

WisdomTree Trust  
Form 485BPOS  
October 19, 2018  
Table of Contents

As filed with the Securities and Exchange Commission on October 19, 2018

Securities Act File No. 333-132380

Investment Company Act File No. 811-21864

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-1A**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*  
**Pre-Effective Amendment No.**  
**Post-Effective Amendment No. 650**  
**and/or**

**REGISTRATION STATEMENT**

*UNDER*

*THE INVESTMENT COMPANY ACT OF 1940*  
**Amendment No. 652**  
**(Check appropriate box or boxes.)**

**WISDOMTREE TRUST**

**(Exact Name of Registrant as Specified in Charter)**

**245 Park Avenue**

**35th Floor**

**New York, NY 10167**

**(Address of Principal Executive Offices) (Zip Code)**

**1-866-909-9473**

**(Registrant's Telephone Number, including Area Code)**

**JONATHAN STEINBERG**

**WISDOMTREE TRUST**

**245 Park Avenue**

**35th Floor**

**New York, NY 10167**

**(Name and Address of Agent for Service)**

*Copies to:*

**W. John McGuire  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Avenue NW  
Washington, DC 20004**

**Ryan Louvar  
WisdomTree Asset Management, Inc.  
245 Park Avenue, 35th Floor  
New York, NY 10167**

It is proposed that this filing will become effective (check appropriate box):

60 days after filing pursuant to paragraph (a) (1) of Rule 485.

On (Date) pursuant to paragraph (a) (1) of Rule 485.

75 days after filing pursuant to paragraph (a) (2) of Rule 485.

On (Date) pursuant to paragraph (a) (2) of Rule 485.

Immediately upon filing pursuant to paragraph (b) of Rule 485.

On (Date) pursuant to paragraph (b) of Rule 485.

If appropriate, check the following box:

This post-effective amendment designates a new effective date for a previously filed post-effective amendment.

**Table of Contents**

Prospectus

October 19, 2018

International Equity ETFs

WisdomTree Trust

WisdomTree International Equity ETFs\*

Emerging/Frontier Markets

Emerging Markets Consumer Growth Fund (EMCG)

Emerging Markets Quality Dividend Growth Fund (DGRE)

China ex-State-Owned Enterprises Fund (CXSE)

\*Principal U.S. Listing Exchange: NASDAQ

THE U.S. 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.

---

---

**Table of Contents**WisdomTree Trust  
Table of ContentsWisdomTree International Equity ETFsFund Summaries

<u>WisdomTree Emerging Markets Consumer Growth Fund</u>	2
<u>WisdomTree Emerging Markets Quality Dividend Growth Fund</u>	8
<u>WisdomTree China ex-State-Owned Enterprises Fund</u>	14
<u>Additional Information About the Funds</u>	<u>21</u>
<u>Additional Information About the Funds' Investment Objectives</u>	21
<u>Additional Information About the Funds' Investment Strategies</u>	21
<u>Non-Principal Information About the Funds' Investment Strategies</u>	22
<u>Additional Principal Risk Information About the Funds</u>	22
<u>Additional Non-Principal Risk Information</u>	34
<u>Portfolio Holdings Information</u>	35

<u>Management</u>	<u>36</u>
<u>Investment Adviser</u>	36
<u>Sub-Adviser</u>	37
<u>Portfolio Managers</u>	37
<u>Additional Information on Buying and Selling Fund Shares</u>	<u>39</u>
<u>Share Trading Prices</u>	39
<u>Determination of Net Asset Value</u>	39
<u>Dividends and Distributions</u>	39
<u>Book Entry</u>	40
<u>Delivery of Shareholder Documents – Householding</u>	40
<u>Frequent Purchases and Redemptions of Fund Shares</u>	40
<u>Investments by Investment Companies</u>	40
<u>Additional Tax Information</u>	<u>41</u>
<u>Taxes on Distributions</u>	41
<u>Taxes When You Sell Fund Shares</u>	42
<u>Taxes on Creation and Redemption of Creation Units</u>	42
<u>Foreign Investments by the Fund</u>	43
<u>Distribution</u>	<u>44</u>
<u>Premium/Discount and NAV Information</u>	<u>44</u>
<u>Additional Notices</u>	<u>44</u>
<u>Financial Highlights</u>	<u>45</u>

---

**Table of Contents**Table of Contents

## WisdomTree Emerging Markets Consumer Growth Fund

## Investment Objective

The WisdomTree Emerging Markets Consumer Growth Fund (the “Fund”) seeks income and capital appreciation.

## Fees and Expenses of the Fund

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.

Shareholder Fees (fees paid directly from your investment)	None
Annual Fund Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)	
Management Fees	0.63%
Distribution and/or Service (12b-1) Fees	None
Other Expenses	0.00%
Total Annual Fund Operating Expenses	0.63%
Fee Waivers	(0.31)% <sup>1</sup>
Total Annual Fund Operating Expenses After Fee Waivers	0.32% <sup>1</sup>

1 WisdomTree Asset Management, Inc. (“WisdomTree Asset Management” or the “Adviser”) has contractually agreed to limit the Management Fee to 0.32% through July 31, 2019, unless earlier terminated by the Board of Trustees of WisdomTree Trust (the “Trust”) for any reason at any time.

## Example

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 were to invest \$10,000 in the Fund for the time periods indicated and then redeem 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 commissions that retail investors may pay to buy and sell shares of the Fund. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

1 Year	3 Years	5 Years	10 Years
\$ 33	\$ 170	\$ 320	\$ 757

## Portfolio Turnover

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the Fund’s performance. During the most recent fiscal year, the Fund’s portfolio turnover rate was 63% of the average value of its portfolio, excluding the value of portfolio securities received or delivered as a result of in-kind creations or redemptions of the Fund’s capital shares.

## Principal Investment Strategies of the Fund

The Fund, an exchange traded fund, is actively managed using a model-based approach.

The Fund seeks to achieve its investment objective by investing primarily in consumer growth stocks in emerging markets that provide the best combined rank of growth, quality, and valuation characteristics. The Fund’s investment adviser, WisdomTree Asset Management, Inc. (“WisdomTree Asset Management”), using a disciplined model-based process focused on a long-term approach to investing, seeks to identify consumer stocks that benefit from long-term growth in emerging market economies. WisdomTree Asset Management believes screening equity securities by fundamental attributes of corporate profitability and valuation can improve long-term returns. At a minimum, the Fund’s portfolio will be reconstituted and rebalanced annually, although a more active approach may be taken depending on such factors as market conditions and investment opportunities, and the number of holdings in the Fund

may vary. The Fund's portfolio may be actively traded in an attempt to achieve its investment objective, which may include frequent trading and may cause the Fund to have an increased portfolio turnover rate.

The Fund may invest in large-, mid-, and small-capitalization companies in any sector. As of October 10, 2018, a significant portion of the Fund was invested in companies in the communication services, consumer discretionary, consumer staples, and information technology sectors.

**Table of Contents**

Table of Contents

Principal Risks of Investing in the Fund

You can lose money on your investment in the Fund. The Fund is subject to the risks described below. Some or all of these risks may adversely affect the Fund's net asset value per share ("NAV"), trading price, yield, total return and/or ability to meet its objective. For more information about the risks of investing in the Fund, see the sections in the Fund's Prospectus titled "Additional Principal Risk Information About the Funds" and "Additional Non-Principal Risk Information."

Investment Risk. As with all investments, an investment in the Fund is subject to investment risk. Investors in the Fund could lose money, including the possible loss of the entire principal amount of an investment, over short or long periods of time.

3 WisdomTree Trust Prospectus

---



**Table of Contents**

Table of Contents

**Market Risk.** The trading prices of equity securities and other instruments fluctuate in response to a variety of factors, such as economic, financial or political events that impact the entire market, market segments, or specific issuers. The Fund's NAV and market price may fluctuate significantly in response to these and other factors. As a result, an investor could lose money over short or long periods of time.

**Shares of the Fund May Trade at Prices Other Than NAV.** As with all exchange-traded funds ("ETFs"), Fund shares may be bought and sold in the secondary market at market prices. The trading prices of the Fund's shares in the secondary market generally differ from the Fund's daily NAV and there may be times when the market price of the shares is more than the NAV (premium) or less than the NAV (discount). This risk is heightened in times of market volatility or periods of steep market declines. Because securities held by the Fund trade on foreign exchanges that are closed when the Fund's primary listing exchange is open, the Fund is likely to experience premiums and discounts greater than those of domestic ETFs.

