("CCO") services to the Trust, and is liable and responsible for, and administers, payments to the CCO, the Independent Trustees and counsel to the Independent Trustees, in exchange for a fee paid by each Fund of up to 0.0044% of the Fund's average daily net assets.

For the following periods, the Adviser received the following fees:

Name	Advisory Fee Period Ended March 31, 2007
-----	-----
WisdomTree Total Dividend Fund*	\$113,719
WisdomTree High-Yielding Equity Fund*	\$295,809
WisdomTree DEFA Fund*	\$199,673
WisdomTree DEFA High-Yielding Equity Fund*	\$317,496
WisdomTree Pacific ex-Japan High Yielding Equity Fund*	\$160,899
WisdomTree Pacific ex-Japan Total Dividend Fund*	\$105,496
WisdomTree Europe Total Dividend Fund*	\$ 67,833
WisdomTree Europe High-Yielding Equity Fund*	\$122,153
WisdomTree Europe SmallCap Dividend Fund*	\$221,137
WisdomTree Japan Total Dividend Fund*	\$103,330
WisdomTree Japan High-Yielding Equity Fund*	\$133,841
WisdomTree Japan SmallCap Dividend Fund*	\$128,531
WisdomTree Dividend Top 100 Fund*	\$233,421
WisdomTree LargeCap Dividend Fund*	\$326,902
WisdomTree MidCap Dividend Fund*	\$103,769
WisdomTree SmallCap Dividend Fund*	\$152,022

## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree International LargeCap Dividend Fund*	\$156,254
WisdomTree International Dividend Top 100 Fund*	\$469,927
WisdomTree International MidCap Dividend Fund*	\$230,677
WisdomTree International SmallCap Dividend Fund*	\$398,322
WisdomTree International Basic Materials Sector Fund**	\$ 15,338
WisdomTree International Communications Sector Fund**	\$ 32,387
WisdomTree International Consumer Cyclical Sector Fund**	\$ 15,129
WisdomTree International Consumer Non-Cyclicals Sector Fund**	\$ 42,549
WisdomTree International Energy Sector Fund**	\$ 41,504
WisdomTree International Financial Sector Fund**	\$ 16,936
WisdomTree International Industrial Sector Fund**	\$ 26,520
WisdomTree International Technology Sector Fund**	\$ 13,947
WisdomTree International Utilities Sector Fund**	\$ 46,704
WisdomTree International Health Care Sector Fund**	\$ 41,870
WisdomTree Total Earnings Fund***	\$ 6,912
WisdomTree Earnings 500 Fund***	\$ 5,511
WisdomTree MidCap Earnings Fund***	\$ 1,867
WisdomTree SmallCap Earnings Fund***	\$ 3,386
WisdomTree Earnings Top 100 Fund***	\$ 9,423
WisdomTree Low P/E Fund***	\$ 9,375
WisdomTree International Real Estate Fund****	N/A
WisdomTree Emerging Markets High-Yielding Equity Fund****	N/A
WisdomTree Emerging Markets SmallCap Dividend Fund****	N/A
WisdomTree India Earnings Fund****	N/A

-----

\* For the period June 16, 2006 (commencement of operations) through March 31, 2007

\*\* For the period October 13, 2006 (commencement of operations) through March 31, 2007

\*\*\* For the period February 23, 2007 (commencement of operations) through March 31, 2007

\*\*\*\* The Fund did not commence operations as of the end of the fiscal year

The Investment Advisory Agreement with respect to the Funds continues in effect for two years from its effective date, and thereafter is subject to annual approval by (i) the Board of Trustees of the Trust or (ii) the vote of a majority of the outstanding voting securities (as defined in the 1940 Act) of the Fund, provided that in either event such continuance also is approved by a vote of a majority of the Trustees of the Trust who are not interested persons (as defined in the 1940 Act) of the Fund, by a vote cast in person at a meeting called for the purpose of voting on such approval. If the shareholders of any Fund fail to approve the Investment Advisory Agreement, WisdomTree Asset Management may continue to serve in the manner and to the extent permitted by the 1940 Act and rules and regulations thereunder.

The Investment Advisory Agreement with respect to any Fund is terminable without any penalty, by vote of the Board of Trustees of the Trust or by vote of a majority of the outstanding voting securities (as defined in the 1940 Act) of that Fund, or by WisdomTree Asset Management, in each case on not less than 30 days nor more than 60 days prior written notice to the other party; provided, that a shorter notice period shall be permitted for a Fund in the event its shares are no longer listed on a national securities exchange. The Investment

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Advisory Agreement will terminate automatically and immediately in the event of its "assignment" (as defined in the 1940 Act).

If current restrictions on bank activities with mutual funds were relaxed, BNY or its affiliates, would consider performing additional services for the Trust. WisdomTree Asset Management cannot predict whether these changes will be enacted, or the terms under which BNY, or its affiliates, might offer to provide additional services.

Sub-Adviser. BNY Investment Advisers, a separately identifiable division of The Bank of New York ("BNY") and a registered investment adviser with offices located at 1633 Broadway, 13th floor, New York, NY 10019, serves as the Sub-Adviser for each Fund. BNY began offering investment services in the 1830s and as of June 30, 2007 managed more than \$142 billion in investments for institutions and individuals. BNY is a subsidiary of The Bank of New York Mellon Corporation. The Sub-Adviser chooses each Fund's portfolio investments and places orders to buy and sell the Fund's portfolio investments. WisdomTree Asset Management pays the Sub-Adviser for providing sub-advisory services to the Funds in accordance with the table set forth below.

### Sub-adviser's Fees for the Domestic Funds

The Sub-Adviser is entitled to receive the fees indicated below for acting as Sub-Adviser to the Domestic Funds:

- o 5 basis points (0.05%) of the first \$100 million in combined daily net assets of all Domestic Funds; and
- o 3 basis points (0.03%) of the combined daily net assets of all Domestic Funds in excess of \$100 million.

### Sub-adviser's Fees for the International Funds

The Sub-Adviser is entitled to receive the fees indicated below for acting as Sub-Adviser to the International Funds:

- o 20 basis points (0.20%) of the first \$50 million in the total daily net assets of all International Funds;
- o 15 basis points (0.15%) of the next \$50 million in total daily net assets of all International Funds;
- o 10 basis points (0.10%) of the total daily net assets of all International Funds in excess of \$100 million; and;
- o 5 basis points (0.05%) of the total daily net assets of all International Funds in excess of \$1 billion

47

For the following periods, the Sub-Adviser received the following fees:

Name	Sub-Advisory Fee Period Ended March 31, 2007
-----	-----

## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree Total Dividend Fund*	\$ 7,575
WisdomTree High-Yielding Equity Fund*	\$17,145
WisdomTree DEFA(SM) Fund*	\$19,410
WisdomTree DEFA(SM) High-Yielding Equity Fund*	\$26,790
WisdomTree Pacific ex-Japan High Yielding Equity Fund*	\$14,521
WisdomTree Pacific ex-Japan Total Dividend Fund*	\$14,521
WisdomTree Europe Total Dividend Fund*	\$14,521
WisdomTree Europe High-Yielding Equity Fund*	\$14,521
WisdomTree Europe SmallCap Dividend Fund*	\$18,790
WisdomTree Japan Total Dividend Fund*	\$14,521
WisdomTree Japan High-Yielding Equity Fund*	\$14,521
WisdomTree Japan SmallCap Dividend Fund*	\$14,521
WisdomTree Dividend Top 100 Fund*	\$14,028
WisdomTree LargeCap Dividend Fund*	\$23,512
WisdomTree MidCap Dividend Fund*	\$ 7,260
WisdomTree SmallCap Dividend Fund*	\$ 8,914
WisdomTree International LargeCap Dividend Fund*	\$14,521
WisdomTree International Dividend Top 100 Fund*	\$40,587
WisdomTree International MidCap Dividend Fund*	\$18,258
WisdomTree International SmallCap Dividend Fund*	\$36,444
WisdomTree International Basic Materials Sector Fund**	N/A
WisdomTree International Communications Sector Fund**	N/A
WisdomTree International Consumer Cyclical Sector Fund**	N/A
WisdomTree International Consumer Non-Cyclicals Sector Fund**	N/A
WisdomTree International Energy Sector Fund**	N/A
WisdomTree International Financial Sector Fund**	N/A
WisdomTree International Industrial Sector Fund**	N/A
WisdomTree International Technology Sector Fund**	N/A
WisdomTree International Utilities Sector Fund**	N/A
WisdomTree International Health Care Sector Fund**	N/A
WisdomTree Total Earnings Fund**	N/A
WisdomTree Earnings 500 Fund**	N/A
WisdomTree MidCap Earnings Fund**	N/A
WisdomTree SmallCap Earnings Fund**	N/A
WisdomTree Earnings Top 100 Fund**	N/A
WisdomTree Low P/E Fund**	N/A
WisdomTree International Real Estate Fund**	N/A
WisdomTree Emerging Markets High-Yielding Equity Fund**	N/A
WisdomTree Emerging Markets SmallCap Dividend Fund**	N/A
WisdomTree India Earnings Fund**	N/A

-----  
 \* For the period June 16, 2006 (commencement of operations) through March 31, 2007

\*\* The billing period commenced on April 15, 2007, accordingly, no fees were paid for the period ended March 31, 2007

BNY believes that it may perform Sub-Advisory and related services for the Trust without violating applicable banking laws or regulations. However, the legal requirements and interpretations about the permissible activities of banks and their affiliates may change in the future. These changes could prevent BNY from continuing to perform services for the Trust. If this happens, the Board would consider selecting other qualified firms. Any new investment Sub-Advisory agreement would be subject to shareholder approval.

Portfolio Managers. Each Fund is managed by the Sub-Adviser's Index Fund

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Management Division. The five most senior members are Kurt Zyla, Lloyd Buchanan, Denise Krisko, Robert McCormack and Todd Rose. Mr. Zyla manages the Division. Mr. Zyla, a Managing Director of the Sub-Adviser, has supervised the Index Fund Management Division since 1996. He joined the Sub-Adviser in 1989. Prior to his current position, he was employed by the Sub-Adviser in a number of capacities.

48

Mr. Buchanan has been a Portfolio Manager in the Index Fund Management Division since January 2002. Prior to joining the Sub-Adviser, Mr. Buchanan was a Vice President and Chief Operating Officer of Axe Houghton Associates, Inc., an investment management subsidiary of Hoenig Group. He joined Axe Houghton in May 1988.

Ms. Krisko is a Managing Director, CIO and Head of Index Management in the Index Fund Management Division. Ms. Krisko joined the Sub-Adviser in August, 2005. Prior to joining the Sub-Adviser, Ms. Krisko acted as a Senior Portfolio Manager and Equity Trader for Quantitative Equity Management at Northern Trust from January 2003 until August 2005 and at Deutsche Asset Management from June 2000 to January 2003. Ms. Krisko has also worked as a Senior Quantitative Equity Portfolio Manager and Trader for The Vanguard Group.

Mr. McCormack is a Senior Portfolio Manager in the Index Fund Management Division. He is responsible for domestic indexed portfolio management. Prior to joining the Index Management Fund Division in 1999, Mr. McCormack was a relationship manager in the Sub-Adviser's Master Trust/Master Custody Division, specializing in working with foundations and endowments and other not-for-profit organizations. Mr. McCormack joined the Sub-Adviser in 1987.

Mr. Rose has been a Portfolio Manager in the Index Fund Management Division since 2000. Prior to joining the Index Fund Management Division, Mr. Rose worked in the Sub-Adviser's Mutual Funds Accounting Division in various functions. Before joining the Sub-Adviser in 1997, Mr. Rose was a Financial Consultant at Merrill Lynch. He began his career trading futures with Linnco Futures Group in Chicago.

Each of the portfolios or accounts for which the Portfolio Managers are primarily responsible for the day-to-day management seeks to track the rate of return, risk profile and other characteristics of its underlying Index by either replicating the same combination of securities that compose that benchmark or through a representative sampling of the securities that compose that benchmark based on objective criteria and data. The Portfolio Managers are required to manage each portfolio or account to meet those objectives. Each Portfolio Manager on the Index Fund Management team is authorized to make investment decisions for all portfolios managed by the team. No member of the Portfolio Management team manages assets professionally outside of the team. Mr. Zyla manages the team. Each Portfolio Manager has served as manager of each fund since its inception.

Including the WisdomTree portfolios, as of June 30, 2007, the Index Fund Management team managed 73 other registered investment companies with approximately \$8.4 billion in assets; twenty-five pooled investment vehicles with approximately \$19.7 billion in assets and one hundred seventy-one other accounts with approximately \$39.9 billion in assets.

Portfolio Manager Fund Ownership

## Edgar Filing: WisdomTree Trust - Form 485BPOS

As of June 30, 2007, the dollar range of securities beneficially owned by the following Portfolio Managers in the Trust is as follows:

Portfolio Manager	Dollar Range of Securities Beneficially Owned
Kurt Zyla	None
Lloyd Buchanan	None
Denise Krisko	None
Robert McCormack	None
Todd Rose	None

### Portfolio Manager Compensation

As of June 30, 2007, the Sub-Adviser's Portfolio Managers' compensation generally consists of base salary, bonus, and various long-term incentive compensation vehicles, if eligible. In addition, Portfolio Managers are eligible for the standard retirement benefits and health and welfare benefits available to all BNY employees. In the case of Portfolio Managers responsible for managing the Funds and managed accounts, the method used to determine their compensation is the same for all Funds and investment accounts. A Portfolio Manager's base salary is determined by the manager's experience and performance in the role, taking into account the ongoing compensation benchmark analyses performed by BNY's Human Resources Department. A Portfolio Manager's base salary is generally a fixed amount that may change as a result of periodic reviews, upon assumption of new duties, or when a market adjustment of the position occurs. A Portfolio Manager's bonus is determined by a number of factors.

49

One factor is gross, pre-tax performance of a fund relative to expectations for how the fund should have performed, given its objectives, policies, strategies and limitations, and the market environment during the measurement period. This performance factor is not based on the value of assets held in a fund's portfolio. For each Fund, the performance factor depends on how the Portfolio Manager performs relative to the Fund's benchmark and the Fund's peer group, over one-year and three-year time periods. Additional factors include the Portfolio Manager's contributions to the investment management functions within the sub-asset class, contributions to the development of other investment professionals and supporting staff, and overall contributions to strategic planning and decisions for the investment group. The bonus is paid on an annual basis.

The Portfolio Managers for each Fund manage multiple portfolios for multiple clients. These accounts may include investment companies, separate accounts (assets managed on behalf of individuals and institutions such as pension funds, insurance companies and foundations), and bank collective and common trust accounts. Each Portfolio Manager generally manages portfolios having substantially the same investment style as the relevant Fund. However, the portfolios managed by a Portfolio Manager may not have portfolio compositions identical to those of the Fund(s) managed by the Portfolio Manager due, for example, to specific investment limitations or guidelines present in some portfolio or Funds but not others. The Portfolio Managers may purchase securities for one portfolio and not another portfolio, and the performance of securities purchased for one portfolio may vary from the performance of securities purchased for other portfolios. A Portfolio Manager may place transactions on behalf of other accounts that are directly or indirectly contrary to investment decisions made on behalf of a Fund, or make investment decisions that are similar to those made for a Fund, both of which have the

## Edgar Filing: WisdomTree Trust - Form 485BPOS

potential to adversely impact the Fund depending on market conditions. For example, a Portfolio Manager may purchase a security in one portfolio while appropriately selling that same security in another portfolio. In addition, some of these portfolios have fee structures that are or have the potential to be higher than the Sub-Advisory fees paid by a Fund. However, the compensation structure for Portfolio Managers generally does not provide any incentive to favor one account over another because that part of a Portfolio Manager's bonus based on performance is not based on the performance of one account to the exclusion of others.

**Code of Ethics.** The Trust, WisdomTree Asset Management, the Sub-Adviser and the Distributor have adopted Codes of Ethics pursuant to Rule 17j-1 under the 1940 Act. Employees subject to the Codes of Ethics may invest in securities for their personal investment accounts, including securities that may be purchased or held by the Funds. The Codes of Ethics are on public file with, and are available from, the SEC.

**Administrator, Custodian and Transfer Agent.** The Bank of New York serves as administrator, custodian and transfer agent for the Funds. BNY's principal address is One Wall Street, New York, New York 10286. Under the Fund Administration and Accounting Agreement with the Trust, BNY provides necessary administrative, legal, tax, accounting services, and financial reporting for the maintenance and operations of the Trust and each Fund. In addition, BNY makes available the office space, equipment, personnel and facilities required to provide such services. Under the custody agreement with the Trust, BNY maintains in separate accounts cash, securities and other assets of the Trust and each Fund, keeps all necessary accounts and records, and provides other services. BNY is required, upon the order of the Trust, to deliver securities held by BNY and to make payments for securities purchased by the Trust for each Fund. Also, under a Delegation Agreement, BNY is authorized to appoint certain foreign custodians or foreign custody managers for Fund investments outside the United States. Pursuant to a Transfer Agency and Service Agreement with the Trust, BNY acts as transfer agent for each Fund's authorized and issued shares of beneficial interest, and as dividend disbursing agent of the Trust. As compensation for the foregoing services, BNY receives certain out of pocket costs, transaction fees and asset-based fees which are accrued daily and paid monthly by the Trust from the Trust's custody account with BNY.

50

For the following periods the Administrator received the following fees:

Name	Administration Fee Period Ended March 31, 2007
WisdomTree Total Dividend Fund*	\$11,551
WisdomTree High-Yielding Equity Fund*	\$22,767
WisdomTree DEFA(SM) Fund*	\$11,928
WisdomTree DEFA(SM) High-Yielding Equity Fund*	\$16,262
WisdomTree Pacific ex-Japan High Yielding Equity Fund*	\$ 8,506
WisdomTree Pacific ex-Japan Total Dividend Fund*	\$ 7,025
WisdomTree Europe Total Dividend Fund*	\$ 4,082
WisdomTree Europe High-Yielding Equity Fund*	\$ 5,941
WisdomTree Europe SmallCap Dividend Fund*	\$12,071



## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree Japan Total Dividend Fund*	\$ 6,561
WisdomTree Japan High-Yielding Equity Fund*	\$ 7,612
WisdomTree Japan SmallCap Dividend Fund*	\$ 7,484
WisdomTree Dividend Top 100 Fund*	\$18,472
WisdomTree LargeCap Dividend Fund*	\$34,785
WisdomTree MidCap Dividend Fund*	\$ 7,931
WisdomTree SmallCap Dividend Fund*	\$11,785
WisdomTree International LargeCap Dividend Fund*	\$ 9,781
WisdomTree International Dividend Top 100 Fund*	\$24,454
WisdomTree International MidCap Dividend Fund*	\$12,087
WisdomTree International SmallCap Dividend Fund*	\$21,693
WisdomTree International Basic Materials Sector Fund**	\$ 698
WisdomTree International Communications Sector Fund**	\$ 1,705
WisdomTree International Consumer Cyclical Sector Fund**	\$ 686
WisdomTree International Consumer Non-Cyclical Sector Fund**	\$ 1,962
WisdomTree International Energy Sector Fund**	\$ 1,992
WisdomTree International Financial Sector Fund**	\$ 964
WisdomTree International Industrial Sector Fund**	\$ 1,384
WisdomTree International Technology Sector Fund**	\$ 627
WisdomTree International Utilities Sector Fund**	\$ 2,345
WisdomTree International Health Care Sector Fund**	\$ 1,917
WisdomTree Total Earnings Fund***	\$ 552
WisdomTree Earnings 500 Fund***	\$ 440
WisdomTree MidCap Earnings Fund***	\$ 110
WisdomTree SmallCap Earnings Fund***	\$ 237
WisdomTree Earnings Top 100 Fund***	\$ 556
WisdomTree Low P/E Fund***	\$ 553
WisdomTree International Real Estate Fund****	N/A
WisdomTree Emerging Markets High-Yielding Equity Fund****	N/A
WisdomTree Emerging Markets SmallCap Dividend Fund****	N/A
WisdomTree India Earnings Fund****	N/A

- 
- \* For the period June 16, 2006 (commencement of operations) through March 31, 2007
  - \*\* For the period October 13, 2006 (commencement of operations) through March 31, 2007
  - \*\*\* For the period February 23, 2007 (commencement of operations) through March 31, 2007
  - \*\*\*\* The Fund did not commence operations as of the end of the fiscal year ending March 31, 2007

Distributor. ALPS Distributors, Inc. ("Distributor") is the distributor of shares of the Trust. Its principal address is 1290 Broadway, Suite 1100, Denver, Colorado 80203. The Distributor has entered into a Distribution Agreement with the Trust pursuant to which it distributes shares of each Fund. The Distribution Agreement will continue for two years from its effective date and is renewable annually. Shares are continuously offered for sale by the Funds through the Distributor only in Creation Unit Aggregations, as described in the applicable Prospectus and below in the Creation and Redemption of Creation Units Aggregations section. Shares in less than Creation Unit Aggregations are not distributed by the Distributor. The Distributor will deliver the applicable Prospectus and, upon request, this SAI to persons purchasing Creation Unit Aggregations and will maintain records of both orders placed with it and confirmations of acceptance furnished by it. The Distributor is a broker-dealer registered under the 1934 Act and a member of the National Association of Securities Dealers, Inc. ("NASD"). The Distributor is not affiliated with WisdomTree Investments, WisdomTree Asset Management, nor any stock exchange.

The Distribution Agreement for each Fund will provide that it may be terminated at any time, without the payment of any penalty, on at least sixty (60) days prior written notice to the other party (i) by vote of a majority of the Independent Trustees or (ii) by vote of a majority of the outstanding voting securities (as defined in the 1940 Act) of the relevant Fund. The Distribution Agreement will terminate automatically in the event of its "assignment" (as defined in the 1940 Act).

The Distributor may also enter into agreements with securities dealers ("Soliciting Dealers") who will solicit purchases of Creation Unit Aggregations of shares. Such Soliciting Dealers may also be Authorized Participants (as defined below) or DTC Participants (as defined below).

WisdomTree Asset Management may, from time to time and from its own resources, pay, defray or absorb costs relating to distribution, including payments out of its own resources to the Distributor, or to otherwise promote the sale of shares.

#### Brokerage Transactions

The Sub-Adviser assumes general supervision over placing orders on behalf of each Fund for the purchase and sale of portfolio securities. In selecting the brokers or dealers for any transaction in portfolio securities, the Sub-Adviser's policy is to make such selection based on factors deemed relevant, including but not limited to, the breadth of the market in the security, the price of the security, the reasonableness of the commission or mark-up or mark-down, if any, execution capability, settlement capability, back office efficiency and the financial condition of the broker or dealer, both for the specific transaction and on a continuing basis. The overall reasonableness of brokerage commissions paid is evaluated by the Sub-Adviser based upon its knowledge of available information as to the general level of commissions paid by other institutional investors for comparable services. Brokers may also be selected because of their ability to handle special or difficult executions, such as may be involved in large block trades, less liquid securities, broad distributions, or other circumstances. The Sub-Adviser does not consider the provision or value of research, products or services a broker or dealer may provide, if any, as a factor in the selection of a broker or dealer or the determination of the reasonableness of commissions paid in connection with portfolio transactions. The Trust has adopted policies and procedures that prohibit the consideration of sales of a Fund's shares as a factor in the selection of a broker or a dealer to execute its portfolio transactions.

#### Brokerage Commissions.

The table below sets forth the brokerage commissions paid by each Fund during the Funds' first fiscal year of operation ended March 31, 2007.

Fund	Commissions Paid During Fiscal Year Ended March 31, 2007
------	--

## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree Total Dividend Fund	\$3,648
WisdomTree High-Yielding Equity Fund	\$7,502
WisdomTree LargeCap Dividend Fund	\$9,823
WisdomTree Dividend Top 100 Fund	\$7,919
WisdomTree MidCap Dividend Fund	\$2,679
WisdomTree SmallCap Dividend Fund	\$8,570
WisdomTree Total Earnings Fund	\$263
WisdomTree Earnings 500 Fund	\$43
WisdomTree MidCap Earnings Fund	\$2
WisdomTree SmallCap Earnings Fund	\$11
WisdomTree Earnings Top 100 Fund	\$135
WisdomTree Low P/E Fund	\$109
WisdomTree DEFA Fund	\$6,687
WisdomTree DEFA High-Yielding Equity Fund	\$14,180
WisdomTree Europe Total Dividend Fund	\$4,498
WisdomTree Europe High-Yielding Equity Fund	\$6,629
WisdomTree Europe SmallCap Dividend Fund	\$30,281
WisdomTree Japan Total Dividend Fund	\$1,752
WisdomTree Japan High-Yielding Equity Fund	\$1,968
WisdomTree Japan SmallCap Dividend Fund	\$8,864
WisdomTree Pacific ex-Japan Total Dividend Fund	\$6,681
WisdomTree Pacific ex-Japan High-Yielding Equity Fund	\$2,670
WisdomTree International LargeCap Dividend Fund	\$4,068
WisdomTree International Dividend Top 100 Fund	\$8,459
WisdomTree International MidCap Dividend Fund	\$33,778
WisdomTree International SmallCap Dividend Fund	\$49,713
WisdomTree Emerging Markets High-Yielding Equity Fund*	N/A
WisdomTree Emerging Markets SmallCap Dividend Fund	N/A
WisdomTree International Basic Materials Sector Fund	\$23
WisdomTree International Communications Sector Fund	\$56
WisdomTree International Consumer Cyclical Sector Fund	\$136
WisdomTree International Consumer Non-Cyclical Sector Fund	\$393
WisdomTree International Energy Sector Fund	\$169
WisdomTree International Financial Sector Fund	\$528
WisdomTree International Health Care Sector Fund	\$364
WisdomTree International Industrial Sector Fund	\$120
WisdomTree International Technology Sector Fund	\$90
WisdomTree International Utilities Sector Fund	\$225
WisdomTree International Real Estate Fund*	N/A
WisdomTree India Earnings Fund*	N/A

-----  
 \* The Fund did not commence operations as of March 31, 2007.

### Affiliated Brokers

During the Funds' first fiscal year of operation ended March 31, 2007, the Funds did not pay any commissions to any affiliated brokers.

### Regular Broker-Dealers

The following table lists each Fund that acquired securities of its regular

## Edgar Filing: WisdomTree Trust - Form 485BPOS

brokers or dealers (as defined in the 1940 Act) or of their parents during the fiscal year ended March 31, 2007, the name of each such broker or dealer and the value of each Fund's aggregate holdings of the securities of each issuer as of March 31, 2007.

Fund

Name of Broker or Dealer

-----  
 WisdomTree Total Dividend Fund

-----  
 AMERICAN FINANCIAL GROUP, INC.  
 AMERIPRISE FINANCIAL, INC.  
 BANK OF AMERICA CORP.  
 BANK OF NEW YORK CO., INC. (THE)  
 BB&T CORP.  
 BEAR STEARNS & CO., INC.  
 BLACKROCK, INC.  
 CHARLES SCHWAB CORP. (THE)  
 CITIGROUP, INC.  
 COMERICA, INC.  
 CULLEN/FROST BANKERS, INC.  
 FEDERATED INVESTORS, INC.  
 FRANKLIN RESOURCES, INC.  
 GOLDMAN SACHS GROUP, INC.  
 H&R BLOCK, INC.  
 JPMORGAN CHASE & CO.  
 LEGG MASON, INC.  
 LEHMAN BROTHERS HOLDINGS, INC.  
 LINCOLN NATIONAL CORP.  
 MARSH & MCLENNAN COS., INC.  
 MELLON FINANCIAL CORP  
 MERRILL LYNCH & CO., INC.  
 METLIFE, INC.  
 MORGAN STANLEY  
 NORTHERN TRUST CORP.  
 NUVEEN INVESTMENTS, INC.  
 PEOPLE'S BANK  
 PNC FINANCIAL SERVICES GROUP, INC. ( )  
 PROTECTIVE LIFE CORP.  
 PRUDENTIAL FINANCIAL, INC.  
 RAYMOND JAMES FINANCIAL, INC.  
 REGIONS FINANCIAL CORP.  
 STATE STREET CORP.  
 T. ROWE PRICE GROUP, INC.  
 WACHOVIA CORP.  
 WADDELL & REED FINANCIAL, INC.  
 WELLS FARGO & CO.  
 WINTRUST FINANCIAL CORP.  
 ZIONS BANCORP.  
 AG EDWARDS, INC.  
 -----

Edgar Filing: WisdomTree Trust - Form 485BPOS

Fund

Name of Broker or Dealer

-----  
 WisdomTree High-Yielding Equity Fund

BANK OF AMERICA CORP.  
 BB&T CORP.  
 CINCINNATI FINANCIAL CORP.  
 CITIGROUP, INC.  
 COMERICA, INC.  
 JPMORGAN CHASE & CO.  
 KEYCORP  
 PNC FINANCIAL SERVICES GROUP, INC. ( )  
 REGIONS FINANCIAL CORP.  
 WACHOVIA CORP.  
 WELLS FARGO & CO.

-----  
 WisdomTree LargeCap Dividend Fund

AMERIPRISE FINANCIAL, INC.  
 BANK OF AMERICA CORP.  
 BANK OF NEW YORK CO., INC.  
 BB&T CORP.  
 BEAR STEARNS & CO., INC.  
 BLACKROCK, INC.  
 CHARLES SCHWAB CORP. (THE)  
 COAMERICA, INC.  
 CITIGROUP, INC.  
 FRANKLIN RESOURCES, INC.  
 GOLDMAN SACHS GROUP, INC.  
 JPMORGAN CHASE & CO.  
 KEYCORP  
 LEGG MASON, INC.  
 LEHMAN BROTHERS HOLDINGS, INC.  
 LINCOLN NATIONAL CORP.  
 MARSH & MCLENNAN COS., INC.  
 MBIA, INC.  
 MELLON FINANCIAL CORP  
 MERRILL LYNCH & CO., INC  
 METLIFE, INC.  
 MORGAN STANLEY  
 NORTHERN TRUST CORP.  
 PNC FINANCIAL SERVICES GROUP, INC. ( )  
 PRUDENTIAL FINANCIAL, INC.  
 REGIONS FINANCIAL CORP.  
 SOVEREIGN BANCORP, INC.  
 STATE STREET CORP.  
 T. ROWE PRICE GROUP, INC.  
 WACHOVIA CORP  
 WELLS FARGO & CO.  
 ZIONS BANCORP.

-----  
 WisdomTree Dividend Top 100 Fund

BANK OF AMERICA CORP.  
 BANK OF NEW YORK CO., INC. (THE)  
 BB&T CORP.  
 CITIGROUP, INC.  
 COMERICA, INC.  
 JPMORGAN CHASE & CO.  
 KEYCORP  
 LINCOLN NATIONAL CORP.

Edgar Filing: WisdomTree Trust - Form 485BPOS

NATIONAL CITY CORP.  
 PNC FINANCIAL SERVICES GROUP, INC. ( )  
 REGIONS FINANCIAL CORP.  
 U. S. BANCORP.  
 WACHOVIA CORP.  
 WASHINGTON MUTUAL, INC.  
 WELLS FARGO & CO.

55

Fund

Name of Broker or Dealer

WisdomTree MidCap Dividend Fund

A. G. EDWARDS, INC.  
 ALLIED CAPITAL CORP.  
 AMERICAN CAPITAL STRATEGIES LTD  
 AMERICAN FINANCIAL GROUP, INC.  
 COMPASS BANCHARS, INC.  
 CULIEN/FROST BANKERS, INC.  
 FEDERATED INVESTORS, INC.  
 FIRST HORIZON NATIONAL CORP.  
 HUNTINGTON BANCSHARES, INC.  
 NUVEEN INVESTMENTS, INC.  
 PEOPLE'S BANK  
 PROTECTIVE LIFE CORP  
 RAYMOND JAMES FINANCIAL, INC.  
 WADDELL & REED FINANCIAL, INC.

WisdomTree SmallCap Dividend Fund

BANKATLANTIC BANCORP, INC.  
 CITIZENS BANKING CORP.  
 FNB CORP / PA.  
 OLD NATIONAL BANCORP  
 SANDERS MORRIS HARRIS GROUP, INC.  
 SWS GROUP, INC.  
 UNITED COMMUNITY FINANCIAL CORP.  
 WINTRUST FINANCIAL CORP.

WisdomTree Total Earnings Fund

AFFILIATED MANAGERS GROUP, INC.  
 A.G. EDWARDS, INC.  
 AMERICAN FINANCIAL GROUP, INC.  
 AMERICAN INTERNATIONAL GROUP, INC.  
 BANK OF AMERICA CORP  
 BANK OF NEW YORK CO., INC. (THE)  
 BB&T CORP.  
 BEAR, STEARNS & COS., INC.  
 BLACKROCK, INC.  
 CHARLES SCHWAB CORP. (THE)  
 CINCINNATI FINANCIAL CORP.  
 CITIGROUP, INC.  
 COMERICA, INC.