**Capital Controls and Sanctions Risk.** Economic conditions, such as volatile currency exchange rates and interest rates, political events, military action and other conditions may, without prior warning, lead to foreign government intervention (including intervention by the U.S. government with respect to foreign governments, economic sectors, foreign companies and related securities and interests) and the imposition of capital controls and/or sanctions, which may also include retaliatory actions of one government against another government, such as seizure of assets. Capital controls and/or sanctions include the prohibition of, or restrictions on, the ability to own or transfer currency, securities or other assets, which may potentially include derivative instruments related thereto. Capital controls and/or sanctions may also impact the ability of the Fund to buy, sell, transfer, receive, deliver or otherwise obtain exposure to, foreign securities or currency, negatively impact the value and/or liquidity of such instruments, adversely affect the trading market and price for shares of the Fund, and cause the Fund to decline in value.

**Cash Redemption Risk.** The Fund's investment strategy will require it to redeem shares for cash or to otherwise include cash as part of its redemption proceeds. The Fund may be required to sell or unwind portfolio investments in order to obtain the cash needed to distribute redemption proceeds. This may cause the Fund to recognize a capital gain that it might not have recognized if it had made a redemption in-kind. As a result, the Fund may pay out higher annual capital gain distributions than if the in-kind redemption process was used.

**Consumer Discretionary Sector Risk.** The Fund currently invests a significant portion of its assets in the consumer discretionary sector, and therefore the Fund's performance could be negatively impacted by events affecting this sector. The consumer discretionary sector includes, for example, automobile, textile and retail companies. This sector can be significantly affected by, among other things, economic growth, worldwide demand, social trends, consumers' disposable income levels, and propensity to spend.

**Consumer Staples Sector Risk.** The Fund currently invests a significant portion of its assets in the consumer staples sector, and therefore the Fund's performance could be negatively impacted by events affecting this sector. The consumer staples sector includes, for example, food and drug retail and companies whose primary lines of business are food, beverage and other household items, including agricultural products. This sector can be significantly affected by, among other things, changes in price and availability of underlying commodities, rising energy prices and global and economic conditions.

**Communication Services Sector Risk.** The Fund currently invests a significant portion of its assets in the communication services sector, and therefore the Fund's performance could be negatively impacted by events affecting this sector. The communication services sector consists of companies that facilitate communication and offer content and information through various types of media. These companies include, for example, telecom companies, such as wireless and fixed-line telecommunications service providers, media companies, such as broadcasters, advertisers, publishers, cable and satellite companies, and companies in the movie industry, and other companies that provide internet software, on-line services, social media platforms, video games, and digital entertainment. This sector can be significantly affected by, among other things, government intervention and regulation, technological innovations that make existing products and services obsolete, and consumer demand.

**Currency Exchange Rate Risk.** Changes in currency exchange rates and the relative value of non-U.S. currencies will affect the value of the Fund's investment and the value of your Fund shares. Currency exchange rates can be very volatile and can change quickly and unpredictably. As a result, the value of an investment in the Fund may also change quickly, unpredictably, and without warning, and you may lose money.

**Cyber Security Risk.** The Fund and its service providers may be susceptible to operational and information security risks resulting from a breach in cyber security, including cyber-attacks. A breach in cyber security, intentional or unintentional, may adversely impact the Fund in many ways, including, but not limited to, disruption of the Fund's operational capacity, loss of proprietary information, theft or corruption of data, denial-of-service attacks on websites or network resources, and the unauthorized release of confidential information. Cyber-attacks affecting the Fund's third-party service providers, market makers, Authorized Participants, or the issuers of securities in which the Fund invests may subject the Fund to many of the same risks associated with direct cyber security breaches.

**Emerging Markets Risk.** Investments in securities and instruments traded in developing or emerging markets, or that provide exposure to such securities or markets, can involve additional risks relating to political, economic, or regulatory conditions not associated with investments in U.S. securities and instruments or investments in

**Table of Contents**

Table of Contents

more developed international markets. Such conditions may impact the ability of the Fund to buy, sell or otherwise transfer securities, adversely affect the trading market and price for Fund shares and cause the Fund to decline in value.

**Foreign Securities Risk.** Investments in non-U.S. securities involve political, regulatory, and economic risks that may not be present in U.S. securities. For example, investments in non-U.S. securities may be subject to risk of loss due to foreign currency fluctuations, political or economic instability, or geographic events that adversely impact issuers of foreign securities. Investments in non-U.S. securities also may be subject to withholding or other taxes and may be subject to additional trading, settlement, custodial, and operational risks. These and other factors can make investments in the Fund more volatile and potentially less liquid than other types of investments and may be heightened in connection with investments in developing or emerging markets countries.

**Geographic Investment Risk.** To the extent the Fund invests a significant portion of its assets in securities of companies of a single country or region, it is more likely to be impacted by events or conditions affecting that country or region. The Fund currently invests a significant portion of its assets in companies organized in China, Korea and Mexico, although this may change from time to time.

**Geopolitical Risk.** Some countries and regions in which the Fund invests have experienced security concerns, war, threats of war, aggression and/or conflict, terrorism, economic uncertainty, natural and environmental disasters and/or systemic market dislocations (including due to events outside of such countries or regions) that have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on the U.S. and world economies and markets generally, each of which may negatively impact the Fund's investments.

**Growth Investing Risk.** Growth stocks, as a group, may be out of favor with the market and underperform value stocks or the overall equity market. Growth stocks are generally more sensitive to market movements than other types of stocks primarily because their prices are based heavily on the future expectations of the economy and the stock's issuing company.

**Information Technology Sector Risk.** The Fund currently invests a significant portion of its assets in the information technology sector, and therefore the Fund's performance could be negatively impacted by events affecting this sector. The information technology sector includes, for example, internet, semiconductor, software, hardware, and technology equipment companies. This sector can be significantly affected by, among other things, the supply and demand for specific products and services, the pace of technological development, and government regulation.

**Issuer-Specific Risk.** Issuer-specific events, including changes in the actual or perceived financial condition of an issuer, can have a negative impact on the value of the Fund.

**Large-Capitalization Investing Risk.** The Fund may invest in the securities of large-capitalization companies. As a result, the Fund's performance may be adversely affected if securities of large-capitalization companies underperform securities of smaller-capitalization companies or the market as a whole. Large-capitalization companies may adapt more slowly to new competitive challenges and be subject to slower growth during times of economic expansion.

**Management Risk.** The Fund is actively managed using proprietary investment strategies and processes. There can be no guarantee that these strategies and processes will be successful or that the Fund will achieve its investment objective.

**Mid-Capitalization Investing Risk.** The Fund may invest in the securities of mid-capitalization companies. As a result, the Fund's performance may be adversely affected if securities of mid-capitalization companies underperform securities of other capitalization ranges or the market as a whole. Securities of mid-capitalization companies are often less stable and more vulnerable to market volatility and adverse economic developments than securities of larger companies.

**Table of Contents**Table of Contents

**Models and Data Risk.** While the Fund will be actively managed, the Fund's investment process is expected to be heavily dependent on quantitative models and the models may not perform as intended. Errors in data used in the models may occur from time to time and may not be identified and/or corrected, which may have an adverse impact on the Fund and its shareholders.

**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. To the extent the Fund invests a significant percentage of its assets in a limited number of issuers, the Fund is subject to the risks of investing in those few issuers, and may be more susceptible to a single adverse economic or regulatory occurrence. As a result, changes in the market value of a single security could cause greater fluctuations in the value of Fund shares than would occur in a diversified fund.

**Portfolio Turnover Risk.** The Fund's investment strategy may result in a high portfolio turnover rate. Higher portfolio turnover may result in the Fund paying higher levels of transaction costs and the distribution of additional capital gains, which generate greater tax liabilities for shareholders. These factors may negatively affect the Fund's performance.

**Small-Capitalization Investing Risk.** The Fund may invest in the securities of small-capitalization companies. As a result, the Fund may be more volatile than funds that invest in larger, more established companies. The securities of small-capitalization companies generally trade in lower volumes and are subject to greater and more unpredictable price changes than larger capitalization stocks or the stock market as a whole. Small-capitalization companies may be particularly sensitive to adverse economic developments as well as changes in interest rates, government regulation, borrowing costs and earnings.