Edgar Filing: WisdomTree Trust - Form 485BPOS

FEDERATED INVESTORS, INC.  
 FRANKLIN RESOURCES, INC.  
 GOLDMAN SACHS GROUP, INC.  
 H&R BLOCK, INC.  
 INVESTMENT TECHNOLOGY GROUP, INC.  
 JP MORGAN CHASE & CO.  
 KEYCORP  
 KNIGHT CAPITAL GROUP, INC.  
 LABRANCHE & CO., INC.  
 LEGG MASON, INC.  
 LEHMAN BROTHERS HOLDINGS, INC.  
 LINCOLN NATINAL CORP.  
 MARSH & MCLENNAN COS., INC.  
 MBIA, INC.  
 MELLON FINANCIAL CORP.  
 MERRILL LYNCH & CO., INC.  
 METLIFE, INC.  
 MORGAN STANLEY  
 NORTHERN TRUST CORP.  
 NUVEEN INVESTMENTS, INC.

56

Fund

Name of Broker or Dealer

PEOPLE'S BANK  
 PNC FINANCIAL SERVICES GROUP, INC. ( )  
 PROTECTIVE LIFE CORP.  
 PRUDENTIAL FINANCIAL, INC.  
 RAYMOND JAMES FINANCIAL, INC.  
 REGIONS FINANCIAL CORP.  
 STATE STREET CORP.  
 T. ROWE PRICE GROUP, INC.  
 UNITED COMMUNITY FINANCIAL CORP.  
 WADDELL & REED FINANCIAL, INC.  
 ZIONS BANCORP  
 E\*TRADE FINANCIAL CORP.  
 FISERV, INC.

WisdomTree Earnings 500 Fund

AMERICAN INTERNATIONAL GROUP, INC.  
 BANK OF AMERICA CORP.  
 BANK OF NEW YORK CO., INC. (THE)  
 BB&T CORP.  
 BEAR, STEARNS & CO., INC.  
 BLACKROCK, INC.  
 CHARLES SCHWAB CORP. (THE)  
 CINCINNATI FINANCIAL CORP.  
 CITIGROUP, INC.  
 COMERICA, INC.  
 FRANKLIN RESOURCES, INC.  
 GOLDMAN SACHS GROUP, INC.

Edgar Filing: WisdomTree Trust - Form 485BPOS

JPMORGAN CHASE & CO.  
LEGG MASON, INC.  
LEHMAN BROTHERS HOLDINGS, INC.  
LINCOLN NATIONAL CORP.  
MBIA, INC.  
MELLON FINANCIAL CORP.  
MERRILL LYNCH & CO., INC.  
METLIFE, INC.  
MORGAN STANLEY  
NORTHERN TRUST CORP.  
PEOPLE'S BANK  
PNC FINANCIAL SERVICES GROUP, INC. ( )  
PRUDENTIAL FINANCIAL, INC.  
REGIONS FINANCIAL CORP.  
SOVEREIGN BANCORP, INC.  
STATE STREET CORP.  
WACHOVIA CORP.  
ZIONS BANCORP

---

WisdomTree MidCap Earnings Fund

AFFILIATED MANAGERS GROUP, INC.  
A.G. EDWARDS, INC.  
ALLIED CAPITAL CORP.  
AMERICAN FINANCIAL GROUP, INC.  
CULLEN/FROST BANKERS, INC.  
FEDERATED INVESTORS, INC.  
FIRST MARBLEHEAD CORP. (THE)  
INVESTMENT TECHNOLOGY GROUP, INC.  
KNIGHT CAPITAL GROUP, INC.  
NUVEEN INVESTMENTS, INC.  
PROTECTIVE LIFE CORP.  
RADIAN GROUP, INC.  
RAYMOND JAMES FINANCIAL, INC.  
WADDELL & REED FINANCIAL, INC.  
CHITTENDEN CORP.

---

57

Fund

Name of Broker or Dealer

---

WisdomTree SmallCap Earnings Fund

BANKATLANTIC BANCORP, INC.  
INFINITY PROPERTY & CASUALTY CORP.  
LABRANCHE & CO., INC.  
LANDAMERICA FINANCIAL GROUP, INC.  
SAFETY INSURANCE GROUP, INC.  
SANDERS MORRIS HARRIS GROUP, INC.  
STIFEL FINANCIAL CORP.  
SWS GROUP, INC.  
UNITED COMMUNITY FINANCIAL CORP.  
OCWEN FINANCIAL CORP.



Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree Earnings Top 100 Fund

ALLSTATE CORP. (THE)  
BANK OF AMERICA CORP.  
BB&T CORP.  
BEARS, STEARNS & CO. INC.  
CITIGROUP, INC.  
GOLDMAN SACHS GROUP, INC.  
HARTFORD FINANCIAL SERVICES GROUP  
JPMORGAN CHASE & CO.  
KEYCORP  
LINCOLN NATIONAL CORP.  
MERRILL LYNCH & CO., INC.  
METLIFE, INC.  
MORGAN STANLEY  
PNC FINANCIAL SERVICES GROUP, INC. (P)  
PRUDENTIAL FINANCIAL, INC.  
WACHOVIA CORP.

-----  
WisdomTree Low P/E Fund

A.G. EDWARDS, INC.  
AMERICAN INTERNATIONAL GROUP, INC.  
BANK OF AMERICA CORP.  
BB&T CORP.  
BEAR, STEARNS & CO., INC.  
CINCINNATI FINANCIAL CORP.  
CITIGROUP, INC.  
COMERICA, INC.  
CULLEN/FROST BANKERS, INC.  
GOLDMAN SACHS GROUP, INC.  
JPMORGAN CHASE & CO.  
KEYCORP  
KNIGHT CAPITAL GROUP, INC.  
LABRANCHE & CO., INC.  
LEHMAN BROTHERS HOLDINGS, INC.  
MERRILL LYNCH & CO., INC.  
METLIFE, INC.  
MORGAN STANLEY  
PNC FINANCIAL SERVICES GROUP, INC. (P)  
PROTECTIVE LIFE CORP.  
PRUDENTIAL FINANCIAL, INC.  
WACHOVIA CORP.  
ZIONS BANCORP.

-----  
WisdomTree DEFA Fund

BANCO SANTANDER CENTRAL HISPANO SA  
BARCLAYS PLC  
HSBC HOLDINGS PLC  
LLOYDS TSB GROUP PLC  
ROYAL BANK OF SCOTLAND GROUP PLC

Edgar Filing: WisdomTree Trust - Form 485BPOS

-----  
WisdomTree DEFA High-Yielding Equity Fund

BANCO SANTANDER CENTRAL HISPANO SA  
BARCLAYS PLC  
HSBC HOLDING PLC  
LLOYDS TSB GROUP PLC  
ROYAL BANK OF SCOTLAND GROUP PLC  
-----

WisdomTree Europe Total Dividend Fund

BANCO SANTANDER CENTRAL HISPANO SA  
BARCLAYS PLC  
HSBC HOLDINGS PLC  
LLOYDS TSB GROUP PLC  
ROYAL BANK OF SCOTLAND GROUP PLC  
-----

WisdomTree Europe High-Yielding Equity Fund

BANCO SANTANDER CENTRAL HISPANO SA  
BARCLAYS PLC  
HSBC HOLDINGS PLC  
LLOYDS TSB GROUP PLC  
ROYAL BANK OF SCOTLAND GROUP PLC  
-----

WisdomTree Europe SmallCap Dividend Fund

ABG SUNDAL COLLIER ASA  
ACTA HOLDINGS ASA  
AWD HOLDINGS AG  
D CARNEGIE AB  
INTERMEDIATE CAPITAL GROUP PLC  
-----

WisdomTree Japan Total Dividend Fund

-----  
MITSUBISHI UFJ FINANCIAL GROUP INC.  
MIZUHO FINANCIAL GROUP, INC.  
NIKKO CORDIAL CORP.  
NOMURA HOLDINGS, INC.  
SUMITOMO TRUST & BANKING INC. CO., L  
-----

WisdomTree Japan High-Yielding Equity Fund

BANK OF YOKOHAMA LTD. (THE)  
DAIWA SECURITIES GROUP, INC,  
NIKKO CORDIAL CORP.  
OKASAN HOLDINGS, INC.  
SHINKO SECURITIES CO., LTD.  
-----

WisdomTree Japan SmallCap Dividend Fund

DAISHI BANK LTD. (THE)  
KEIYO BANK LTD (THE)  
JUROKU BANK LTD (THE)  
OKASAN HOLDINGS, INC.  
TOKAI TOKYO SECURITIES CO., LTD.  
-----

WisdomTree Pacific ex-Japan Total Dividend Fund

AUSTRALIA & NEW ZEALAND BANKING GROU  
COMMONWEALTH BANK OF AUSTRALIA  
HANG SENG BANK LTD.  
NATIONAL AUSTRALIA BANK LTD.  
WESTPAC BANKING CORP.  
-----

WisdomTree Pacific ex-Japan High-Yielding Equity Fund

AUSTRALIA & NEW ZEALAND BANKING GROU  
COMMONWEALTH BANK OF AUSTRALIA  
NATIONAL AUSTRALIA BANK LTD.

Edgar Filing: WisdomTree Trust - Form 485BPOS

ST. GEORGE BANK LTD.  
WESTPAC BANKING CORP.

59

Fund	Name of Broker or Dealer
WisdomTree International LargeCap Dividend Fund	BANCO SANTANDER CENTRAL HISPANO SA BARCLAYS PLC HSBC HOLDINGS PLC LLOYDS TSB GROUP PLC ROYAL BANK OF SCOTLAND GROUP PLC
WisdomTree International Dividend Top 100 Fund	ABN AMRO HOLDING N.V. BANCA INTESA SPA COMMONWEALTH BANK OF AUSTRALIA LLOYDS TSB GROUP PLC ST. GEORGE BANK LTD.
WisdomTree International MidCap Dividend Fund	ALLIANCE & LEICESTER PLC AMVESCAP PLC BANCA POPOLARE ITALIANA SCRL SAMPO OYJ SUNCORP - METWAY LTD.
WisdomTree International SmallCap Dividend Fund	ACTA HOLDING ASA ALINTA LTD. INDUSTRIAL & COMMERCIAL BANK OF CHINA INTERMEDIATE CAPITAL GROUP PLC RATOS AB
WisdomTree Emerging Markets High-Yielding Equity Fund	
WisdomTree Emerging Markets SmallCap Dividend Fund	
WisdomTree International Basic Materials Sector Fund	
WisdomTree International Communications Sector Fund	
WisdomTree International Consumer Cyclical Sector Fund	BETER BED HOLDING NV TAT HONG HOLDINGS LTD.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree International Consumer Non-Cyclical Sector Fund

-----  
WisdomTree International Energy Sector Fund

-----  
WisdomTree International Financial Sector Fund

BANCO SANTANDER CENTRAL HISPANO SA  
BARCLAYS PLC  
HSBC HOLDINGS PLC  
LLOYDS TSB GROUP PLC  
ROYAL BANK OF SCOTLAND GROUP PLC

-----  
WisdomTree International Health Care Sector Fund

-----  
WisdomTree International Industrial Sector Fund

IBIDEN CO., LTD.  
ITALCEMENTI SPA

60

Fund

Name of Broker or Dealer

-----  
WisdomTree International Technology Sector Fund

-----  
WisdomTree International Utilities Sector Fund

ALINTA LTD.

-----  
WisdomTree International Real Estate Fund

-----  
WisdomTree India Earnings Fund

-----  
Portfolio turnover may vary from year to year, as well as within a year. High turnover rates are likely to result in comparatively greater brokerage expenses. The overall reasonableness of brokerage commissions is evaluated by the Adviser based upon its knowledge of available information as to the general level of commissions paid by the other institutional investors for comparable services.

The table below sets forth the portfolio turnover rates of each Fund during the Funds' first fiscal year of operation ended March 31, 2007.

Portfolio Turnover Rates During Fiscal

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Fund	Year Ended March 31, 2007
WisdomTree Total Dividend Fund	12%
WisdomTree High-Yielding Equity Fund	11%
WisdomTree LargeCap Dividend Fund	13%
WisdomTree Dividend Top 100 Fund	21%
WisdomTree MidCap Dividend Fund	12%
WisdomTree SmallCap Dividend Fund	16%
WisdomTree Total Earnings Fund	1%
WisdomTree Earnings 500 Fund	1%
WisdomTree MidCap Earnings Fund	0%*
WisdomTree SmallCap Earnings Fund	0%*
WisdomTree Earnings Top 100 Fund	2%
WisdomTree Low P/E Fund	1%
WisdomTree DEFA Fund	11%
WisdomTree DEFA High-Yielding Equity Fund	19%
WisdomTree Europe Total Dividend Fund	24%
WisdomTree Europe High-Yielding Equity Fund	24%
WisdomTree Europe SmallCap Dividend Fund	47%
WisdomTree Japan Total Dividend Fund	6%
WisdomTree Japan High-Yielding Equity Fund	6%
WisdomTree Japan SmallCap Dividend Fund	25%
WisdomTree Pacific ex-Japan Total Dividend Fund	21%
WisdomTree Pacific ex-Japan High-Yielding Equity Fund	7%
WisdomTree International LargeCap Dividend Fund	8%
WisdomTree International Dividend Top 100 Fund	8%
WisdomTree International MidCap Dividend Fund	44%
WisdomTree International SmallCap Dividend Fund	39%
WisdomTree Emerging Markets High-Yielding Equity Fund**	N/A
WisdomTree Emerging Markets SmallCap Dividend Fund	N/A
WisdomTree International Basic Materials Sector Fund	0%*
WisdomTree International Communications Sector Fund	0%*
WisdomTree International Consumer Cyclical Sector Fund	3%
WisdomTree International Consumer Non-Cyclical Sector Fund	2%
WisdomTree International Energy Sector Fund	1%
WisdomTree International Financial Sector Fund	5%
WisdomTree International Health Care Sector Fund	3%
WisdomTree International Industrial Sector Fund	1%
WisdomTree International Technology Sector Fund	2%
WisdomTree International Utilities Sector Fund	1%
WisdomTree International Real Estate Fund**	N/A
WisdomTree India Earnings Fund**	N/A

-----  
 \* Amount represents less than 1%.

\*\* The Fund did not commence operations as of March 31, 2007.

### Additional Information Concerning the Trust

Shares. The Trust was established as a Delaware statutory trust on December 15, 2005. The Trust currently is comprised of 40 Funds. Each Fund issues shares of beneficial interest, with \$0.001 par value. The Board may designate additional Funds. The Trust is registered with the SEC as an open-end management investment

## Edgar Filing: WisdomTree Trust - Form 485BPOS

company.

Each share issued by a Fund has a pro rata interest in the assets of that Fund. Shares have no preemptive, exchange, subscription or conversion rights and are freely transferable. Each share is entitled to participate equally in dividends and distributions declared by the Board of Trustees with respect to the relevant Fund, and in the net distributable assets of such Fund on liquidation.

Each share has one vote with respect to matters upon which a shareholder vote is required consistent with the requirements of the 1940 Act and the rules promulgated thereunder. Shares of all Funds vote together as a single class except that, if the matter being voted on affects only a particular Fund, and, if a matter affects a particular Fund differently from other Funds, that Fund will vote separately on such matter.

Under Delaware law, the Trust is not required to hold an annual meeting of shareholders unless required to do so under the 1940 Act. The policy of the Trust is not to hold an annual meeting of shareholders unless required to do so under the 1940 Act. All shares (regardless of the Fund) have noncumulative voting rights for the Board. Under Delaware law, Trustees of the Trust may be removed by vote of the shareholders.

Following the creation of the initial Creation Unit Aggregation(s) of shares of a Fund and immediately prior to the commencement of trading in such Fund's shares, a holder of shares may be a "control person" of the Fund, as defined in the 1940 Act. A Fund cannot predict the length of time for which one or more shareholders may remain a control person of the Fund.

Shareholders may make inquiries by writing to the Trust, c/o ALPS Distributors, Inc. at 1290 Broadway, Suite 1100, Denver, Colorado 80203.

Absent an applicable exemption or other relief from the SEC or its staff, beneficial owners of more than 5% of the shares of a Fund may be subject to the reporting provisions of Section 13 of the 1934 Act and the SEC's rules promulgated thereunder. In addition, absent an applicable exemption or other relief from the SEC staff, officers and Trustees of a Fund and beneficial owners of 10% of the shares of a Fund ("Insiders") may be subject to the insider reporting, short-swing profit and short sale provisions of Section 16 of the 1934 Act and the SEC's rules promulgated thereunder. Beneficial owners and Insiders should consult with their own legal counsel concerning their obligations under Sections 13 and 16 of the 1934 Act.

Termination of the Trust or a Fund. The Trust or a Fund may be terminated by a majority vote of the Board of Trustees or the affirmative vote of a super majority of the holders of the Trust or such Fund entitled to vote on termination. Although the shares are not automatically redeemable upon the occurrence of any specific event, the Trust's organizational documents provide that the Board will have the unrestricted power to alter the number of shares in a Creation Unit Aggregation. In the event of a termination of the Trust or a Fund, the Board, in its sole discretion, could determine to permit the shares to be redeemable in aggregations smaller than Creation Unit Aggregations or to be individually redeemable. In such circumstance, the Trust may make redemptions in-kind, for cash, or for a combination of cash or securities.

Role of DTC. DTC Acts as Securities Depository for the Shares of the Trust. Shares of each Fund are represented by securities registered in the name of DTC or its nominee and deposited with, or on behalf of, DTC.

DTC, a limited-purpose trust company, was created to hold securities of its participants ("DTC Participants") and to facilitate the clearance and settlement of securities transactions among the DTC Participants in such securities through

## Edgar Filing: WisdomTree Trust - Form 485BPOS

electronic book-entry changes in accounts of the DTC Participants, thereby eliminating the need for physical movement of securities' certificates. DTC Participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations, some of whom (and/or their representatives) own DTC. More specifically, DTC is owned by a number of its DTC Participants and by the NYSE, the AMEX and the NASD. Access to the DTC system is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a DTC Participant, either directly or indirectly ("Indirect Participants").

62

Beneficial ownership of shares is limited to DTC Participants, Indirect Participants and persons holding interests through DTC Participants and Indirect Participants. Ownership of beneficial interests in shares (owners of such beneficial interests are referred to herein as "Beneficial Owners") is shown on, and the transfer of ownership is effected only through, records maintained by DTC (with respect to DTC Participants) and on the records of DTC Participants (with respect to Indirect Participants and Beneficial Owners that are not DTC Participants). Beneficial Owners will receive from or through the DTC Participant a written confirmation relating to their purchase of shares. No Beneficial Owner shall have the right to receive a certificate representing such shares.

Conveyance of all notices, statements and other communications to Beneficial Owners is effected as follows. Pursuant to the Depositary Agreement between the Trust and DTC, DTC is required to make available to the Trust upon request and for a fee to be charged to the Trust a listing of the shares of each Fund held by each DTC Participant. The Trust shall inquire of each such DTC Participant as to the number of Beneficial Owners holding shares, directly or indirectly, through such DTC Participant. The Trust shall provide each such DTC Participant with copies of such notice, statement or other communication, in such form, number and at such place as such DTC Participant may reasonably request, in order that such notice, statement or communication may be transmitted by such DTC Participant, directly or indirectly, to such Beneficial Owners. In addition, the Trust shall pay to each such DTC Participant a fair and reasonable amount as reimbursement for the expenses attendant to such transmittal, all subject to applicable statutory and regulatory requirements.

Share distributions shall be made to DTC or its nominee, Cede & Co., as the registered holder of all shares of the Trust. DTC or its nominee, upon receipt of any such distributions, shall credit immediately DTC Participants' accounts with payments in amounts proportionate to their respective beneficial interests in shares of each Fund as shown on the records of DTC or its nominee. Payments by DTC Participants to Indirect Participants and Beneficial Owners of shares held through such DTC Participants will be governed by standing instructions and customary practices, as is now the case with securities held for the accounts of customers in bearer form or registered in a "street name", and will be the responsibility of such DTC Participants.

The Trust has no responsibility or liability for any aspect of the records relating to or notices to Beneficial Owners, or payments made on account of beneficial ownership interests in such shares, or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests, or for any other aspect of the relationship between DTC and the DTC Participants or the relationship between such DTC Participants and the Indirect Participants and Beneficial Owners owning through such DTC Participants. DTC may decide to discontinue providing its service with respect to shares of the Trust at any time by giving reasonable notice to the Trust and discharging its

## Edgar Filing: WisdomTree Trust - Form 485BPOS

responsibilities with respect thereto under applicable law. Under such circumstances, the Trust shall take action to find a replacement for DTC to perform its functions at a comparable cost.

### Creation & Redemption of Creation Unit Aggregations

Creation. The Trust issues and sells shares of each Fund only in Creation Unit Aggregations on a continuous basis through the Distributor, without a sales load, at the NAV next determined after receipt, on any Business Day (as defined below), of an order in proper form.

A "Business Day" with respect to each Fund is any day on which the national securities exchange on which the Fund is listed for trading (each a "Listing Exchange") is open for business. As of the date of this SAI, each Listing Exchange observes the following holidays: New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Good Friday, Memorial Day (observed), Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

Fund Deposit. The consideration for purchase of Creation Unit Aggregations of a Fund generally consists of the in-kind deposit of a designated portfolio of equity securities (the "Deposit Securities"), which constitutes a substantial replication, or a portfolio sampling representation, of the stocks involved in the relevant Fund's underlying Index and an amount of cash (the "Cash Component") computed as described below. Together, the Deposit Securities and the Cash Component constitute the "Fund Deposit," which represents the minimum initial and subsequent investment amount for a Creation Unit Aggregation of any Fund.

The Cash Component is sometimes also referred to as the "Balancing Amount." The Cash Component serves the function of compensating for any differences between the NAV per Creation Unit Aggregation and the Deposit

63

Amount (as defined below). The Cash Component is an amount equal to the difference between the NAV of the shares (per Creation Unit Aggregation) and the "Deposit Amount," which is an amount equal to the market value of the Deposit Securities. If the Cash Component is a positive number (i.e., the NAV per Creation Unit Aggregation exceeds the Deposit Amount), the creator will deliver the Cash Component. If the Cash Component is a negative number (i.e., the NAV per Creation Unit Aggregation is less than the Deposit Amount), the creator will receive the Cash Component. Computation of the Cash Component excludes any stamp duty or other similar fees and expenses payable upon transfer of beneficial ownership of the Deposit Securities, which shall be the sole responsibility of the Authorized Participant.

Each Fund, through the National Securities Clearing Corporation makes available on each Business Day, prior to the opening of business on the applicable Listing Exchange (currently 9:30 a.m., Eastern time), the list of the names and the required number of shares of each Deposit Security to be included in the current Fund Deposit (based on information at the end of the previous Business Day) for each Fund.

Such Deposit Securities are applicable, subject to any adjustments as described below, in order to effect creations of Creation Unit Aggregations of a given Fund until such time as the next-announced composition of the Deposit Securities is made available.

The identity and number of shares of the Deposit Securities required for a Fund



## Edgar Filing: WisdomTree Trust - Form 485BPOS

Deposit for each Fund changes as rebalancing adjustments and corporate action events are reflected from time to time by the Trust with a view to the investment objective of the relevant Fund. The composition of the Deposit Securities may also change in response to adjustments to the weighting or composition of the component securities of the relevant underlying Index.

In addition, the Trust reserves the right to permit or require the substitution of an amount of cash (i.e., a "cash in lieu" amount) to be added to the Cash Component to replace any Deposit Security that may not be available in sufficient quantity for delivery or that may not be eligible for transfer through the systems of DTC or the Clearing Process (discussed below). The Trust also reserves the right to permit or require a "cash in lieu" amount where the delivery of the Deposit Security by the Authorized Participant (as described below) would be restricted under the securities laws or where the delivery of the Deposit Security to the Authorized Participant would result in the disposition of the Deposit Security by the Authorized Participant becoming restricted under the securities laws, or in certain other situations. The adjustments described above will reflect changes known to the Trust on the date of announcement to be in effect by the time of delivery of the Fund Deposit, in the composition of the underlying Index being tracked by the relevant Fund or resulting from certain corporate actions.

Procedures for Creation of Creation Unit Aggregations. To be eligible to place orders with the Distributor and to create a Creation Unit Aggregation of a Fund, an entity must be: (i) a "Participating Party," i.e., a broker-dealer or other participant in the clearing process through the Continuous Net Settlement System of the NSCC (the "Clearing Process"), a clearing agency that is registered with the SEC; or (ii) a DTC Participant, and, in each case, must have executed an agreement with the Distributor with respect to creations and redemptions of Creation Unit Aggregations ("Participant Agreement") (discussed below). A Participating Party and DTC Participant are collectively referred to as an "Authorized Participant." Investors should contact the Distributor for the names of Authorized Participants that have signed a Participant Agreement. All shares of a Fund, however created, will be entered on the records of DTC in the name of Cede & Co. for the account of a DTC Participant.

All orders to create shares must be placed for one or more Creation Unit Aggregations. Orders to create Creation Unit Aggregations of the International Funds cannot be placed through the Clearing Process. All orders to create Creation Unit Aggregations, whether through the Clearing Process (through a Participating Party) or outside the Clearing Process (through a DTC Participant), must be received by the Distributor no later than the closing time of the regular trading session on the applicable Listing Exchange ("Closing Time") (ordinarily 4:00 p.m., Eastern time) in each case on the date such order is placed in order for creation of Creation Unit Aggregations to be effected based on the NAV of shares of the applicable Fund as next determined on such date after receipt of the order in proper form. The date on which an order to create Creation Unit Aggregations (or an order to redeem Creation Unit Aggregations, as discussed below) is placed is referred to as the "Transmittal Date." Orders must be transmitted by an Authorized Participant by telephone or other transmission method acceptable to the Distributor pursuant to procedures set forth in the Participant Agreement, as described below. Economic or market disruptions or changes, or telephone or other communication failure, may impede the ability to reach the Distributor or an Authorized Participant.

All orders to create Creation Unit Aggregations shall be placed with an Authorized Participant, as applicable, in the form required by such Authorized

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Participant. In addition, the Authorized Participant may request the investor to make certain representations or enter into agreements with respect to the order, e.g., to provide for payments of cash, when required. Investors should be aware that their particular broker may not have executed a Participant Agreement and, therefore, orders to create Creation Unit Aggregations of a Fund have to be placed by the investor's broker through an Authorized Participant that has executed a Participant Agreement. In such cases, there may be additional charges to such investor. At any given time, there may be only a limited number of broker-dealers that have executed a Participant Agreement and only a small number of such Authorized Participants may have international capabilities.

Those placing orders for Creation Unit Aggregations of Domestic Funds through the Clearing Process should afford sufficient time to permit proper submission of the order to the Distributor prior to the Closing Time on the Transmittal Date. Orders for Creation Unit Aggregations of Domestic Funds that are effected outside the Clearing Process are likely to require transmittal by the DTC Participant earlier on the Transmittal Date than orders effected using the Clearing Process. Those persons placing orders outside the Clearing Process should ascertain the deadlines applicable to DTC and the Federal Reserve Bank wire system by contacting the operations department of the broker or depository institution effectuating such transfer of Deposit Securities and Cash Component.

Those placing orders for Creation Unit Aggregations of International Funds should ascertain the applicable deadline for cash transfers by contacting the operations department of the broker or depository institution making the transfer of the Cash Component. This deadline is likely to be significantly earlier than the closing time of the regular trading session on the applicable Listing Exchange. Investors should be aware that the Authorized Participant may require orders for Creation Units placed with it to be in the form required by the individual Authorized Participant, which form may not be the same as the form of purchase order specified by the Trust that the Authorized Participant must deliver to the Distributor.

Placement of Creation Orders for Domestic Dividend and Earnings Funds Using the Clearing Process. The Clearing Process is the process of creating or redeeming Creation Unit Aggregations. Fund Deposits made through the Clearing Process must be delivered through a Participating Party that has executed a Participant Agreement. The Participant Agreement authorizes the Distributor to transmit through BNY to NSCC, on behalf of the Participating Party, such trade instructions as are necessary to effect the Participating Party's creation order. Pursuant to such trade instructions to NSCC, the Participating Party agrees to deliver the requisite Deposit Securities and the Cash Component to the Trust, together with such additional information as may be required by the Distributor. An order to create Creation Unit Aggregations through the Clearing Process is deemed received by the Distributor on the Transmittal Date if: (i) such order is received by the Distributor not later than the Closing Time on such Transmittal Date; and (ii) all other procedures set forth in the Participant Agreement are properly followed.

Placement of Creation Orders for Domestic Dividend and Earnings Funds Outside the Clearing Process. Fund Deposits made outside the Clearing Process must be delivered through a DTC Participant that has executed a Participant Agreement. A DTC participant who wishes to place an order creating Creation Unit Aggregations to be effected outside the Clearing Process does not need to be a Participating Party, but such orders must state that the DTC Participant is not using the Clearing Process and that the creation of Creation Unit Aggregations will instead be effected through a transfer of securities and cash directly through DTC. The Fund Deposit transfer must be ordered by the DTC Participant on the Transmittal Date in a timely fashion so as to ensure the delivery of the requisite number of Deposit Securities through DTC to the account of the Fund by no later than 2:00 p.m., Eastern time, on the "Settlement Date". The Settlement Date is typically the third Business Day following the Transmittal Date. Each

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Fund reserves the right to settle transactions on a basis other than T+3 "T" plus three Business Days (i.e., days on which the New York Stock Exchange is open) ("T+3"). In certain cases Authorized Participants will create and redeem Creation Unit Aggregations of the same Fund on the same trade date. In these instances, the Trust reserves the right to settle these transactions on a net basis.

All questions as to the number of Deposit Securities to be delivered, and the validity, form and eligibility (including time of receipt) for the deposit of any tendered securities, will be determined by the Trust, whose determination shall be final and binding. The amount of cash equal to the Cash Component must be transferred directly to BNY through the Federal Reserve Bank wire transfer system in a timely manner so as to be received by BNY later than

65

2:00 p.m., Eastern time, on the Settlement Date. An order to create Creation Unit Aggregations outside the Clearing Process is deemed received by the Distributor on the Transmittal Date if: (i) such order is received by the Distributor not later than the Closing Time on such Transmittal Date; and (ii) all other procedures set forth in the Participant Agreement are properly followed. However, if BNY does not receive both the required Deposit Securities and the Cash Component by 2:00 p.m. on the Settlement Date, such order may be canceled. Upon written notice to the Distributor, such canceled order may be resubmitted the following Business Day using a Fund Deposit as newly constituted to reflect the then current NAV of the Fund. The delivery of Creation Unit Aggregations so created generally will occur no later than the Settlement Date.

An additional charge of up to three (3) times the normal transaction fee (for a total charge of up to four (4) times the normal transaction fee) may be imposed with respect to transactions effected outside the Clearing Process (through a DTC participant) and in the limited circumstances in which any cash can be used in lieu of Deposit Securities to create Creation Units.

Creation Unit Aggregations of Domestic Funds may be created in advance of receipt by the Trust of all or a portion of the applicable Deposit Securities as described below. In these circumstances, the initial deposit will have a value greater than the NAV of the shares on the date the order is placed in proper form since, in addition to available Deposit Securities, cash must be deposited in an amount equal to the sum of (i) the Cash Component, plus (ii) at least 105%, which the Trust may change from time to time, of the market value of the undelivered Deposit Securities (the "Additional Cash Deposit") with the Fund pending delivery of any missing Deposit Securities.

If an Authorized Participant determines to post an additional cash deposit as collateral for any undelivered Deposit Securities, such Authorized Participant must deposit with BNY the appropriate amount of federal funds by 2:00 p.m., Eastern time, on the date of requested settlement. If the Authorized Participant does not place its purchase order by the closing time or BNY does not receive federal funds in the appropriate amount by such time, then the order may be deemed to be rejected and the Authorized Participant shall be liable to the Fund for losses, if any, resulting therefrom. An additional amount of cash shall be required to be deposited with BNY, pending delivery of the missing Deposit Securities to the extent necessary to maintain the Additional Cash Deposit with the Trust in an amount at least equal to 105%, which the Trust may change from time to time, of the daily marked to market value of the missing Deposit Securities. To the extent that missing Deposit Securities are not received by 2:00 p.m., Eastern time, on the Settlement Date or in the event a marked-to-market payment is not made within one Business Day following

## Edgar Filing: WisdomTree Trust - Form 485BPOS

notification by the Distributor that such a payment is required, the Trust may use the cash on deposit to purchase the missing Deposit Securities. Authorized Participants will be liable to the Trust for the costs incurred by the Trust in connection with any such purchases. These costs will be deemed to include the amount by which the actual purchase price of the Deposit Securities exceeds the market value of such Deposit Securities on the transmittal date plus the brokerage and related transaction costs associated with such purchases. The Trust will return any unused portion of the Additional Cash Deposit once all of the missing Deposit Securities have been properly received by BNY or purchased by the Trust and deposited into the Trust. In addition, a transaction fee, as listed below, will be charged in all cases. The delivery of Creation Unit Aggregations so created generally will occur no later than the Settlement Date.