**Fund Performance**

Historical Fund performance, which varies over time, can provide an indication of the risks of investing in the Fund. The bar chart that follows shows the annual total returns of the Fund for each full calendar year since the Fund commenced operations. The table that follows the bar chart shows the Fund's average annual total returns, both before and after taxes. This table also shows how the Fund's performance compares to the WisdomTree Emerging Markets Consumer Growth Index and that of a relevant broad-based securities index. Index returns do not reflect deductions for fees, expenses or taxes. All returns assume reinvestment of dividends and distributions. The Fund's past performance (before and after taxes) is not necessarily an indication of how the Fund will perform in the future. Updated performance information for the Fund is available online on the Fund's website at [www.wisdomtree.com](http://www.wisdomtree.com). The Fund's objective changed effective October 19, 2018. Prior to October 19, 2018, Fund performance reflects the investment objective of the Fund when it tracked the performance, before fees and expenses, of the WisdomTree Emerging Markets Consumer Growth Index.

The Fund's year-to-date total return as of June 30, 2018 was (14.00)%.

Best and Worst Quarter Returns (for the periods reflected in the bar chart above)

	Return	Quarter/Year
Highest Return	12.15%	1Q/2017
Lowest Return	(20.46)%	3Q/2015

After-tax returns are calculated using the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on your tax situation and may differ from those shown and are not relevant if you hold your shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts. In some cases the return after taxes may exceed the return before taxes due to an assumed tax benefit from any losses on a sale of Fund shares at the end of the measurement period.

Edgar Filing: WisdomTree Trust - Form 485BPOS

Average Annual Total Returns for the periods ending December 31, 2017

WisdomTree Emerging Markets Consumer Growth Fund	1 Year	Since Inception September 27, 2013
Return Before Taxes Based on NAV	35.17%	3.88%
Return After Taxes on Distributions	34.65%	3.42%
WisdomTree Trust Prospectus	6	

---

**Table of Contents**Table of Contents

	1 Year	Since Inception September 27, 2013
WisdomTree Emerging Markets Consumer Growth Fund*		
Return After Taxes on Distributions and Sale of Fund Shares	20.37%	2.98%
WisdomTree Emerging Markets Consumer Growth Index (Reflects no deduction for fees, expenses or taxes)	35.97%	4.65%
MSCI Emerging Markets Index (Reflects no deduction for fees, expenses or taxes)	37.28%	5.92%

\* The Fund's objective changed effective October 19, 2018. Prior to that date, the Fund sought to track the price and yield performance, before fees and expenses, of the WisdomTree Emerging Markets Consumer Growth Index.

**Management****Investment Adviser and Sub-Adviser**

WisdomTree Asset Management, Inc. serves as investment adviser to the Fund. BNY Mellon Asset Management North America Corporation (the "Sub-Adviser") serves as sub-adviser to the Fund.

**Portfolio Managers**

The Fund is managed by the Sub-Adviser's Equity Index Strategies Portfolio Management team. The individual members of the team jointly and primarily responsible for the day-to-day management of the Fund's portfolio are described below.

Karen Q. Wong, CFA, a Managing Director, Head of Index Portfolio Management, has been a portfolio manager of the Fund since its inception in September 2013.

Richard A. Brown, CFA, a Managing Director, Co-Head of Equity Index Portfolio Management and Senior Portfolio Manager, has been a portfolio manager of the Fund since its inception in September 2013.

Thomas J. Durante, CFA, a Managing Director, Co-Head of Equity Index Portfolio Management and Senior Portfolio Manager, has been a portfolio manager of the Fund since its inception in September 2013.

**Buying and Selling Fund Shares**

The Fund is an ETF. This means that shares of the Fund are listed on a national securities exchange, such as NASDAQ, and trade at market prices. Most investors will buy and sell shares of the Fund through brokers. Because Fund shares trade at market prices rather than NAV, shares may trade at a price greater than NAV (premium) or less than NAV (discount).

The Fund issues and redeems shares at NAV only in large blocks of shares ("Creation Units"), which only certain institutions or large investors (typically market makers or other broker-dealers) may purchase or redeem. Currently, Creation Units generally consist of 50,000 shares, though this may change from time to time. Creation Units are not expected to consist of less than 25,000 shares. The Fund issues and redeems Creation Units in exchange for a portfolio of securities and/or U.S. cash.

**Tax Information**

The Fund intends to make distributions that may be taxed as ordinary income, qualified dividend income, or capital gains.

**Payments to Broker-Dealers and Other Financial Intermediaries**

If you purchase shares of the Fund through a broker-dealer or other financial intermediary (such as a bank) (an "Intermediary"), WisdomTree Asset Management, Inc. or its affiliates may pay Intermediaries for certain activities related to the Fund, including participation in activities that are designed to make Intermediaries more knowledgeable about exchange traded products, including the Fund, or for other activities, such as marketing, educational training or other initiatives related to the sale or promotion of Fund shares. These payments may create a conflict of interest by influencing the Intermediary and your salesperson to recommend the Fund over another investment. Any such arrangements do not result in increased Fund expenses. Ask your salesperson or visit the Intermediary's website for more information.





**Table of Contents**Table of Contents

## WisdomTree Emerging Markets Quality Dividend Growth Fund

## Investment Objective

The WisdomTree Emerging Markets Quality Dividend Growth Fund (the “Fund”) seeks income and capital appreciation.

## Fees and Expenses of the Fund

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.

Shareholder Fees (fees paid directly from your investment)	None
Annual Fund Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)	
Management Fees	0.63%
Distribution and/or Service (12b-1) Fees	None
Other Expenses	0.00%
Total Annual Fund Operating Expenses	0.63%
Fee Waivers	(0.31)% <sup>1</sup>
Total Annual Fund Operating Expenses After Fee Waivers	0.32% <sup>1</sup>

1 WisdomTree Asset Management, Inc. (“WisdomTree Asset Management” or the “Adviser”) has contractually agreed to limit the Management Fee to 0.32% through July 31, 2019, unless earlier terminated by the Board of Trustees of WisdomTree Trust (the “Trust”) for any reason at any time.

## Example

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 were to invest \$10,000 in the Fund for the time periods indicated and then redeem 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 commissions that retail investors may pay to buy and sell shares of the Fund. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

1 Year	3 Years	5 Years	10 Years
\$ 33	\$ 170	\$ 320	\$ 757

## Portfolio Turnover

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the Fund’s performance. During the most recent fiscal year, the Fund’s portfolio turnover rate was 62% of the average value of its portfolio, excluding the value of portfolio securities received or delivered as a result of in-kind creations or redemptions of the Fund’s capital shares.

## Principal Investment Strategies of the Fund

The Fund, an exchange traded fund, is actively managed using a model-based approach.

The Fund seeks to achieve its investment objective by investing primarily in emerging market dividend-paying common stocks with growth characteristics. The Fund’s investment adviser, WisdomTree Asset Management, Inc. (“WisdomTree Asset Management”), using a disciplined model-based process focused on a long-term approach to investing, seeks to identify dividend-paying companies with strong corporate profitability and sustainable growth characteristics. WisdomTree Asset Management believes screening equity securities by measures of corporate profitability, dividend sustainability, and long-term growth potential can improve the returns to traditional investment strategies focused on emerging market securities, while also continuing to provide a source for potential income. At a

minimum, the Fund's portfolio will be reconstituted and rebalanced annually, although a more active approach may be taken depending on such factors as market conditions and investment opportunities, and the number of holdings in the Fund may vary. The Fund's portfolio may be actively traded in an attempt to achieve its investment objective, which may include frequent trading and may cause the Fund to have an increased portfolio turnover rate.

The Fund may invest in large-, mid-, and small-capitalization companies in any sector. As of October 10, 2018, a significant portion of the Fund was invested in companies in the consumer staples, consumer discretionary, and information technology sectors.

WisdomTree Trust Prospectus 8

---

**Table of Contents**

Table of Contents

Principal Risks of Investing in the Fund

You can lose money on your investment in the Fund. The Fund is subject to the risks described below. Some or all of these risks may adversely affect the Fund's net asset value per share ("NAV"), trading price, yield, total return and/or ability to meet its objective. For more information about the risks of investing in the Fund, see the sections in the Fund's Prospectus titled "Additional Principal Risk Information About the Funds" and "Additional Non-Principal Risk Information."

**Investment Risk.** As with all investments, an investment in the Fund is subject to investment risk. Investors in the Fund could lose money, including the possible loss of the entire principal amount of an investment, over short or long periods of time.

**Market Risk.** The trading prices of equity securities and other instruments fluctuate in response to a variety of factors, such as economic, financial or political events that impact the entire market, market segments, or specific issuers. The Fund's NAV and market price may fluctuate significantly in response to these and other factors. As a result, an investor could lose money over short or long periods of time.

**Shares of the Fund May Trade at Prices Other Than NAV.** As with all exchange-traded funds ("ETFs"), Fund shares may be bought and sold in the secondary market at market prices. The trading prices of the Fund's shares in the secondary market generally differ from the Fund's daily NAV and there may be times when the market price of the shares is more than the NAV (premium) or less than the NAV (discount). This risk is heightened in times of market volatility or periods of steep market declines. Because securities held by the Fund trade on foreign exchanges that are closed when the Fund's primary listing exchange is open, the Fund is likely to experience premiums and discounts greater than those of domestic ETFs.

**Capital Controls and Sanctions Risk.** Economic conditions, such as volatile currency exchange rates and interest rates, political events, military action and other conditions may, without prior warning, lead to foreign government intervention (including intervention by the U.S. government with respect to foreign governments, economic sectors, foreign companies and related securities and interests) and the imposition of capital controls and/or sanctions, which may also include retaliatory actions of one government against another government,

**Table of Contents**

Table of Contents

such as seizure of assets. Capital controls and/or sanctions include the prohibition of, or restrictions on, the ability to own or transfer currency, securities or other assets, which may potentially include derivative instruments related thereto. Capital controls and/or sanctions may also impact the ability of the Fund to buy, sell, transfer, receive, deliver or otherwise obtain exposure to, foreign securities or currency, negatively impact the value and/or liquidity of such instruments, adversely affect the trading market and price for shares of the Fund, and cause the Fund to decline in value.

**Cash Redemption Risk.** The Fund's investment strategy will require it to redeem shares for cash or to otherwise include cash as part of its redemption proceeds. The Fund may be required to sell or unwind portfolio investments in order to obtain the cash needed to distribute redemption proceeds. This may cause the Fund to recognize a capital gain that it might not have recognized if it had made a redemption in-kind. As a result, the Fund may pay out higher annual capital gain distributions than if the in-kind redemption process was used.

**Consumer Discretionary Sector Risk.** The Fund currently invests a significant portion of its assets in the consumer discretionary sector, and therefore the Fund's performance could be negatively impacted by events affecting this sector. The consumer discretionary sector includes, for example, automobile, textile and retail companies. This sector can be significantly affected by, among other things, economic growth, worldwide demand, social trends, consumers' disposable income levels, and propensity to spend.

**Consumer Staples Sector Risk.** The Fund currently invests a significant portion of its assets in the consumer staples sector, and therefore the Fund's performance could be negatively impacted by events affecting this sector. The consumer staples sector includes, for example, food and drug retail and companies whose primary lines of business are food, beverage and other household items, including agricultural products. This sector can be significantly affected by, among other things, changes in price and availability of underlying commodities, rising energy prices and global and economic conditions.

**Currency Exchange Rate Risk.** Changes in currency exchange rates and the relative value of non-U.S. currencies will affect the value of the Fund's investment and the value of your Fund shares. Currency exchange rates can be very volatile and can change quickly and unpredictably. As a result, the value of an investment in the Fund may also change quickly, unpredictably, and without warning, and you may lose money.

**Cyber Security Risk.** The Fund and its service providers may be susceptible to operational and information security risks resulting from a breach in cyber security, including cyber-attacks. A breach in cyber security, intentional or unintentional, may adversely impact the Fund in many ways, including, but not limited to, disruption of the Fund's operational capacity, loss of proprietary information, theft or corruption of data, denial-of-service attacks on websites or network resources, and the unauthorized release of confidential information. Cyber-attacks affecting the Fund's third-party service providers, market makers, Authorized Participants, or the issuers of securities in which the Fund invests may subject the Fund to many of the same risks associated with direct cyber security breaches.

**Dividend Paying Securities Risk.** Securities that pay dividends, as a group, may be out of favor with the market and underperform the overall equity market or stocks of companies that do not pay dividends. In addition, changes in the dividend policies of the companies held by the Fund or the capital resources available for such company's dividend payments may adversely affect the Fund.

**Emerging Markets Risk.** Investments in securities and instruments traded in developing or emerging markets, or that provide exposure to such securities or markets, can involve additional risks relating to political, economic, or regulatory conditions not associated with investments in U.S. securities and instruments or investments in more developed international markets. Such conditions may impact the ability of the Fund to buy, sell or otherwise transfer securities, adversely affect the trading market and price for Fund shares and cause the Fund to decline in value.

**Foreign Securities Risk.** Investments in non-U.S. securities involve political, regulatory, and economic risks that may not be present in U.S. securities. For example, investments in non-U.S. securities may be subject to risk of loss due to foreign currency fluctuations, political or economic instability, or geographic events that adversely impact issuers of foreign securities. Investments in non-U.S. securities also may be subject to withholding or other taxes and may be subject to additional trading, settlement, custodial, and operational risks. These and other factors can make investments in the Fund more volatile and potentially less liquid than other types of investments and may be heightened in connection with investments in developing or emerging markets countries.

**Table of Contents**

Table of Contents

**Geographic Investment Risk.** To the extent the Fund invests a significant portion of its assets in securities of companies of a single country or region, it is more likely to be impacted by events or conditions affecting that country or region. The Fund currently invests a significant portion of its assets in securities of companies in India, although this may change from time to time.

**Geopolitical Risk.** Some countries and regions in which the Fund invests have experienced security concerns, war, threats of war, aggression and/or conflict, terrorism, economic uncertainty, natural and environmental disasters and/or systemic market dislocations (including due to events outside of such countries or regions) that have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on the U.S. and world economies and markets generally, each of which may negatively impact the Fund's investments.

**Growth Investing Risk.** Growth stocks, as a group, may be out of favor with the market and underperform value stocks or the overall equity market. Growth stocks are generally more sensitive to market movements than other types of stocks primarily because their prices are based heavily on the future expectations of the economy and the stock's issuing company.

**Information Technology Sector Risk.** The Fund currently invests a significant portion of its assets in the information technology sector, and therefore the Fund's performance could be negatively impacted by events affecting this sector. The information technology sector includes, for example, internet, semiconductor, software, hardware, and technology equipment companies. This sector can be significantly affected by, among other things, the supply and demand for specific products and services, the pace of technological development, and government regulation.

**Issuer-Specific Risk.** Issuer-specific events, including changes in the actual or perceived financial condition of an issuer, can have a negative impact on the value of the Fund.

**Large-Capitalization Investing Risk.** The Fund may invest in the securities of large-capitalization companies. As a result, the Fund's performance may be adversely affected if securities of large-capitalization companies underperform securities of smaller-capitalization companies or the market as a whole. Large-capitalization companies may adapt more slowly to new competitive challenges and be subject to slower growth during times of economic expansion.

**Management Risk.** The Fund is actively managed using proprietary investment strategies and processes. There can be no guarantee that these strategies and processes will be successful or that the Fund will achieve its investment objective.

**Mid-Capitalization Investing Risk.** The Fund may invest in the securities of mid-capitalization companies. As a result, the Fund's performance may be adversely affected if securities of mid-capitalization companies underperform securities of other capitalization ranges or the market as a whole. Securities of mid-capitalization companies are often less stable and more vulnerable to market volatility and adverse economic developments than securities of larger companies.

**Models and Data Risk.** While the Fund will be actively managed, the Fund's investment process is expected to be heavily dependent on quantitative models and the models may not perform as intended. Errors in data used in

the models may occur from time to time and may not be identified and/or corrected, which may have an adverse impact on the Fund and its shareholders.

**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. To the extent the Fund invests a significant percentage of its assets in a limited number of issuers, the Fund is subject to

11 WisdomTree Trust Prospectus

---

**Table of Contents****Table of Contents**

the risks of investing in those few issuers, and may be more susceptible to a single adverse economic or regulatory occurrence. As a result, changes in the market value of a single security could cause greater fluctuations in the value of Fund shares than would occur in a diversified fund.

**Portfolio Turnover Risk.** The Fund's investment strategy may result in a high portfolio turnover rate. Higher portfolio turnover may result in the Fund paying higher levels of transaction costs and the distribution of additional capital gains, which generate greater tax liabilities for shareholders. These factors may negatively affect the Fund's performance.

**Small-Capitalization Investing Risk.** The Fund may invest in the securities of small-capitalization companies. As a result, the Fund may be more volatile than funds that invest in larger, more established companies. The securities of small-capitalization companies generally trade in lower volumes and are subject to greater and more unpredictable price changes than larger capitalization stocks or the stock market as a whole.