Placement of Creation Orders for International Funds. Fund Deposits in connection with the International Funds will not be made either through the Clearing Process or through DTC. For each International Fund, BNY shall cause the sub-custodian of the Funds to maintain an account into which the Authorized Participant shall deliver, on behalf of itself or the party on whose behalf it is acting, the securities included in the designated Fund Deposit (or the cash value of all or part of such securities, in the case of a permitted or required cash purchase or "cash in lieu" amount), with any appropriate adjustments as advised by the Trust. Deposit Securities must be delivered to an account maintained at the applicable local sub-custodian(s). Orders to purchase Creation Unit Aggregations must be received by the Distributor from an Authorized Participant on its own or another investor's behalf by the closing time of the regular trading session on the applicable Listing Exchange on the relevant Business Day. However, when a relevant local market is closed due to local market holidays, the local market settlement process will not commence until the end of the local holiday period. Settlement must occur by 2:00 p.m., Eastern time, on the contractual settlement date.

The Authorized Participant must also make available no later than 2:00 p.m., Eastern time, on the contractual settlement date, by means satisfactory to the Trust, immediately-available or same-day funds estimated by the Trust

66

to be sufficient to pay the Cash Component next determined after acceptance of the purchase order, together with the applicable purchase transaction fee. Any excess funds will be returned following settlement of the issue of the Creation Unit Aggregation.

To the extent contemplated by the applicable Participant Agreement, Creation Unit Aggregations of International Funds will be issued to such Authorized Participant notwithstanding the fact that the corresponding Fund Deposits have not been received in part or in whole, in reliance on the undertaking of the Authorized Participant to deliver the missing Deposit Securities as soon as possible, which undertaking shall be secured by such Authorized Participant's delivery and maintenance of collateral consisting of cash in the form of U.S. dollars in immediately available funds having a value (marked to market daily) at least equal to 110%, which WisdomTree Asset Management may change from time to time of the value of the missing Deposit Securities. Such cash collateral must be delivered no later than 2:00 p.m., Eastern time, on the contractual settlement date. The Participant Agreement will permit the Fund to buy the missing Deposit Securities at any time and will subject the Authorized Participant to liability for any shortfall between the cost to the Trust of purchasing such securities and the value of the collateral.

Acceptance of Orders for Creation Unit Aggregations. The Trust reserves the

## Edgar Filing: WisdomTree Trust - Form 485BPOS

absolute right to reject or revoke acceptance of a creation order transmitted to it by the Distributor in respect of any Fund if: (i) the order is not in proper form; (ii) the investor(s), upon obtaining the shares ordered, would own 80% or more of the currently outstanding shares of any Fund; (iii) the Deposit Securities delivered are not as disseminated through the facilities of the NSCC for that date by the Fund as described above; (iv) acceptance of the Deposit Securities would have certain adverse tax consequences to the Fund; (v) acceptance of the Fund Deposit would, in the opinion of counsel, be unlawful; (vi) acceptance of the Fund Deposit would otherwise, in the discretion of the Trust or WisdomTree Asset Management, have an adverse effect on the Trust or the rights of beneficial owners; or (vii) in the event that circumstances outside the control of the Trust, BNY, the Distributor or WisdomTree Asset Management make it for all practical purposes impossible to process creation orders. Examples of such circumstances include acts of God; public service or utility problems such as fires, floods, extreme weather conditions and power outages resulting in telephone, telecopy and computer failures; market conditions or activities causing trading halts; systems failures involving computer or other information systems affecting the Trust, WisdomTree Asset Management, the Distributor, DTC, NSCC, BNY or sub-custodian or any other participant in the creation process, and similar extraordinary events. The Distributor shall notify a prospective creator of a Creation Unit and/or the Authorized Participant acting on behalf of the creator of a Creation Unit Aggregation of its rejection of the order of such person. The Trust, BNY, a sub-custodian and the Distributor are under no duty, however, to give notification of any defects or irregularities in the delivery of Fund Deposits nor shall any of them incur any liability for the failure to give any such notification.

All questions as to the number of shares of each security in the Deposit Securities and the validity, form, eligibility and acceptance for deposit of any securities to be delivered shall be determined by the Trust, and the Trust's determination shall be final and binding.

Creation Transaction Fee. Each Fund imposes a "Transaction Fee" on investors purchasing or redeeming Creation Units. For this reason, investors purchasing or redeeming through the DTC Process generally will pay a higher Transaction Fee than will investors doing so through the NSCC Process. The Transaction Fee will be limited to amounts that have been determined by WisdomTree Asset Management to be appropriate. The purpose of the Transaction Fee is to protect the existing shareholders of the Funds from the dilutive costs associated with the purchase and redemption of Creation Units. Where a Fund permits an in-kind purchaser to deposit cash in lieu of depositing one or more Deposit Securities, the purchaser may be assessed a higher Transaction Fee to offset the transaction cost to the Fund of buying those particular Deposit Securities. Transaction Fees will differ for each Fund, depending on the transaction expenses related to each Fund's portfolio securities. Every purchaser of a Creation Unit will receive a Prospectus that contains complete disclosure about the Transaction Fee, including the maximum amount of the Transaction Fee charged by the Fund. Investors who use the services of a broker or other such intermediary may be charged a fee for such services.

67

The following table sets forth the standard and maximum creation transaction fee for each of the Funds.

	Standard Creation	Maximum Creation
--	-------------------	------------------

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Name of Fund	Transaction Fee	Transaction Fee
WisdomTree Total Dividend Fund	\$ 4,000	\$ 8,500
WisdomTree High-Yielding Equity Fund	\$ 2,200	\$ 2,500
WisdomTree LargeCap Dividend Fund	\$ 1,500	\$ 2,000
WisdomTree Dividend Top 100 Fund	\$ 500	\$ 600
WisdomTree MidCap Dividend Fund	\$ 2,500	\$ 3,000
WisdomTree SmallCap Dividend Fund	\$ 4,000	\$ 4,500
WisdomTree Total Earnings Fund	\$ 5,500	\$12,090
WisdomTree Earnings 500 Fund	\$ 2,500	\$ 2,500
WisdomTree MidCap Earnings Fund	\$ 3,500	\$ 4,000
WisdomTree SmallCap Earnings Fund	\$ 4,000	\$ 5,705
WisdomTree Earnings Top 100 Fund	\$ 500	\$ 500
WisdomTree Low P/E Fund	\$ 2,000	\$ 3,500
WisdomTree DEFA Fund	\$15,000	\$50,000
WisdomTree DEFA High-Yielding Equity Fund	\$ 9,500	\$20,000
WisdomTree Europe Total Dividend Fund	\$ 7,500	\$25,000
WisdomTree Europe High-Yielding Equity Fund	\$ 2,500	\$ 7,500
WisdomTree Europe SmallCap Dividend Fund	\$10,000	\$11,000
WisdomTree Japan Total Dividend Fund	\$ 4,000	\$10,000
WisdomTree Japan High-Yielding Equity Fund	\$ 2,500	\$ 3,500
WisdomTree Japan SmallCap Dividend Fund	\$ 5,000	\$ 6,000
WisdomTree Pacific ex-Japan Total Dividend Fund	\$ 8,000	\$18,500
WisdomTree Pacific ex-Japan High-Yielding Equity Fund	\$ 3,500	\$ 4,500
WisdomTree International LargeCap Dividend Fund	\$ 6,000	\$ 8,000
WisdomTree International Dividend Top 100 Fund	\$ 2,500	\$ 3,500
WisdomTree International MidCap Dividend Fund	\$ 8,000	\$20,000
WisdomTree International SmallCap Dividend Fund	\$10,000	\$25,000
WisdomTree Emerging Markets High-Yielding Equity Fund	\$ 9,000	\$27,000
WisdomTree Emerging Markets SmallCap Dividend Fund	\$ 7,000	\$21,000
WisdomTree India Earnings Fund	\$ _____	\$ _____
WisdomTree International Basic Materials Sector Fund	\$ 4,000	\$ 5,000
WisdomTree International Communications Sector Fund	\$ 3,250	\$ 5,100
WisdomTree International Consumer Cyclical Sector Fund	\$ 9,500	\$11,500
WisdomTree International Consumer Non-Cyclical Sector Fund	\$ 8,000	\$10,500
WisdomTree International Energy Sector Fund	\$ 1,250	\$ 2,000
WisdomTree International Financial Sector Fund	\$ 9,000	\$14,000
WisdomTree International Health Care Sector Fund	\$ 2,250	\$ 3,500
WisdomTree International Industrial Sector Fund	\$ 9,500	\$12,500
WisdomTree International Technology Sector Fund	\$ 2,000	\$ 2,500
WisdomTree International Utilities Sector Fund	\$ 1,500	\$ 2,500
WisdomTree International Real Estate Fund	\$ 6,500	\$10,150

Placement of Redemption Orders for Domestic Dividend and Earnings Funds Using the Clearing Process. Orders to redeem Creation Unit Aggregations of Domestic Equity Funds through the Clearing Process must be delivered through a Participating Party that has executed the Participant Agreement. An order to redeem Creation Unit Aggregations using the Clearing Process is deemed received by the Trust on the Transmittal Date if (i) such order is received by BNY (in its capacity as Transfer Agent) not later than the Closing Time on such Transmittal Date, and (ii) all other procedures set forth in the Participant Agreement are properly followed. Such order will be effected based on the NAV of the Fund as next determined. An order to redeem Creation Unit Aggregations using the Clearing Process made in proper form but received by the Trust after the Closing Time, will be deemed received on the next Business Day immediately following the Transmittal Date and will be effected at the NAV next determined on such Business Day. The requisite Fund Securities and the Cash Redemption Amount will be transferred by the third NSCC Business Day following the date on which such request for redemption is deemed received.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Placement of Redemption Orders for Domestic Dividend and Earnings Funds Outside the Clearing Process. Orders to redeem Creation Unit Aggregations of Domestic Funds outside the Clearing Process must be delivered through a DTC Participant that has executed the Participant Agreement. A DTC Participant who wishes to place

68

an order for redemption of Creation Unit Aggregations to be effected outside the Clearing Process does not need to be a Participating Party, but such orders must state that the DTC Participant is not using the Clearing Process and that redemption of Creation Unit Aggregations will instead be effected through transfer of shares directly through DTC. An order to redeem Creation Unit Aggregations outside the Clearing Process is deemed received by the Trust on the Transmittal Date if: (i) such order is received by BNY (in its capacity as Transfer Agent) not later than the Closing Time on such Transmittal Date; (ii) such order is accompanied or followed by the requisite number of shares of the Fund specified in such order, which delivery must be made through DTC to BNY no later than 11:00 a.m., Eastern time, on the contracted settlement date; and (iii) all other procedures set forth in the Participant Agreement are properly followed. After the Trust has deemed an order for redemption outside the Clearing Process received, the Trust will initiate procedures to transfer the requisite Fund Securities which are expected to be delivered within three Business Days and the Cash Redemption Amount to the Authorized Participant on behalf of the redeeming Beneficial Owner by the Settlement Date. In certain cases Authorized Participants will redeem and create Creation Unit Aggregations of the same Fund on the same trade date. In these instances, the Trust reserves the right to settle these transactions on a net basis.

Placement of Redemption Orders for International Funds. Orders to redeem Creation Unit Aggregations of International Funds must be delivered through an Authorized Participant that has executed a Participant Agreement. Investors other than Authorized Participants are responsible for making arrangements for a redemption request to be made through an Authorized Participant. An order to redeem Creation Unit Aggregations of International Funds is deemed received by the Trust on the Transmittal Date if: (i) such order is received by BNY (in its capacity as Transfer Agent) not later than the Closing Time on the Transmittal Date; (ii) such order is accompanied or followed by the requisite number of shares of the Fund specified in such order, which delivery must be made through DTC to BNY no later than 10:00 a.m., Eastern time, on the next Business Day following the Transmittal Date; and (iii) all other procedures set forth in the Participant Agreement are properly followed. Deliveries of Fund Securities to redeeming investors generally will be made within three Business Days. Due to the schedule of holidays in certain countries, however, the delivery of in-kind redemption proceeds for International Funds may take longer than three Business Days after the day on which the redemption request is received in proper form. In such cases, the local market settlement procedures will not commence until the end of the local holiday periods. See below for a list of the local holidays in the foreign countries relevant to the International Funds.

In connection with taking delivery of shares of Fund Securities upon redemption of shares of International Funds, a redeeming Beneficial Owner, or Authorized Participant action on behalf of such Beneficial Owner must maintain appropriate security arrangements with a qualified broker-dealer, bank or other custody provider in each jurisdiction in which any of the Fund Securities are customarily traded, to which account such Fund Securities will be delivered.

To the extent contemplated by an Authorized Participant's agreement, in the

## Edgar Filing: WisdomTree Trust - Form 485BPOS

event the Authorized Participant has submitted a redemption request in proper form but is unable to transfer all or part of the Creation Unit Aggregation to be redeemed to the Funds' Transfer Agent, the Transfer Agent will nonetheless accept the redemption request in reliance on the undertaking by the Authorized Participant to deliver the missing shares as soon as possible. Such undertaking shall be secured by the Authorized Participant's delivery and maintenance of collateral consisting of cash having a value (marked to market daily) at least equal to 110%, which WisdomTree Asset Management may change from time to time, of the value of the missing shares.

The current procedures for collateralization of missing shares require, among other things, that any cash collateral shall be in the form of U.S. dollars in immediately-available funds and shall be held by BNY and marked to market daily, and that the fees of BNY and any sub-custodians in respect of the delivery, maintenance and redelivery of the cash collateral shall be payable by the Authorized Participant. The Authorized Participant's agreement will permit the Trust, on behalf of the affected Fund, to purchase the missing shares or acquire the Deposit Securities and the Cash Component underlying such shares at any time and will subject the Authorized Participant to liability for any shortfall between the cost to the Trust of purchasing such shares, Deposit Securities or Cash Component and the value of the collateral.

The calculation of the value of the Fund Securities and the Cash Redemption Amount to be delivered upon redemption will be made by BNY according to the procedures set forth under Determination of NAV computed on the Business Day on which a redemption order is deemed received by the Trust. Therefore, if a redemption order

69

in proper form is submitted to BNY by a DTC Participant not later than Closing Time on the Transmittal Date, and the requisite number of shares of the relevant Fund are delivered to BNY prior to the DTC Cut-Off-Time, then the value of the Fund Securities and the Cash Redemption Amount to be delivered will be determined by BNY on such Transmittal Date. If, however, a redemption order is submitted to BNY by a DTC Participant not later than the Closing Time on the Transmittal Date but either (i) the requisite number of shares of the relevant Fund are not delivered by the DTC Cut-Off-Time, as described above, on such Transmittal Date, or (ii) the redemption order is not submitted in proper form, then the redemption order will not be deemed received as of the Transmittal Date. In such case, the value of the Fund Securities and the Cash Redemption Amount to be delivered will be computed on the Business Day that such order is deemed received by the Trust, i.e., the Business Day on which the shares of the relevant Fund are delivered through DTC to BNY by the DTC Cut-Off-Time on such Business Day pursuant to a properly submitted redemption order.

If it is not possible to effect deliveries of the Fund Securities, the Trust may in its discretion exercise its option to redeem such shares in cash, and the redeeming Beneficial Owner will be required to receive its redemption proceeds in cash. In addition, an investor may request a redemption in cash that the Fund may, in its sole discretion, permit. In either case, the investor will receive a cash payment equal to the NAV of its shares based on the NAV of shares of the relevant Fund next determined after the redemption request is received in proper form (minus a redemption transaction fee and additional charge for requested cash redemptions specified above, to offset the Trust's brokerage and other transaction costs associated with the disposition of Fund Securities). A Fund may also, in its sole discretion, upon request of a shareholder, provide such redeemer a portfolio of securities that differs from the exact composition of the Fund Securities but does not differ in NAV.