Small-capitalization companies may be particularly sensitive to adverse economic developments as well as changes in interest rates, government regulation, borrowing costs and earnings.

**Fund Performance**

Historical Fund performance, which varies over time, can provide an indication of the risks of investing in the Fund. The bar chart that follows shows the annual total returns of the Fund for each full calendar year since the Fund commenced operations. The table that follows the bar chart shows the Fund's average annual total returns, both before and after taxes. This table also shows how the Fund's performance compares to the WisdomTree Emerging Markets Quality Dividend Growth Index and that of a relevant broad-based securities index. Index returns do not reflect deductions for fees, expenses or taxes. All returns assume reinvestment of dividends and distributions. The Fund's past performance (before and after taxes) is not necessarily an indication of how the Fund will perform in the future. Updated performance information for the Fund is available online on the Fund's website at [www.wisdomtree.com](http://www.wisdomtree.com). The Fund's objective changed effective October 19, 2018. Prior to October 19, 2018, Fund performance reflects the investment objective of the Fund when it tracked the performance, before fees and expenses, of the WisdomTree Emerging Markets Quality Dividend Growth Index.

The Fund's year-to-date total return as of June 30, 2018 was (7.10)%.

Best and Worst Quarter Returns (for the periods reflected in the bar chart above)

Return	Quarter/Year
Highest Return 8.33%	1Q/2017
Lowest Return (18.17)%	3Q/2015

After-tax returns are calculated using the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on your tax situation and may differ from those shown and are not relevant if you hold your shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts. In some cases the return after taxes may exceed the return before taxes due to an assumed tax benefit from any losses on a sale of Fund shares at the end of the measurement period.

Average Annual Total Returns for the periods ending December 31, 2017

	1 Year	Since Inception August 1, 2013
WisdomTree Emerging Markets Quality Dividend Growth Fund*		
Return Before Taxes Based on NAV	29.92%	4.15%
Return After Taxes on Distributions	29.22%	3.62%
Return After Taxes on Distributions and Sale of Fund Shares	17.43%	3.20%



Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree Emerging Markets Quality Dividend Growth Index (Reflects no deduction for fees, expenses or taxes)	30.56% 5.07%
MSCI Emerging Markets Index (Reflects no deduction for fees, expenses or taxes)	37.28% 6.94%

The Fund's objective changed effective October 19, 2018. Prior to that date, the Fund sought to track the price and \*yield performance, before fees and expenses, of the WisdomTree Emerging Markets Quality Dividend Growth Index.

Management

Investment Adviser and Sub-Adviser

WisdomTree Asset Management, Inc. serves as investment adviser to the Fund. BNY Mellon Asset Management North America Corporation (the "Sub-Adviser") serves as sub-adviser to the Fund.

WisdomTree Trust Prospectus 12

---

**Table of Contents**

Table of Contents

**Portfolio Managers**

The Fund is managed by the Sub-Adviser's Equity Index Strategies Portfolio Management team. The individual members of the team jointly and primarily responsible for the day-to-day management of the Fund's portfolio are described below.

Karen Q. Wong, CFA, a Managing Director, Head of Index Portfolio Management, has been a portfolio manager of the Fund since its inception in August 2013.

Richard A. Brown, CFA, a Managing Director, Co-Head of Equity Index Portfolio Management and Senior Portfolio Manager, has been a portfolio manager of the Fund since its inception in August 2013.

Thomas J. Durante, CFA, a Managing Director, Co-Head of Equity Index Portfolio Management and Senior Portfolio Manager, has been a portfolio manager of the Fund since its inception in August 2013.

**Buying and Selling Fund Shares**

The Fund is an ETF. This means that shares of the Fund are listed on a national securities exchange, such as NASDAQ, and trade at market prices. Most investors will buy and sell shares of the Fund through brokers. Because Fund shares trade at market prices rather than NAV, shares may trade at a price greater than NAV (premium) or less than NAV (discount).

The Fund issues and redeems shares at NAV only in large blocks of shares ("Creation Units"), which only certain institutions or large investors (typically market makers or other broker-dealers) may purchase or redeem. Currently, Creation Units generally consist of 100,000 shares, though this may change from time to time. Creation Units are not expected to consist of less than 25,000 shares. The Fund issues and redeems Creation Units in exchange for a portfolio of securities and/or U.S. cash.

**Tax Information**

The Fund intends to make distributions that may be taxed as ordinary income, qualified dividend income, or capital gains.

**Payments to Broker-Dealers and Other Financial Intermediaries**

If you purchase shares of the Fund through a broker-dealer or other financial intermediary (such as a bank) (an "Intermediary"), WisdomTree Asset Management, Inc. or its affiliates may pay Intermediaries for certain activities related to the Fund, including participation in activities that are designed to make Intermediaries more knowledgeable about exchange traded products, including the Fund, or for other activities, such as marketing, educational training or other initiatives related to the sale or promotion of Fund shares. These payments may create a conflict of interest by influencing the Intermediary and your salesperson to recommend the Fund over another investment. Any such arrangements do not result in increased Fund expenses. Ask your salesperson or visit the Intermediary's website for more information.

13 WisdomTree Trust Prospectus

---

**Table of Contents**Table of Contents

## WisdomTree China ex-State-Owned Enterprises Fund

## Investment Objective

The WisdomTree China ex-State-Owned Enterprises Fund (the “Fund”) seeks to track the price and yield performance, before fees and expenses, of the WisdomTree China ex-State-Owned Enterprises Index (the “Index”).

## Fees and Expenses of the Fund

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.

Shareholder Fees (fees paid directly from your investment)	None
Annual Fund Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)	
Management Fees	0.63%
Distribution and/or Service (12b-1) Fees	None
Other Expenses	0.00%
Total Annual Fund Operating Expenses	0.63%
Fee Waivers	(0.31)% <sup>1</sup>
Total Annual Fund Operating Expenses After Fee Waivers	0.32% <sup>1</sup>

1 WisdomTree Asset Management, Inc. (“WisdomTree Asset Management” or the “Adviser”) has contractually agreed to limit the Management Fee to 0.32% through July 31, 2019, unless earlier terminated by the Board of Trustees of WisdomTree Trust (the “Trust”) for any reason at any time.

## Example

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 were to invest \$10,000 in the Fund for the time periods indicated and then redeem 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 commissions that retail investors may pay to buy and sell shares of the Fund. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

1 Year	3 Years	5 Years	10 Years
\$ 33	\$ 170	\$ 320	\$ 757

## Portfolio Turnover

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the Fund’s performance. During the most recent fiscal year, the Fund’s portfolio turnover rate was 20% of the average value of its portfolio, excluding the value of portfolio securities received or delivered as a result of in-kind creations or redemptions of the Fund’s capital shares.

## Principal Investment Strategies of the Fund

The Fund employs a “passive management” – or indexing – investment approach designed to track the performance of the Index. The Fund generally uses a representative sampling strategy to achieve its investment objective, meaning it generally will invest in a sample of the securities in the Index whose risk, return and other characteristics resemble the risk, return and other characteristics of the Index as a whole. Under normal circumstances, at least 80% of the Fund’s total assets (exclusive of collateral held from securities lending) will be invested in component securities of the Index and investments that have economic characteristics that are substantially identical to the economic characteristics of such component securities.

The Index is a modified float-adjusted market cap weighted index that consists of common stocks in China, excluding common stocks of “state-owned enterprises.” WisdomTree Investments, Inc. (“WisdomTree Investments”), as index provider, defines state-owned enterprises as companies with over 20% government ownership. The Index consists of companies that: (i) are incorporated or domiciled (i.e., maintain their principal place of business) in China; (ii) list shares on a stock exchange in Hong Kong or the United States; (iii) have a float-adjusted market capitalization of at least \$1 billion as of the annual Index screening date (“float-adjusted”

WisdomTree Trust Prospectus 14

---

**Table of Contents**Table of Contents

means that the share amounts reflect only shares available to investors); (iv) have an average daily dollar trading volume of at least \$100,000 for the three months preceding the annual Index screening date; (v) trade at least 250,000 shares per month or \$25 million notional for each of the six months preceding the annual Index screening date; and (vi) are not state-owned enterprises as of the annual Index screening date.