## Edgar Filing: WisdomTree Trust - Form 485BPOS

Redemptions of shares for Fund Securities will be subject to compliance with applicable federal and state securities laws and each Fund (whether or not it otherwise permits cash redemptions) reserves the right to redeem Creation Unit Aggregations for cash to the extent that the Trust could not lawfully deliver specific Fund Securities upon redemptions or could not do so without first registering the Fund Securities under such laws. An Authorized Participant or an investor for which it is acting subject to a legal restriction with respect to a particular stock included in the Fund Securities applicable to the redemption of a Creation Unit Aggregation may be paid an equivalent amount of cash. The Authorized Participant may request the redeeming Beneficial Owner of the shares to complete an order form or to enter into agreements with respect to such matters as compensating cash payment.

Because the Portfolio Securities of an International Fund may trade on the relevant exchange(s) on days that the Listing Exchange for the International Fund is closed or are otherwise not Business Days for such International Fund, stockholders may not be able to redeem their shares of such International Fund, or to purchase and sell shares of such International Fund on the Listing Exchange for the International Fund, on days when the NAV of such International Fund could be significantly affected by events in the relevant foreign markets.

REGULAR HOLIDAYS. Each Fund generally intends to effect deliveries of Creation Units and Portfolio Securities on a basis of T+3. Each Fund may effect deliveries of Creation Units and Portfolio Securities on a basis other than T plus three in order to accommodate local holiday schedules, to account for different treatment among foreign and U.S. markets of dividend record dates and ex-dividend dates, or under certain other circumstances. The ability of the Trust to effect in-kind creations and redemptions within three Business Days of receipt of an order in good form is subject, among other things, to the condition that, within the time period from the date of the order to the date of delivery of the securities, there are no days that are holidays in the applicable foreign market. For every occurrence of one or more intervening holidays in the applicable foreign market that are not holidays observed in the U.S. equity market, the redemption settlement cycle will be extended by the number of such intervening holidays. In addition to holidays, other unforeseeable closings in a foreign market due to emergencies may also prevent the Trust from delivering securities within normal settlement period.

The securities delivery cycles currently practicable for transferring Portfolio Securities to redeeming investors, coupled with foreign market holiday schedules, will require a delivery process longer than seven calendar days for some Funds, in certain circumstances. The holidays applicable to each Fund during such periods are listed below, as are instances where more than seven days will be needed to deliver redemption proceeds. Although certain holidays may occur on different dates in subsequent years, the number of days required to deliver redemption

proceeds in any given year is not expected to exceed the maximum number of days listed below for each Fund. The proclamation of new holidays, the treatment by market participants of certain days as "informal holidays" (e.g., days on which no or limited securities transactions occur, as a result of substantially shortened trading hours), the elimination of existing holidays, or changes in local securities delivery practices, could affect the information set forth herein at some time in the future.

The dates in calendar year 2007 in which the regular holidays affecting the

## Edgar Filing: WisdomTree Trust - Form 485BPOS

relevant securities markets of the below listed countries are as follows:

### Argentina

Jan 6	May 25	Dec 8
Apr 13	Jun 19	Dec 25
Apr 14	Aug 21	
May 1	Oct 16	

### Australia

Jan 2	Apr 17	Oct 2
Jan 26	Apr 25	Nov 7
Mar 13	Jun 12	Dec 25
Apr 14	Aug 7	Dec 26

### Austria

Jan 6	Jun 5	Dec 8
Apr 14	Jun 15	Dec 25
Apr 17	Aug 15	Dec 26
May 1	Oct 26	Dec 29
May 25	Nov 1	

### Belgium

Apr 14  
Apr 17  
May 1  
Dec 25

### Brazil

Jan 20	Apr 14	Nov 2
Jan 25	Apr 21	Nov 15
Feb 27	Jun 15	Dec 25
Feb 28	Sep 7	
Mar 1	Oct 12	

### Canada

Jan 2	Aug 7	Dec 25
Apr 14	Sep 4	Dec 26
May 22	Oct 9	
Jul 3	Nov 13	

### Chile

Apr 14	Aug 15	Nov 1
May 1	Sep 18	Dec 8
Jun 12	Sep 19	Dec 25
Jun 26	Oct 9	

### China (Shanghai)

Jan 2	Feb 20	Oct 2
Jan 3	Apr 14	Oct 3
Jan 16	May 1	Oct 4
Jan 26	May 2	Oct 5
Jan 27	May 3	Oct 6
Jan 30	May 4	Oct 9
Jan 31	May 5	Nov 23
Feb 1	May 29	Dec 25
Feb 2	Jul 4	
Feb 3	Sep 4	

## Edgar Filing: WisdomTree Trust - Form 485BPOS

### China (Shenzhen)

Jan 2	Apr 5	Oct 2
Jan 3	Apr 14	Oct 3
Jan 26	Apr 17	Oct 4
Jan 27	May 1	Oct 5
Jan 30	May 2	Oct 6
Jan 31	May 3	Oct 30
Feb 1	May 4	Dec 25
Feb 2	May 5	Dec 26
Feb 3	May 31	

### Denmark

Apr 13	May 25	
Apr 14	Jun 5	
Apr 17	Dec 25	
May 12	Dec 26	

### Finland

Jan 6	May 25	Dec 26
Apr 14	Jun 23	
Apr 17	Dec 6	
May 1	Dec 25	

### France

Apr 14	Dec 26	
Apr 17		
May 1		
Dec 25		

### Greece

Jan 6	Apr 21	Aug 15
Mar 6	Apr 24	Dec 25
Apr 14	May 1	Dec 26
Apr 17	Jun 12	

### Germany

Apr 14	Dec 26	
Apr 17		
May 1		
Dec 25		

### Hong Kong

Jan 2	Apr 14	May 31
Jan 30	Apr 17	Oct 2
Jan 31	May 1	Oct 30
Apr 5	May 5	Dec 25
		Dec 26

### India

Jan 11	Mar 31	Aug 15
Jan 26	Apr 6	Oct 2
Feb 9	Apr 11	Oct 24
Mar 15	Apr 14	Oct 25
Mar 30	May 1	Dec 25

### Ireland

Apr 14	Dec 25	
Apr 17	Dec 26	
May 1		
Jun 5		

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Israel		
Mar 14	Apr 19	Oct 1
Mar 28	May 2	Oct 2
Apr 12	May 3	Oct 6
Apr 13	Jun 1	Oct 8
Apr 14	Jun 2	Oct 9

72

Apr 16	Aug 3	Oct 10
Apr 17	Sep 22	Oct 11
Apr 18	Sep 24	Oct 12
Oct 13		

Italy		
Apr 14	Dec 25	
Apr 17	Dec 26	
May 1		
Aug 15		

Japan		
Jan 2	May 3	Sep 18
Jan 3	May 4	Oct 9
Jan 9	May 5	Nov 3
Mar 21	Jul 17	Nov 23

Malaysia		
Jan 2	Feb 2	Oct 24
Jan 10	Apr 11	Oct 25
Jan 30	May 1	Dec 25
Jan 31	May 12	
Feb 1	Aug 31	

Mexico		
Mar 21	May 1	Dec 12
Apr 13	Nov 20	Dec 25
Apr 14	Dec 1	

New Zealand		
Jan 2	Apr 17	Dec 25
Jan 3	Apr 25	Dec 26
Feb 6	Jun 5	
Apr 14	Oct 23	

Netherlands		
Apr 14	Dec 26	
Apr 17		
May 1		
Dec 25		

Norway		
Apr 13	May 17	Dec 26
Apr 14	May 25	
Apr 17	Jun 5	
May 1	Dec 25	

Portugal		
Apr 14	Dec 26	
Apr 17		

## Edgar Filing: WisdomTree Trust - Form 485BPOS

May 1  
Dec 25

### Singapore

Jan 2	Apr 14	Oct 24
Jan 10	May 1	Dec 25
Jan 30	May 12	
Jan 31	Aug 9	

### South Africa

Jan 2	Apr 17	Aug 9
Mar 1	Apr 27	Sep 25
Mar 21	May 1	Dec 25
Apr 14	Jun 16	Dec 26

### South Korea

Jan 30	May 31	Oct 5
Mar 1	Jun 6	Oct 6

73

Apr 5	Jul 17	Dec 25
May 1	Aug 15	Dec 29
May 5	Oct 3	

### Spain

Jan 6	Aug 15	Dec 8
Apr 14	Oct 12	Dec 25
Apr 17	Nov 1	Dec 26
May 1	Dec 6	

### Sweden

Jan 6	May 25	Dec 26
Apr 14	Jun 5	
Apr 17	Jun 23	
May 1	Dec 25	

### Switzerland

Jan 2	May 25	Dec 26
Apr 14	Jun 5	
Apr 17	Aug 1	
May 1	Dec 25	

### Taiwan

Jan 26	Feb 1	May 1
Jan 27	Feb 2	May 31
Jan 30	Feb 28	Oct 6
Jan 31	Apr 5	Oct 10

### Thailand

Jan 2	Apr 19	Aug 14
Feb 13	May 1	Oct 23
Apr 6	May 5	Dec 5
Apr 13	May 12	Dec 11
Apr 14	Jul 11	

### United Kingdom

Jan 2	May 29
Apr 14	Aug 28

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Apr 17                      Dec 25  
May 1                        Dec 26

### United States

Jan 2                        May 29      Nov 23  
Jan 16                      Jul 4        Dec 25  
Feb 20                      Sep 4  
Apr 14

### Taxes

Registered Investment Company Qualifications. Each Fund intends to qualify for and to elect treatment as a separate Regulated Investment Company ("RIC") under Subchapter M of the IRC. To qualify for treatment as a RIC, each Fund must distribute with respect to each taxable year at least 90% of its net investment company taxable income (as that term is defined in the Code without regard to the deduction for dividends paid—generally, interest and net short-term capital gains) and meet several other requirements. Among such other requirements are the following: (i) at least 90% of each Fund's annual gross income must be derived from dividends, interest, payments with respect to securities loans, gains from the sale or other disposition of stock or securities or foreign currencies, or other income (including gains from options, futures or forward contracts) derived with respect to its business of investing in such stock, securities or currencies, and net income derived from an interest in a qualified publicly traded partnership; and (ii) at the close of each quarter of the company's taxable year, (a) at least 50% of the market value of each Fund's total assets must be represented by cash and cash items, U.S. Government securities, securities of other RICs and other securities, with such other securities limited for purposes of this calculation in respect of any one issuer to an amount not greater than 5% of the value of each Fund's total assets and not greater than 10% of the outstanding voting securities of such issuer, and (b) not more than 25% of the value of the Fund's total assets may

be invested in the securities of any one issuer or two or more issuers that are controlled by each Fund (within the meaning of Section 851(c)(2) of the IRC), and that are engaged in the same or similar trades or businesses or related trades or businesses (other than U.S. Government securities or the securities of other regulated investment companies) or the securities of one or more qualified publicly traded partnerships.

Taxation of RICs. If a Fund qualifies as a RIC, the Fund will not be subject to federal income tax on income distributed in a timely manner to its shareholders in the form of dividends. If a Fund fails to qualify for any taxable year as a RIC, all of its taxable income will be subject to tax at regular corporate income tax rates without any deduction for distributions to shareholders, and such distributions generally will be taxable to shareholders as ordinary dividends to the extent of each Fund's current and accumulated earnings and profits. In such event, distributions to individuals should potentially qualify as qualified dividend income and distributions to corporate shareholders generally should potentially be eligible for the dividends-received deduction. Although each Fund intends to distribute substantially all of its net investment income and its net capital gains for each taxable year, each Fund will be subject to federal income taxation to the extent any such income or net capital gains are not distributed. However, the Fund may designate the retained amount of net capital gains as undistributed capital gains in a notice to its shareholders who (i) will be required to include in income for federal income purposes, as long-term capital gain, their shares of such undistributed amount,

## Edgar Filing: WisdomTree Trust - Form 485BPOS

and (ii) will be entitled to credit their proportionate shares of the tax paid by the Fund on such undistributed amount against their federal income tax liabilities, if any, and to claim refunds to the extent the credit exceeds such liabilities. For federal income tax purposes, the tax basis of shares owned by a shareholder of the Fund will be increased by an amount equal to the difference between the amount of undistributed capital gains included in the shareholder's gross income and the tax deemed paid by the shareholder under clause (ii) of the preceding sentence. If a Fund's distributions exceed its taxable income and capital gains realized during a taxable year, all or a portion of the distributions made to the Fund's Shareholder in the taxable year may be recharacterized as a return of capital to shareholders. A return of capital distribution generally will not be taxable but will reduce the shareholder's cost basis and result in a higher capital gain or lower capital loss when those shares on which the distribution was received are sold.

**Excise Tax.** Each Fund will be subject to a 4% excise tax on certain undistributed income if it does not distribute to its shareholders in each calendar year at least 98% of its ordinary income for the calendar year plus 98% of its capital gain net income for the twelve months ended October 31 of such year. Each Fund intends to declare and distribute dividends and distributions in the amounts and at the times necessary to avoid the application of this 4% excise tax.

**Back-Up Withholding.** In certain cases, a Fund will be required to withhold at the applicable withholding rate, and remit to the U.S. Treasury such amounts withheld from any distributions paid to a shareholder who: (i) has failed to provide a correct taxpayer identification number, (ii) is subject to backup withholding by the Internal Revenue Service; (iii) has failed to certify to a Fund that such shareholder is not subject to backup withholding; or (iv) has not certified that such shareholder is a U.S. person (including a U.S. resident alien).

**Section 351.** The Trust on behalf of each Fund has the right to reject an order for a purchase of shares of the Trust if the purchaser (or group of purchasers) would, upon obtaining the shares so ordered, own 80% or more of the outstanding shares of a given Fund and if, pursuant to Section 351 of the IRC, that Fund would have a basis in the securities different from the market value of such securities on the date of deposit. The Trust also has the right to require information necessary to determine beneficial share ownership for purposes of the 80% determination.

**Qualified Dividend Income.** Distributions by each Fund of investment company taxable income (excluding any short-term capital gains) whether received in cash or shares will be taxable either as ordinary income or as qualified dividend income, eligible for the reduced maximum rate to individuals of 15% (5% for individuals in lower tax brackets) to the extent each Fund receives qualified dividend income on the securities it holds and the Fund designates the distribution as qualified dividend income. Qualified dividend income is, in general, dividend income from taxable domestic corporations and certain foreign corporations (e.g., foreign corporations incorporated in a possession of the United States or in certain countries with a comprehensive tax treaty with the United States, or the stock of which is readily tradable on an established securities market in the United States). A dividend will not be treated as qualified dividend income to the extent that at either the Fund or shareholder level (i) the shareholder has not held the shares on which the dividend was paid for more than 60 days during the 121-day period that begins

## Edgar Filing: WisdomTree Trust - Form 485BPOS

on the date that is 60 days before the date on which the shares become ex dividend with respect to such dividend (and each Fund also satisfies those holding period requirements with respect to the securities it holds that paid the dividends distributed to the shareholder), (ii) the shareholder is under an obligation (whether pursuant to a short sale or otherwise) to make related payments with respect to substantially similar or related property, (iii) the shareholder elects to treat such dividend as investment income under section 163(d)(4)(B) of the IRC, or (iv) the dividend is received by the Fund from a foreign corporation that is treated as a passive foreign investment company. Absent further legislation, the maximum 15% rate on qualified dividend income will not apply to dividends received in taxable years beginning after December 31, 2010. Distributions by each Fund of its net short-term capital gains will be taxable as ordinary income. Distributions of net capital gains from the sale of investments that the Fund owned for more than one year and are properly designated by the Fund as capital gain dividends will be taxable as long-term capital gains.

**Corporate Dividends Received Deduction.** A Fund's dividends that are paid to its corporate shareholders and are attributable to qualifying dividends it received from U.S. domestic corporations may be eligible, in the hands of such shareholders, for the corporate dividends received deduction, subject to certain holding period requirements and debt financing limitations.

**Net Capital Loss Carryforwards.** Net capital loss carryforwards may be applied against any net realized capital gains in each succeeding year, or until their respective expiration dates, whichever occurs first.

**Funds Holding Foreign Investments.** Each Fund, but in particular the International Funds may be subject to foreign income taxes withheld at the source. If more than 50% of the value of a Fund's total assets at the close of its taxable year consists of foreign stocks or securities, the Fund will be eligible to make an election to pass through such tax to its shareholders. Each Fund that is permitted to do so will elect to "pass through" to its investors the amount of foreign income taxes paid by the Fund provided that the investor held the shares of the Fund, and the Fund held the security, on the dividend settlement date and for at least fifteen additional days immediately before and/or thereafter, with the result that each investor will (i) include in gross income, even though not actually received, the investor's pro rata share of the Fund's foreign income taxes, and (ii) either deduct (in calculating U.S. taxable income) or credit (in calculating U.S. federal income tax) the investor's pro rata share of the Fund's foreign income taxes. A foreign person who invests in a Fund that elects to "pass through" its foreign taxes may be treated as receiving additional dividend income subject to U.S. withholding tax. A foreign tax credit may not exceed the investor's U.S. federal income tax otherwise payable with respect to the investor's foreign source income. For this purpose, each shareholder must treat as foreign source gross income (i) his proportionate share of foreign taxes paid by the Fund and (ii) the portion of any dividend paid by the Fund that represents income derived from foreign sources; the Fund's gain from the sale of securities will generally be treated as U.S. source income. This foreign tax credit limitation is applied separately to separate categories of income; dividends from the Fund will be treated as "passive" or "financial services" income for this purpose. The effect of this limitation may be to prevent investors from claiming as a credit the full amount of their pro rata share of the Fund's foreign income taxes.

Under Section 988 of the IRC, gains or losses attributable to fluctuations in exchange rates between the time the Fund accrues income or receivables or expenses or other liabilities denominated in a foreign currency and the time the Fund actually collects such income or pays such liabilities are generally treated as ordinary income or ordinary loss. Similarly, gains or losses on the disposition of debt securities denominated in foreign currency, or, unless the Fund elects otherwise, on foreign currency, foreign currency forward contracts,



## Edgar Filing: WisdomTree Trust - Form 485BPOS

certain foreign currency options or futures contracts to the extent attributable to fluctuations in exchange rates between the acquisition and disposition dates, are also treated as ordinary income or loss.

If any Fund owns shares in certain foreign investment entities, referred to as "passive foreign investment companies", ("PFIC"), the Fund will be subject to one of the following special tax regimes: (i) the Fund is liable for U.S. federal income tax, and an additional charge in the nature of interest, on a portion of any "excess distribution" from such foreign entity or any gain from the disposition of such shares, even if the entire distribution or gain is paid out by the Fund as a dividend to its shareholders; (ii) if the Fund were able and elected to treat a passive foreign investment company as a "qualified electing fund", the Fund would be required each year to include in income, and distribute to shareholders in accordance with the distribution requirements set forth above, the Fund's pro rata share of the ordinary earnings and net capital gains of the passive foreign investment company,

76

whether or not such earnings or gains are distributed to the Fund; or (iii) the Fund may be entitled to mark-to-market annually the shares of the passive foreign investment company, and, in such event, would be required to distribute to shareholders any such mark-to-market gains in accordance with the distribution requirements set forth above.

The election of regime (ii) or (iii) may accelerate the recognition of income (without the receipt of cash) and increase the amount required to be distributed by the Fund to avoid taxation. Electing either of these regimes may therefore require the Fund to liquidate other investments (including when it is not advantageous to do so) to meet its distribution requirement, which also may accelerate the recognition of gain and affect the Fund's total return. Dividends paid by PFICs will not be eligible to be treated as "qualified dividend income."

Federal Tax Treatment of Complex Securities. Funds may invest in complex securities. These investments may be subject to numerous special and complex tax rules, including mark-to-market, constructive sale, straddle, wash sale and short sale rules. These rules could affect whether gains and losses recognized by the Fund are treated as ordinary income or capital gain, accelerate the recognition of income to a Fund and/or defer a Fund's ability to recognize losses. In turn, these rules may affect the amount, timing or character of the income distributed to you by the Fund.

Each Fund is required, for federal income tax purposes, to mark-to-market and recognize as income for each taxable year its net unrealized gains and losses on certain futures and options contracts as of the end of the year as well as those actually realized during the year. Gain or loss from certain futures and options contracts required to be marked-to-market will be 60% long-term and 40% short-term capital gain or loss. Application of this rule may alter the timing and character of distributions to shareholders. A Fund may be required to defer the recognition of losses on futures contracts, option contracts and swaps to the extent of any unrecognized gains on offsetting positions held by the Fund.

As a result of entering into swap contracts, a Fund may make or receive periodic net payments. A Fund may also make or receive a payment when a swap is terminated prior to maturity through an assignment of the swap or other closing transaction. Periodic net payments will generally constitute ordinary income or deductions, while termination of a swap will generally result in capital gain or loss (which will be a long-term capital gain or loss if the Fund has been a party to the swap for more than one year). The tax treatment of many types of

## Edgar Filing: WisdomTree Trust - Form 485BPOS

credit default swaps is uncertain.

It is anticipated that any net gain realized from the closing out of futures or options contracts entered into by the Funds will be considered qualifying income for purposes of the 90% requirement for a Fund to qualify as a RIC.

Each Fund intends to distribute to shareholders annually any net capital gains that have been recognized for federal income tax purposes (including unrealized gains at the end of the Fund's fiscal year on futures or options transactions that are subject to the mark-to-market rule). Such distributions are combined with distributions of capital gains realized on a Fund's other investments and shareholders are advised on the nature of the distributions.

**Additional Tax Information Concerning REITs.** A Fund may invest in REITs that hold residual interests in real estate mortgage investment conduits ("REMICs") or which are, or have certain wholly-owned subsidiaries that are, "taxable mortgage pools." Under recently issued Treasury guidance, a portion of the Fund's income from a REIT that is attributable to the REIT's residual interest in a REMIC or equity interests in a taxable mortgage pool (referred to in the IRC as an "excess inclusion") will be subject to federal income tax in all events. This guidance provides that excess inclusion income of a RIC, such as a Fund, must generally be allocated to shareholders of the RIC in proportion to the dividends received by such shareholders, with the same consequences as if the shareholders held the related REMIC residual interest or taxable mortgage pool interests directly. In general, excess inclusion income allocated to shareholders (i) cannot be offset by net operating losses (subject to a limited exception for certain thrift institutions), (ii) will constitute unrelated business taxable income to entities (including a qualified pension plan, an individual retirement account, a 401(k) plan, a Keogh plan or other tax-exempt entity) subject to tax on unrelated business income, thereby potentially requiring such an entity that is allocated excess inclusion income, and otherwise might not be required to file a tax return, to file a tax return and pay tax on such income, and (iii) in the case of a foreign shareholder, will not qualify for any reduction in U.S. federal withholding tax. In addition, if at any time during any taxable year a "disqualified organization" (as defined in the IRC) is a

77

record holder of a share in a RIC, then the RIC will be subject to a tax equal to that portion of its excess inclusion income for the taxable year that is allocable to the disqualified organization, multiplied by the highest federal income tax rate imposed on corporations. No Fund intends to invest a substantial portion of its assets in REITs which generate excess inclusion income.

Foreign shareholders of a Fund must treat a distribution attributable to a Fund's sale of stock in a REIT or other U.S. real property holding company as real property gain, subject to U.S. tax and withholding, if 50% or more of the value of the Fund's assets are invested in REITs and other U.S. real property holding corporations and if the foreign shareholder has held more than 5% of a class of stock at any time during the one-year period ending on the date of the distribution. After December 31, 2007, a distribution from a Fund will be treated as attributable to a U.S. real property interest only if such distribution is attributable to a distribution received by the Fund from a REIT. Restrictions apply regarding wash sales and substitute payment transactions. Dividends received by the Fund from a REIT will generally not constitute qualified dividend income.

**Non-U.S. Shareholders.** Each shareholder who is not a U.S. person should consult

## Edgar Filing: WisdomTree Trust - Form 485BPOS

his or her tax advisor regarding the U.S. and foreign tax consequences of ownership of shares of a Fund. Each Fund will withhold a tax at a rate of 30% (or lower under a tax treaty) on all ordinary dividend distributions to non-U.S. persons. The withholding obligation generally does not apply to properly designated dividends derived from certain interest income of the Fund or from short-term capital gains of the Fund which are paid with respect to Fund years beginning before January 1, 2008. Depending on the circumstances, the Fund may make such designations with respect to all, some or none of its potentially eligible dividends and/or treat such dividends, in whole or in part, as ineligible for this exemption from withholding. In order to qualify for this exemption from withholding, a foreign person will need to comply with applicable certification requirements relating to its non-US status (including, in general, furnishing an IRS Form W-8BEN or substitute Form). In the case of shares held through an intermediary, the intermediary may withhold even if the Fund makes a designation with respect to a payment. Foreign persons should contact their intermediaries with respect to the application of these rules to their accounts.

The foregoing discussion is a summary only and is not intended as a substitute for careful tax planning. Purchasers of shares should consult their own tax advisers as to the tax consequences of investing in such shares, including under state, local and foreign tax laws. Finally, the foregoing discussion is based on applicable provisions of the IRC, regulations, judicial authority and administrative interpretations in effect on the date of this Statement of Additional Information. Changes in applicable authority could materially affect the conclusions discussed above, and such changes often occur.

### Taxation in India

#### Taxation of Shareholders

A shareholder is subject to taxation in India only if that shareholder is a resident of India or, being a non-resident, has an Indian source income through a Permanent Establishment or a business connection or receives income in India. Shareholders should not be liable for any income tax in India merely on account of their income from the Fund.

#### Taxation of IIP

Investors should note that taxation of the income of IIP arising from its investments in India is expected to be minimized under the provisions of the India Mauritius Double Tax Avoidance Treaty (the "Treaty"). No assurance can be given that the terms of the Treaty will not be subject to re-negotiation in the future and any change in the Treaty's application could have a material adverse affect on the returns of IIP. Further, it is possible that the Indian tax authorities may seek to take the position that IIP is not entitled to the benefits of the Treaty.

In order to claim the benefits of the Treaty, IIP must be a tax resident of Mauritius. IIP is eligible for the benefits of the Treaty if it is incorporated in Mauritius and is issued a certificate of Mauritian tax residence by the Tax Authorities in Mauritius. IIP expects to be granted a Tax Residency Certificate. Accordingly, the Fund expects to be eligible for the benefits under the Treaty.

It is currently not clear whether income from entities such as IIP will be classified as capital gains income or as 'business income' under Indian law. However, this distinction should not affect the ultimate tax consequences to IIP. Under the Treaty, capital gains from investment in Indian securities, global depository receipts, or American depository receipts issued with respect to Indian companies are exempt from tax, provided that the WisdomTree India Investment Portfolio does not have a Permanent Establishment in India. Similarly, 'business income,' is also exempt from taxation under the Treaty so long as IIP does not have a Permanent Establishment in India. If IIP were to

## Edgar Filing: WisdomTree Trust - Form 485BPOS

have such a Permanent Establishment, income attributable to that Permanent Establishment could be taxable in India at a rate of 42.23%.

Regardless of the application of the Treaty, all transactions entered on a recognized stock exchange in India are subject to the Securities Transaction Tax ("STT"), which is levied on the value of a transaction at rates not exceeding 0.25%. The STT can be set off against business income tax calculated under the Indian Income Tax Act, provided that the gains on the transactions subject to the STT are taxed as business income and not as capital gains.

It is currently not entirely clear whether the Indian Minimum Alternate Tax ("MAT") applies to IIP as a beneficiary of the Treaty. Although the Treaty should override the provisions of the Indian Income Tax Act and thus the application of the MAT, this is not certain. If the MAT does apply, and the Indian income tax payable by IIP is less than 10% of its book profits, then IIP would be deemed to owe taxes of 10% of book profits.

Please note that the above description is based on current provisions of Indian law, and any change or modification made by subsequent legislation, regulation, or administrative or judicial decision could increase the Indian tax liability of IIP and thus reduce the return to shareholders.

### Determination of NAV

The NAV of each Fund's shares is calculated each day the national securities exchanges are open for trading as of the close of regular trading on the New York Stock Exchange, generally 4:00 p.m. New York time (the "NAV Calculation Time"). NAV per share is calculated by dividing a Fund's net assets by the number of Fund shares outstanding.

Stocks held by a Fund are valued at their market value when reliable market quotations are readily available. Certain short-term debt instruments which may be used to manage a Fund's cash are valued on the basis of amortized cost. The values of any foreign securities held by a Fund are converted into U.S. dollars using an exchange rate deemed appropriate by the Fund.

When reliable market quotations are not readily available, securities are priced at their fair value, which is the price a security's owner might reasonably expect to receive upon its sale. A Fund also will use fair-value pricing if the value of a security it holds has been materially affected by events occurring before the NAV Calculation Time but after the close of the primary markets or exchanges on which the security is traded. This most commonly occurs with foreign securities, which may trade on foreign exchanges that close many hours before the Fund's pricing time. Intervening events might be company-specific (e.g., earnings report, merger announcement); country-specific (e.g., natural disaster, economic or political news, act of terrorism, interest rate change); or global. Intervening events include price movements in U.S. markets that are deemed to affect the value of foreign securities. Fair-value pricing also may be used for domestic securities if, for example, (i) trading in a security is halted and does not resume before the Fund's pricing time or if a security does not trade in the course of a day, or

(ii) the Fund holds enough of the security that its price could affect the Fund's NAV. Since the International Funds invest in securities listed on foreign exchanges that trade on weekends or other days when the Funds do not price their shares, the NAV of these Funds may change on days when shareholders will not be

## Edgar Filing: WisdomTree Trust - Form 485BPOS

able to purchase or redeem the Fund's shares.

Fair-value prices are determined by the Funds according to procedures adopted by the Board of Trustees. When fair-value pricing is employed, the prices of securities used by a Fund to calculate its NAV may differ from quoted or published prices for the same securities.

Transactions in Fund shares will be priced at NAV only if you purchase or redeem shares directly from a Fund in Creation Units. Fund shares are purchased or sold on a national securities exchange at market prices, which may be higher or lower than NAV.

Fund shares are purchased or sold on a national securities exchange at market prices, which may be higher or lower than NAV. No secondary sales will be made to brokers or dealers at a concession by the Distributor or by a Fund. Purchases and sales of shares in the secondary market, which will not involve a Fund, will be subject to customary brokerage commissions and charges. Transactions in Fund shares will be priced at NAV only if you purchase or redeem shares directly from a Fund in Creation Units.

### Dividends and Distributions

Each Fund pays out dividends, if any, to investors at least annually. Each Fund distributes its net realized capital gains, if any, to investors annually. The Funds may occasionally be required to make supplemental distributions at some other time during the year. Distributions in cash may be reinvested automatically in additional whole shares only if the broker through whom you purchased shares makes such option available. Your broker is responsible for distributing the income and capital gain distributions to you.

The Trust reserves the right to declare special distributions if, in its reasonable discretion, such action is necessary or advisable to preserve the status of each Fund as a RIC or to avoid imposition of income or excise taxes on undistributed income.

### Financial Statements

The audited financial statements, including the financial highlights appearing in the Trust's annual report to shareholders for the fiscal year ended March 31, 2007 and filed electronically with the Securities and Exchange Commission, are incorporated by reference and made part of this SAI. You may request a copy of the Trust's Annual Report at no charge by calling 866-909-9473 or through the Trust's website at [www.wisdomtree.com](http://www.wisdomtree.com).

### Miscellaneous Information

Counsel. Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036 is counsel to the Trust.

Independent Registered Public Accounting Firm. Ernst & Young LLP, with offices located at 5 Times Square, New York, New York 10036, serves as the independent auditor of the Trust.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

### Item 23. Exhibits

#### Exhibit

#### Number Description

(a)(1) Trust Instrument of the Registrant dated December 15, 2005 is incorporated herein by reference to exhibit (a) of Registrant's Initial Registration Statement on Form N-1A filed on March 13, 2006.

(a)(2) Certificate of Trust as filed with the State of Delaware on December 15, 2005 is incorporated herein by reference to exhibit (a)(2) of Registrant's Initial Registration Statement on Form N-1A filed on March 13, 2006.

(a)(3) Schedule A to the Trust Instrument dated December 15, 2005 is incorporated herein by reference to exhibit (a)(3) of the Registrant's Post-Effective Amendment No. 6 filed on August 6, 2007.

(b) By-Laws of the Registrant is incorporated herein by reference to exhibit (b) of Registrant's Initial Registration Statement on Form N-1A filed on March 13, 2006.

(c) Portions of the Trust Instrument and By-Laws of the Registrant defining the rights of holders of shares of the Registrant (Reference is made to Article II Sections 2, 3 and 8, and Articles III, IV, V, VI, VII, VIII, IX and X of the Registrant's Trust Instrument, filed as Exhibit (a)(1) to this Registration Statement; and to Articles I, V, and VI of the Registrant's By-Laws, filed as Exhibit (b) to this Registration Statement.)