The Index also consists of the fifty largest companies by float-adjusted market capitalization that are incorporated in mainland China, listed and traded on the Shanghai Stock Exchange (“SSE”) or Shenzhen Stock Exchange (“SZSE”) via the Shanghai-Hong Kong or Shenzhen-Hong Kong Stock Connect (“Stock Connect”) programs in Chinese renminbi (“A-Shares”) and meet the trading requirements set forth above. Stock Connect is a securities trading and clearing linked program between either SSE or SZSE, and the Stock Exchange of Hong Kong Limited (“SEHK”), Hong Kong Securities Clearing Company Limited (“HKSCC”), and China Securities Depository and Clearing Corporation Limited (“ChinaClear”), with an aim to achieve mutual stock market access between the People’s Republic of China (“PRC”) and Hong Kong. The maximum weight of China A-Shares in the Index, at the time of the Index’s annual screening date, is capped at 25%; however, the weight of China A-Shares in the Index may fluctuate above the cap in response to market conditions and/or the application of volume factor adjustments, as described below.

Securities are weighted in the Index based on float-adjusted market capitalization, as modified pursuant to certain limitations set forth below. At the time of the Index’s annual screening date, the maximum weight of any security in the Index is capped at 10% and the maximum weight of any one sector in the Index is capped at 30%, subject to the following volume factor adjustments. Security and/or sector weights may fluctuate above the specified cap in response to market conditions and/or the application of volume factor adjustments. The Index methodology applies a volume factor adjustment to reduce a component security’s weight in the Index and reallocate the reduction in weight pro rata among the other securities if, as of the annual Index screening date, a component security no longer meets certain trading volume thresholds.

WisdomTree Investments, Inc. (“WisdomTree Investments”), as Index provider, currently uses Standard & Poor’s Global Industry Classification Standards (“S&P GICS”) to define companies within a sector. The following sectors are included in the Index: consumer discretionary, consumer staples, energy, health care, industrials, information technology, materials, real estate, telecommunication services, and utilities. A sector is comprised of multiple industries. For example, the energy sector is comprised of companies in, among others, the natural gas, oil and petroleum industries. As of October 10, 2018, a significant portion of the Index is comprised of companies in the communication services, consumer discretionary, and financial sectors.

To the extent the 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 the Index.

**Principal Risks of Investing in the Fund**

You can lose money on your investment in the Fund. The Fund is subject to the risks described below. Some or all of these risks may adversely affect the Fund’s net asset value per share (“NAV”), trading price, yield, total return and/or ability to meet its objective. For more information about the risks of investing in the Fund, see the sections in the Fund’s Prospectus titled “Additional Principal Risk Information About the Funds” and “Additional Non-Principal Risk Information.”

**Investment Risk.** As with all investments, an investment in the Fund is subject to investment risk. Investors in the Fund could lose money, including the possible loss of the entire principal amount of an investment, over short or long periods of time.

**Market Risk.** The trading prices of equity securities and other instruments fluctuate in response to a variety of factors, such as economic, financial or political events that impact the entire market, market segments, or specific issuers. The Fund’s NAV and market price may fluctuate significantly in response to these and other

factors. As a result, an investor could lose money over short or long periods of time.

**Shares of the Fund May Trade at Prices Other Than NAV.** As with all exchange-traded funds (“ETFs”), Fund shares may be bought and sold in the secondary market at market prices. The trading prices of the Fund’s shares in the secondary market generally differ from the Fund’s daily NAV and there may be times when the market price of the shares is more than the NAV (premium) or less than the NAV (discount). This risk is heightened in times of market volatility or periods of steep market declines. Because securities held by the Fund trade on foreign exchanges that are closed when the Fund’s primary listing exchange is open, the Fund is likely to experience premiums and discounts greater than those of domestic ETFs.

**Table of Contents**

Table of Contents

**Capital Controls and Sanctions Risk.** Economic conditions, such as volatile currency exchange rates and interest rates, political events, military action and other conditions may, without prior warning, lead to foreign government intervention (including intervention by the U.S. government with respect to foreign governments, economic sectors, foreign companies and related securities and interests) and the imposition of capital controls and/or sanctions, which may also include retaliatory actions of one government against another government, such as seizure of assets. Capital controls and/or sanctions include the prohibition of, or restrictions on, the ability to own or transfer currency, securities or other assets, which may potentially include derivative instruments related thereto. Capital controls and/or sanctions may also impact the ability of the Fund to buy, sell, transfer, receive, deliver or otherwise obtain exposure to, foreign securities or currency, negatively impact the value and/or liquidity of such instruments, adversely affect the trading market and price for shares of the Fund, and cause the Fund to decline in value.

**Cash Redemption Risk.** The Fund's investment strategy will require it to redeem shares for cash or to otherwise include cash as part of its redemption proceeds. The Fund may be required to sell or unwind portfolio investments in order to obtain the cash needed to distribute redemption proceeds. This may cause the Fund to recognize a capital gain that it might not have recognized if it had made a redemption in-kind. As a result, the Fund may pay out higher annual capital gain distributions than if the in-kind redemption process was used.

**Consumer Discretionary Sector Risk.** The Fund currently invests a significant portion of its assets in the consumer discretionary sector, and therefore the Fund's performance could be negatively impacted by events affecting this sector. The consumer discretionary sector includes, for example, automobile, textile and retail companies. This sector can be significantly affected by, among other things, economic growth, worldwide demand, social trends, consumers' disposable income levels, and propensity to spend.

**Communication Services Sector Risk.** The Fund currently invests a significant portion of its assets in the communication services sector, and therefore the Fund's performance could be negatively impacted by events affecting this sector. The communication services sector consists of companies that facilitate communication and offer content and information through various types of media. These companies include, for example, telecom companies, such as wireless and fixed-line telecommunications service providers, media companies, such as broadcasters, advertisers, publishers, cable and satellite companies, and companies in the movie industry, and other companies that provide internet software, on-line services, social media platforms, video games, and digital entertainment. This sector can be significantly affected by, among other things, government intervention and regulation, technological innovations that make existing products and services obsolete, and consumer demand.

**Currency Exchange Rate Risk.** Changes in currency exchange rates and the relative value of Hong Kong dollars will affect the value of the Fund's investment and the value of your Fund shares. Currency exchange rates can be very volatile and can change quickly and unpredictably. As a result, the value of an investment in the Fund may also change quickly, unpredictably, and without warning, and you may lose money.

**Cyber Security Risk.** The Fund and its service providers may be susceptible to operational and information security risks resulting from a breach in cyber security, including cyber-attacks. A breach in cyber security, intentional or unintentional, may adversely impact the Fund in many ways, including, but not limited to, disruption of the Fund's operational capacity, loss of proprietary information, theft or corruption of data, denial-of-service attacks on websites or network resources, and the unauthorized release of confidential

information. Cyber-attacks affecting the Fund's third-party service providers, market makers, Authorized Participants, or the issuers of securities in which the Fund invests may subject the Fund to many of the same risks associated with direct cyber security breaches.

**Emerging Markets Risk.** Investments in securities and instruments traded in developing or emerging markets, or that provide exposure to such securities or markets, can involve additional risks relating to political, economic, or regulatory conditions not associated with investments in U.S. securities and instruments or investments in more developed international markets. Such conditions may impact the ability of the Fund to buy, sell or otherwise transfer securities, adversely affect the trading market and price for Fund shares and cause the Fund to decline in value.

**Financial Sector Risk.** The Fund currently invests a significant portion of its assets in the financial sector, and therefore the Fund's performance could be negatively impacted by events affecting this sector. The financial sector includes, for example, banks and financial institutions providing mortgage and mortgage related services. This sector can be significantly affected by, among other things, changes in interest rates, government regulation, the rate of defaults on corporate, consumer and government debt, the availability and cost of capital, and fallout from the housing and sub-prime mortgage crisis.

**Foreign Securities Risk.** Investments in non-U.S. securities involve political, regulatory, and economic risks that may not be present in U.S. securities. For example, investments in non-U.S. securities may be subject to risk of loss due to foreign currency fluctuations, political or economic instability, or geographic events that adversely impact issuers of foreign securities. Investments in non-U.S. securities also may be subject to withholding or other taxes and may be subject to additional trading, settlement, custodial, and operational risks. These and other factors can make investments in the Fund more volatile and potentially less liquid than other types of investments and may be heightened in connection with investments in developing or emerging markets countries.

**Geographic Concentration in China.** Because the Fund concentrates its investments in China, the Fund's performance is expected to be closely tied to social, political, and economic conditions within China and to be more volatile than the performance of more geographically diversified funds. Although the Chinese economy has grown rapidly during recent years and the Chinese government has implemented significant economic reforms to liberalize trade policy, promote foreign investment, and reduce government control of the economy, there can be no guarantee that economic growth or these reforms will continue. The Chinese economy may also experience slower growth if global or domestic demand for Chinese goods decreases significantly and/or key



**Table of Contents**

**Table of Contents**

trading partners apply trade tariffs or implement other protectionist measures. The Chinese economy is also susceptible to rising rates of inflation, economic recession, market inefficiency, volatility, and pricing anomalies that may be connected to governmental influence, a lack of publicly-available information and/or political and social instability. The government of China maintains strict currency controls in order to achieve economic, trade and political objectives and regularly intervenes in the currency market. The Chinese government also plays a major role in the country's economic policies regarding foreign investments. Foreign investors are subject to the risk of loss from expropriation or nationalization of their investment assets and property, governmental restrictions on foreign investments and the repatriation of capital invested. The Chinese securities markets are subject to more frequent trading halts and low trading volume, resulting in substantially less liquidity and greater price volatility. These and other factors could have a negative impact on the Fund's performance and increase the volatility of an investment in the Fund.

**Geopolitical Risk.** China has experienced security concerns, war, threats of war, aggression and/or conflict, terrorism, economic uncertainty, natural and environmental disasters and/or systemic market dislocations (including due to events outside of such countries or regions) that have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on the U.S. and world economies and markets generally, each of which may negatively impact the Fund's investments.

**Index and Data Risk.** The Fund is not "actively" managed and seeks to track the price and yield performance, before fees and expenses, of the Index. The Index provider has the right to make adjustments to the Index or to cease making the Index available without regard to the particular interests of the Fund or its shareholders. If the computers or other facilities of the Index provider, Index calculation agent, data providers and/or relevant stock exchange malfunction for any reason, calculation and dissemination of Index values may be delayed and trading in Fund shares may be suspended for a period of time. Errors in Index data, Index calculations and/or the construction of the Index may occur from time to time and may not be identified and/or corrected by the Index provider, Index calculation agent or other applicable party for a period of time or at all, which may have an adverse impact on the Fund and its shareholders. The potential risk of continuing error may be particularly heightened in the case of the Index, which is generally not used as a benchmark by other funds or managers.

**Investment Style Risk.** The Fund invests in the securities included in, or representative of, the Index regardless of their investment merit. The Fund does not attempt to outperform the 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 segments relating to the Index.

**Issuer-Specific Risk.** Issuer-specific events, including changes in the actual or perceived financial condition of an issuer, can have a negative impact on the value of the Fund.

**Large-Capitalization Investing Risk.** The Fund may invest in the securities of large-capitalization companies. As a result, the Fund's performance may be adversely affected if securities of large-capitalization companies underperform securities of smaller-capitalization companies or the market as a whole. Large-capitalization companies may adapt more slowly to new competitive challenges and be subject to slower growth during times of economic expansion.

**Mid-Capitalization Investing Risk.** The Fund may invest in the securities of mid-capitalization companies. As a result, the Fund's performance may be adversely affected if securities of mid-capitalization companies

underperform securities of other capitalization ranges or the market as a whole. Securities of mid-capitalization companies are often less stable and more vulnerable to market volatility and adverse economic developments than securities of larger companies.

Non-Correlation Risk. As with all index funds, the performance of the Fund and its Index may differ from each other for a variety of reasons.

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. To the extent the Fund invests a significant percentage of its assets in a limited number of issuers, the Fund is subject to

---

**Table of Contents****Table of Contents**

the risks of investing in those few issuers, and may be more susceptible to a single adverse economic or regulatory occurrence. As a result, changes in the market value of a single security could cause greater fluctuations in the value of Fund shares than would occur in a diversified fund.

**Stock Connect Risk.** The Fund's ability to invest in China A-Shares through Stock Connect, or on such other stock exchanges in China that participate in Stock Connect from time to time or in the future, is subject to trading limits, rules and regulations by the applicable regulatory authority. These restrictions and regulations may adversely affect the Fund's ability to achieve its investment objective. For example, daily quotas that limit the Fund's maximum daily net purchases through Stock Connect may restrict the Fund's ability to invest in A-Shares through Stock Connect on a timely basis. Investments through Stock Connect are also subject to trading, clearance and settlement procedures that are relatively untested in mainland China. Stock Connect only operates on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. Accordingly, the Fund may be subject to price fluctuations at times when Stock Connect is not open for trading. SEHK, SSE and SZSE also reserve the right to suspend trading through Stock Connect, if necessary, to ensure an orderly and fair market and manage risks prudently. Halts may adversely affect the Fund's access to the PRC market. In addition, investments through Stock Connect are subject to the laws and rules of the PRC. As such, they are not covered by Hong Kong's Investor Compensation Fund, which compensates investors of any nationality who suffer pecuniary losses as a result of the default of a licensed intermediary or authorized financial institution in relation to exchange-traded products in Hong Kong. Investing through Stock Connect is also premised on the proper functioning of operational systems maintained by each market participant and the connectivity of differing securities regimes and legal systems in the PRC and Hong Kong. Investments through Stock Connect are also governed by departmental regulations that have legal effect in the PRC but have not been tested in the PRC courts. Moreover, the current regulations are subject to change. There can be no assurance that Stock Connect will not be abolished. The Fund, which may invest in the PRC markets through Stock Connect, may be adversely affected as a result of such changes.

**Tax Risk in China.** Uncertainties in PRC tax rules governing taxation of income and gains from investments in A-Shares could result in unexpected tax liabilities for the Fund. The Fund's investments in securities, including A-Shares, issued by PRC companies may cause the Fund to become subject to withholding and other taxes imposed by the PRC.

**Fund Performance**

Historical Fund performance, which varies over time, can provide an indication of the risks of investing in the Fund. The bar chart that follows shows the annual total returns of the Fund for each full calendar year since the Fund commenced operations. The table that follows the bar chart shows the Fund's average annual total returns, both before and after taxes. This table also shows how the Fund's performance compares to the Index and that of a relevant broad-based securities index. Index returns do not reflect deductions for fees, expenses or taxes. All returns assume reinvestment of dividends and distributions. The Fund's past performance (before and after taxes) is not necessarily an indication of how the Fund will perform in the future. Updated performance information for the Fund is available online on the Fund's website at [www.wisdomtree.com](http://www.wisdomtree.com).

The Fund performance shown below reflects when the Fund operated as the "WisdomTree China Dividend ex-Financials Fund". Effective July 1, 2015, the Fund changed its objective and was renamed the "WisdomTree China ex-State-Owned Enterprises Fund" which seeks to track the performance of the WisdomTree China ex-State-Owned Enterprises Index. Prior to July 1, 2015, the Fund sought to track the performance of the WisdomTree China Dividend ex-Financials Index.

The Fund's year-to-date total return as of June 30, 2018 was (4.28)%.

WisdomTree Trust Prospectus 18

---

**Table of Contents****Table of Contents**

Best and Worst Quarter Returns (for the periods reflected in the bar chart above)

	Return	Quarter/Year
Highest Return	19.72%	3Q/2017
Lowest Return	(22.44)%	3Q/2015

After-tax returns are calculated using the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on your tax situation and may differ from those shown and are not relevant if you hold your shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts. In some cases the return after taxes may exceed the return before taxes due to an assumed tax benefit from any losses on a sale of Fund shares at the end of the measurement period.

Average Annual Total Returns for the periods ending December 31, 2017

	1 Year	5 Years	Since Inception September 19, 2012
WisdomTree China ex-State-Owned Enterprises Fund*			
Return Before Taxes Based on NAV	78.04%	11.75%	12.94%
Return After Taxes on Distributions	77.61%	11.11%	12.33%
Return After Taxes on Distributions and Sale of Fund Shares	44.31%	9.09%	10.12%
WisdomTree China Dividend ex-Financials/China ex-State-Owned Enterprises Spliced Index** (Reflects no deduction for fees, expenses or taxes)	78.10%	12.57%	13.80%
MSCI China Index (Reflects no deduction for fees, expenses or taxes)	54.07%	9.90%	11.93%
FTSE China 50 Index*** (Reflects no deduction for fees, expenses or taxes)	35.57%	6.70%	8.99%

\* The Fund's objective changed effective July 1, 2015. Prior to that date, the Fund sought to track the price and yield performance, before fees and expenses, of the WisdomTree China Dividend ex-Financials Index. As of July 1, 2015, the Fund's objective seeks to track the price and yield performance, before fees and expenses, of the WisdomTree China ex-State-Owned Enterprises Index.