(d)(1) Investment Advisory Agreement between the Registrant (on behalf of all series except the WisdomTree India Earnings Fund) and WisdomTree Asset Management, Inc. is incorporated herein by reference to exhibit (d)(1) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

(d)(2) Investment Advisory Agreement Schedule (on behalf of all series except the WisdomTree India Earnings Fund) is incorporated herein by reference to exhibit (d)(2) of the Registrant's Post-Effective Amendment No. 7 filed on October 19, 2007.

(d)(3) Sub-Advisory Agreement between WisdomTree Asset Management, Inc. and BNY Investment Advisors is filed herewith.

(d)(4) Sub-Advisory Agreement Schedule is filed herewith.

(d)(5) Investment Advisory Agreement between WisdomTree Asset Management, Inc. and BNY Investment Advisors and WisdomTree India Earnings Fund is filed herewith.

(e)(1) Distribution Agreement between the Registrant and ALPS Distributors, Inc. is incorporated herein by reference to exhibit (e)(1) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

(e) (2) Distribution Agreement Schedule is filed herewith.

(e) (3) Form of Authorized Participant Agreement is incorporated herein by reference to exhibit (e) (2) of Registrant's Initial Registration Statement on Form N-1A filed on March 13, 2006.

(f) Not applicable.

(g) (1) Custody Agreement between the Registrant and The Bank of New York is incorporated herein by reference to exhibit (g) (1) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

(g) (2) Custody Agreement Schedule is filed herewith.

(g) (3) Foreign Custody Manager Agreement between the Registrant and The Bank of New York is incorporated herein by reference to exhibit (g) (2) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

(g) (4) Foreign Custody Manager Agreement Schedule is filed herewith.

(h) (1) Administration and Accounting Agreement between the Registrant and The Bank of New York is incorporated herein by reference to exhibit (h) (1) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

(h) (2) Administration and Accounting Agreement Schedule is filed herewith.

(h) (3) Transfer Agency and Service Agreement between the Registrant and The Bank of New York is incorporated herein by reference to exhibit (h) (2) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

(h) (4) Transfer Agency and Service Agreement Schedule is filed herewith.

(h) (5) License Agreement between the Registrant and WisdomTree Investments, Inc is incorporated herein by reference to exhibit (h) (3) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

(h) (6) License Agreement Schedule is filed herewith.

(h) (7) Securities Lending Agency Agreement between the Registrant and UBS Securities LLC is incorporated herein by reference to exhibit (h) (4) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

(h) (8) Form of Securities Loan Agreement between the Registrant and UBS Securities LLC is incorporated herein by reference to exhibit (h) (5) of Registrant's Pre-Effective Amendment No. 1 filed on June 5, 2006.

(h) (9) Chief Compliance Officer Services Agreement between the Registrant and ALPS Funds Services, Inc. is incorporated herein by reference to exhibit (h) (6) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

(h) (10) Chief Compliance Officer Services Agreement Schedule is filed herewith.

(h) (11) Index Methodology is incorporated herein by reference to exhibit (h) (8) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

(h) (12) Index Methodology (Earnings) is incorporated herein by reference to exhibit (h) (12) of Registrant's Post-Effective Amendment No. 4 filed on February 15, 2007.

(h) (13) Services Agreement between the Registrant and WisdomTree Asset Management, Inc. is incorporated here by reference to Exhibit (h) (13) of Registrant's Post Effective Amendment No. 5 filed on July 30, 2007.

(i) Legal Opinion and Consent of Ropes & Gray LLP, counsel to the Registrant is filed herewith.

(j) Consent of \_\_\_\_\_, independent registered public accounting firm for the Registrant.\*

(k) Not applicable.

(l) Form of Letter of Representations between the Registrant and The Depository Trust Company is incorporated herein by reference to exhibit (l) of Registrant's Pre-Effective Amendment No. 2 filed on June 9, 2006.

(m) None.

(n) Not applicable.

(p) Code of Ethics of the Registrant is incorporated herein by reference to exhibit (p) of Registrant's Post-Effective Amendment No. 2 filed on September 29, 2006.

(q) Power of Attorney is incorporated herein be reference to exhibit (q) of Registrant's Post Effective Amendment No. 7 filed on October 19, 2007.

\* To be filed by Amendment.

Item 24. Persons Controlled by or under Common Control with Registrant

Not applicable.

Item 25. Indemnification

Reference is made to Article IX of the Registrant's Trust Instrument included as Exhibit (a) (1) to this Registration Statement with respect to the indemnification of the Registrant's trustees and officers, which is set forth below:

Section 1. LIMITATION OF LIABILITY.

All Persons contracting with or having any claim against the Trust or a particular Series shall look only to the assets of the Trust or Assets belonging to such Series, respectively, for payment under such contract or claim; and neither the Trustees nor any of the Trust's officers, employees, or agents, whether past, present, or future, shall be personally liable therefor. Every



## Edgar Filing: WisdomTree Trust - Form 485BPOS

written instrument or obligation on behalf of the Trust or any Series shall contain a statement to the foregoing effect, but the absence of such statement shall not operate to make any Trustee or officer of the Trust liable thereunder. Provided they have exercised reasonable care and have acted under the reasonable belief that their actions are in the best interest of the Trust, the Trustees and officers of the Trust shall not be responsible or liable for any act or omission or for neglect or wrongdoing of them or any officer, agent, employee, Investment Adviser, or independent contractor of the Trust, but nothing contained in this Trust Instrument or in the Delaware Act shall protect any Trustee or officer of the Trust against liability to the Trust or to Shareholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office.

### Section 2. INDEMNIFICATION.

(a) Subject to the exceptions and limitations contained in subsection (b) below:

(i) every Person who is, or has been, a Trustee or an officer, employee, or agent of the Trust ("Covered Person") shall be indemnified by the Trust or the appropriate Series (out of Assets belonging to that Series) to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any claim, action, suit, or proceeding in which he becomes involved as a party or otherwise by virtue of his being or having been a Covered Person and against amounts paid or incurred by him in the settlement thereof; provided that the transfer agent of the Trust or any Series shall not be considered an agent for these purposes unless expressly deemed to be such by the Trustees in a resolution referring to this Article.

(ii) as used herein, the words "claim," "action," "suit," or "proceeding" shall apply to all claims, actions, suits, or proceedings (civil, criminal, or other, including appeals), actual or threatened, and the words "liability" and "expenses" shall include attorneys fees, costs, judgments, amounts paid in settlement, fines, penalties, and other liabilities.

(b) No indemnification shall be provided hereunder to a Covered Person:

(i) who has been adjudicated by a court or body before which the proceeding was brought (A) to be liable to the Trust or its Shareholders by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office or (B) not to have acted in good faith in the reasonable belief that his action was in the best interest of the Trust; or

(ii) in the event of a settlement, unless there has been a determination that such Covered Person did not engage in willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office (A) by the court or other body approving the settlement, (B) by at least a majority of those Trustees who are neither Interested Persons of the Trust nor are parties to the matter based on a review of readily available facts (as opposed to a full trial-type inquiry), or (C) by written opinion of independent legal counsel based on a review of readily available facts (as opposed to a full trial-type inquiry).

(c) The rights of indemnification herein provided may be insured against by policies maintained by the Trust, shall be severable, shall not be exclusive of or affect any other rights to which any Covered Person may now or hereafter be entitled, and shall inure to the benefit of the heirs, executors, and administrators of a Covered Person.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

(d) To the maximum extent permitted by applicable law, expenses in connection with the preparation and presentation of a defense to any claim, action, suit, or proceeding of the character described in subsection (a) of this Section shall be paid by the Trust or applicable Series from time to time prior to final disposition thereof on receipt of an undertaking by or on behalf of such Covered Person that such amount will be paid over by him to the Trust or applicable Series if it is ultimately determined that he is not entitled to indemnification under this Section, provided that either (i) such Covered Person has provided appropriate security for such undertaking, (ii) the Trust is insured against losses arising out of any such advance payments, or (iii) either a majority of the Trustees who are neither Interested Persons of the Trust nor parties to the matter, or independent legal counsel in a written opinion, has determined, based on a review of readily available facts (as opposed to a full trial-type inquiry) that there is reason to believe that such Covered Person will not be disqualified from indemnification under this Section.

(e) Any repeal or modification of this Article IX by the Shareholders, or adoption or modification of any other provision of this Trust Instrument or the By-laws inconsistent with this Article, shall be prospective only, to the extent that such repeal, modification, or adoption would, if applied retrospectively, adversely affect any limitation on the liability of any Covered Person or indemnification available to any Covered Person with respect to any act or omission that occurred prior to such repeal, modification, or adoption.

Reference is made to Article VI of the Registrant's By-Laws included as Exhibit (b) to this Registration Statement with respect to the indemnification of the Registrant's trustees and officers, which is set forth below:

### Section 6.2. Limitation of Liability.

The Declaration refers to the Trustees as Trustees, but not as individuals or personally; and no Trustee, officer, employee or agent of the Trust shall be held to any personal liability, nor shall resort be had to their private property for the satisfaction of any obligation or claim or otherwise in connection with the affairs of the Trust; provided, that nothing contained in the Declaration or the By-Laws shall protect any Trustee or officer of the Trust from any liability to the Trust or its Shareholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be provided to trustees, officers and controlling persons of the Trust, pursuant to the foregoing provisions or otherwise, the Trust has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the

Securities Act of 1933, as amended, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Trust of expenses incurred or paid by a trustee, officer or controlling person of the Trust in connection with the successful defense of any action, suit or proceeding or payment pursuant to any insurance policy) is asserted against the Trust by such trustee, officer or controlling person in connection with the securities being registered, the Trust will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Item 26. Business and Other Connections of the Investment Adviser

## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree Asset Management, Inc. ("WTAM"), 48 Wall Street, 11th Floor, New York, NY 10005, a wholly-owned subsidiary of WisdomTree Investments, Inc., is a registered investment adviser and serves as manager for all funds of the Registrant. The description of WTAM under the caption of "Management-Investment Adviser" in the Prospectus and under the caption "Management of the Trust" in the Statement of Additional Information constituting Parts A and B, respectively, of this Registration Statement are incorporated herein by reference.

Each of the directors and officers of WTAM will also have substantial responsibilities as directors and/or officers of WisdomTree Investments, Inc., 48 Wall Street, 11th Floor, New York, NY 10005. To the knowledge of the Registrant, except as set forth below, none of the directors or executive officers of WTAM is or has been at any time during the past two fiscal years engaged in any other business, profession, vocation or employment of a substantial nature.

Name -----	Position with WisdomTree Asset Management, Inc. -----	Principal Business(es) During the Last Two Fiscal Years -----
Jonathan Steinberg	President, Chief Executive Officer and Director	Chief Executive Officer of WisdomTree Investments (formerly, Index Development Partners, Inc.); Director of WisdomTree Investments, Inc.; President of the WisdomTree Funds since 2005
Bruce Lavine	Interim Treasurer and Chief Financial Officer	Interim Treasurer of the WisdomTree Funds since 2007; Chief Operating Officer of WisdomTree Investments, Inc, (formerly India Development Partners, Inc.) Since May 2006; Barclays Global Investors, Head of New Markets from 2003 to 2006.
Richard Morris	Deputy General Counsel, Chief Legal Officer	Secretary and Chief Legal Officer of the WisdomTree Funds since 2005; Deputy General Counsel of WisdomTree Investments, Inc. since 2005; Senior Counsel at Barclays Global Investors, N.A. from 2002 to 2005; Counsel at Barclays Global Investors, N.A. from 2000 to 2001.

WTAM, with the approval of the Registrant's board of trustees, selects the sub-adviser for the funds of the Registrant. BNY Investment Advisors serves as sub-adviser for the funds.

Position with BNY

Principal Business(es) During

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Name -----	Investment Advisors -----	the last Two Fiscal Years -----
Kurt Zyla	Managing Director	Division Manager
Todd Rose	Vice President, Senior Portfolio Manager	Portfolio Management, Index Fund Management
Denise Krisko	Managing Director and CIO	Head of Index Management

Item 27. Principal Underwriters

(a) The Trust's distributor, ALPS Distributors, Inc. (the "Distributor"), acts as distributor for the Registrant and the following investment companies: Accessor Funds, AARP Funds, Agile Funds, Ameristock Mutual Funds, Inc., DIAMONDS Trust, Drake Funds, Financial Investors Trust, Financial Investors Variable Insurance Trust, First Funds, Firsthand Funds, Forward Emerald Funds, Henssler Funds, Inc., Holland Balanced Fund, Laudus Trust, Milestone, Nasdaq 100 Trust, PowerShares Exchange-Traded Funds Trust, SPDR Trust, MidCap SPDR Trust, Select Sector SPDR Trust, Stonebridge Funds, Inc., Utopia Funds, W. P. Stewart Funds, Wasatch Funds, and Westcore Trust.

(b) To the best of Registrant's knowledge, the directors and executive officers of the Distributor are as follows:

Name -----	Position(s) and Office(s) with the Distributor -----
Edmund J. Burke	President
Thomas Carter	Managing Director - Sales and Finance; Treasurer
Jeremy O. May	Managing Director - Operations and Client Service; Secretary
Diana Adams	Vice President, Controller
Tane Tyler	Chief Legal Officer, Assistant Secretary
Brad Swenson	Chief Compliance Officer

The business address of each of the Distributor's directors or officers is 1290 Broadway, Suite 1100, Denver, Colorado 80203.

(c) Not applicable.

Item 28. Location of Accounts and Records

(a) The Registrant maintains accounts, books and other documents required by Section 31(a) of the Investment Company Act of 1940 and the rules thereunder (collectively, "Records") at its offices at 48 Wall Street, 11th Floor, New York, NY 10005.

(b) WisdomTree Asset Management Inc. maintains all Records relating to its services as investment adviser to the Registrant at 48 Wall Street, 11th Floor,

Edgar Filing: WisdomTree Trust - Form 485BPOS

New York, NY 10005.

(c) BNY Investment Advisors maintains all Records relating to its services as sub-adviser to the Registrant at 1633 Broadway, 13th Floor, New York, NY 10019.

(d) ALPS Distributors, Inc. maintains all Records relating to its services as Distributor of the Registrant at 1290 Broadway, Suite 1100, Denver, Colorado 80203.

(e) The Bank of New York maintains all Records relating to its services as administrator, transfer agent and custodian of the Registrant at One Wall Street, New York, New York 10286.

Item 29. Management Services

Not applicable.

Item 30. Undertakings

The Registrant undertakes to file an amendment to this registration statement with certified financial statements showing the initial capital received before accepting subscriptions from more than 25 persons.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 2nd day of January, 2008.

WISDOMTREE TRUST  
(Registrant)

By: /s/ Jonathan Steinberg  
-----  
(Jonathan Steinberg, President)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signatures -----	Title(s) -----	Date ----
/s/ Jonathan Steinberg ----- Jonathan Steinberg	President (Principal Executive Officer) and Trustee	January 2, 2008

Edgar Filing: WisdomTree Trust - Form 485BPOS

/s/ Bruce Lavine* ----- Bruce Lavine	Interim Treasurer and Interim Secretary (Principal Financial and Accounting Officer)	January 2, 2008
/s/ Gregory Barton* ----- Gregory Barton	Trustee	January 2, 2008
/s/ Toni Massaro* ----- Toni Massaro	Trustee	January 2, 2008
/s/ Victor Ugolyn* ----- Victor Ugolyn	Trustee	January 2, 2008

\*By: /s/ Jonathan Steinberg  
Jonathan Steinberg  
(Attorney-in-Fact)

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
(d) (3)	Sub-Advisory Agreement between WisdomTree Asset Management, Inc. and BNY Investment Advisors is filed herewith.
(d) (4)	Sub-Advisory Agreement Schedule is filed herewith.
(d) (5)	Investment Advisory Agreement between WisdomTree Asset Management, Inc. and BNY Investment Advisors and WisdomTree India Earnings Fund is filed herewith.
(e) (2)	Distribution Agreement Schedule is filed herewith.
(g) (2)	Custody Agreement Schedule is filed herewith.
(g) (4)	Foreign Custody Manager Agreement Schedule is filed herewith.
(h) (2)	Administration and Accounting Agreement Schedule is filed herewith.
(h) (4)	Transfer Agency and Service Agreement Schedule is filed herewith.
(h) (6)	License Agreement Schedule is filed herewith.
(h) (10)	Chief Compliance Officer Services Agreement Schedule is filed herewith.
(i)	Legal Opinion and Consent of Ropes & Gray LLP, counsel to the Registrant is filed herewith.