\*\* WisdomTree China Dividend ex-Financials Index through June 30, 2015; WisdomTree China ex-State-Owned Enterprises Spliced Index thereafter.

\*\*\* The index was formerly known as the FTSE China 25 Index, changed by FTSE on September 19, 2014.

**Management****Investment Adviser and Sub-Adviser**

WisdomTree Asset Management, Inc. serves as investment adviser to the Fund. BNY Mellon Asset Management North America Corporation (the "Sub-Adviser") serves as sub-adviser to the Fund.

**Portfolio Managers**

The Fund is managed by the Sub-Adviser's Equity Index Strategies Portfolio Management team. The individual members of the team jointly and primarily responsible for the day-to-day management of the Fund's portfolio are described below.

Karen Q. Wong, CFA, a Managing Director, Head of Index Portfolio Management, has been a portfolio manager of the Fund since its inception in February 2014.

Richard A. Brown, CFA, a Managing Director, Co-Head of Equity Index Portfolio Management and Senior Portfolio Manager, has been a portfolio manager of the Fund since its inception in February 2014.

Thomas J. Durante, CFA, a Managing Director, Co-Head of Equity Index Portfolio Management and Senior Portfolio Manager, has been a portfolio manager of the Fund since its inception in February 2014.

**Buying and Selling Fund Shares**

The Fund is an ETF. This means that shares of the Fund are listed on a national securities exchange, such as NASDAQ, and trade at market prices. Most investors will buy and sell shares of the Fund through brokers. Because Fund shares trade at market prices rather than NAV, shares may trade at a price greater than NAV (premium) or less than NAV (discount).

Edgar Filing: WisdomTree Trust - Form 485BPOS

The Fund issues and redeems shares at NAV only in large blocks of shares (“Creation Units”), which only certain institutions or large investors (typically market makers or other broker-dealers) may purchase or redeem. Currently,  
19 WisdomTree Trust Prospectus

---

**Table of Contents**

Table of Contents

Creation Units generally consist of 25,000 shares, though this may change from time to time. Creation Units are not expected to consist of less than 25,000 shares. The Fund issues and redeems Creation Units in exchange for a portfolio of securities and/or U.S. cash.

**Tax Information**

The Fund intends to make distributions that may be taxed as ordinary income, qualified dividend income, or capital gains.

**Payments to Broker-Dealers and Other Financial Intermediaries**

If you purchase shares of the Fund through a broker-dealer or other financial intermediary (such as a bank) (an “Intermediary”), WisdomTree Asset Management, Inc. or its affiliates may pay Intermediaries for certain activities related to the Fund, including participation in activities that are designed to make Intermediaries more knowledgeable about exchange traded products, including the Fund, or for other activities, such as marketing, educational training or other initiatives related to the sale or promotion of Fund shares. These payments may create a conflict of interest by influencing the Intermediary and your salesperson to recommend the Fund over another investment. Any such arrangements do not result in increased Fund expenses. Ask your salesperson or visit the Intermediary’s website for more information.

WisdomTree Trust Prospectus      20

---

**Table of Contents**

Table of Contents

Additional Information About the Funds

Additional Information About the Funds' Investment Objectives

Index Funds. The China ex-State-Owned Enterprises Fund (the "Index Fund") seeks to track the price and yield performance, before fees and expenses, of a particular index ("Index") developed by WisdomTree Investments. The Index consists of securities in the market suggested by its name that meet specific criteria developed by WisdomTree Investments.

All Funds. Since each Fund's investment objective has been adopted as a non-fundamental investment policy, each Fund's investment objective may be changed without a vote of shareholders upon 60 days' written notice to shareholders.

Additional Information About the Funds' Investment Strategies

Index Funds. The Index 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 (i.e., investments connoted by its Index). The Index Fund anticipates meeting this policy because, under normal circumstances, at least 80% of the Index Fund's total assets (exclusive of collateral held from securities lending) will be invested in component securities of its underlying Index and investments that have economic characteristics that are substantially identical to the economic characteristics of such component securities, such as depositary receipts based on component securities. WisdomTree Asset Management, Inc. ("WisdomTree Asset Management" or the "Adviser") expects that, over time, the correlation between the Index Fund's performance and that of its Index, before fees and expenses, will be 95% or better. A number of factors may affect the Fund's ability to achieve a high degree of correlation with its Index, and there can be no guarantee that the Fund will achieve a high degree of correlation.

The quantity of holdings in the Index Fund, by using a representative sampling strategy, will be based on a number of factors, including asset size of the Fund. In addition, from time to time, securities are added to or removed from the Index and consequently the attributes of the Index, such as sectors, industries or countries represented in the Index and weightings, may change. The Fund may sell securities that are represented in the Index, or purchase securities that are not yet represented in the Index, in anticipation of their removal from or addition to the Index or to reflect various corporate actions or other changes to the Index. Further, the Fund may overweight or underweight securities in the Index, purchase or sell securities not in the Index, or utilize various combinations of other available techniques, in seeking to track the Index.

Most traditional indexes and index funds weight their securities by looking simply at the market capitalization of such securities. The Index is a modified market cap weighted index.

21 WisdomTree Trust Prospectus

---



**Table of Contents****Table of Contents**

Active Funds. Each Active 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. To be eligible for inclusion in the model for each Active Fund, a company must be either domiciled, incorporated, listed or have a high level of risk associated with at least one of the following 17 emerging market nations (Brazil, Chile, China, Czech Republic, Hungary, India, Indonesia, Korea, Malaysia, Mexico, the Philippines, Poland, Russia, South Africa, Taiwan, Thailand, and Turkey) (with respect to China, the model may incorporate American Depository Receipts ("ADRs") or Global Depository Receipts ("GDRs") and locally listed shares). (With respect to Russia, the Fund will own United States and London listed ADRs and GDRs.)

China ex-State-Owned Enterprises Fund. Stock Connect comprises a Northbound Trading Link (for investment in China A-Shares) by which investors, through their Hong Kong brokers and a securities trading service company to be established by SEHK, may be able to place orders to trade eligible shares listed on SSE or SZSE by routing orders to the applicable exchange. Under Stock Connect, overseas investors (including the Fund) may be allowed, subject to rules and regulations issued and/or amended from time to time, to trade China A-Shares listed on the SSE or SZSE (together, the "Mainland Securities") through the Northbound Trading Link. The Mainland Securities include all the constituent stocks from time to time of the SSE 180 Index and SSE 380 Index, all the constituent stocks of the SZSE Component Index and SZSE Small/Mid Cap Innovation Index that have a market capitalization of not less than RMB 6 billion, and all the SSE- and SZSE-listed China A-Shares that are not included as constituent stocks of the relevant indices but which have corresponding H-Shares listed on SEHK, except (i) those SSE- and SZSE-listed shares which are not traded in RMB and (ii) those SSE- and SZSE-listed shares which are included in the "risk alert board". The list of eligible securities may be changed subject to the review and approval by the relevant PRC regulators from time to time.

#### Non-Principal Information About the Funds' Investment Strategies

The Index Fund may invest in other investments that the Fund believes will help it track its Index, including cash and cash equivalents, as well as in shares of other investment companies (including affiliated investment companies, such as ETFs), forward contracts, futures contracts, options on futures contracts, options and swaps.

Temporary Defensive Strategies. Each Active Fund's investment process is heavily dependent on quantitative models which do not adjust to take temporary defensive positions. However, each Active Fund reserves the right to invest in U.S. government securities, money market instruments, and cash, without limitation, as determined by the Adviser or Sub-Adviser in response to adverse market, economic, political or other conditions. In the event an Active Fund engages in temporary defensive strategies that are inconsistent with its investment strategies, the Active Fund's ability to achieve its investment objective may be limited.

Securities Lending. Each Fund may lend its portfolio securities in an amount not to exceed one third (33 1/3%) of the value of its total assets via a securities lending program through its securities lending agent, State Street Bank and Trust Company, to brokers, dealers and other financial institutions desiring to borrow securities to complete transactions and for other purposes. A securities lending program allows a Fund to receive a portion of the income generated by lending its securities and investing the respective collateral. A Fund will receive collateral for each loaned security which is at least equal to the market value of that security, marked to market each trading day. In the securities lending program, the borrower generally has the right to vote the loaned securities; however, a Fund may call loans to vote proxies if a material issue affecting the Fund's economic interest in the investment is to be voted upon. Security loans may be terminated at any time by a Fund.

#### Additional Principal Risk Information About the Funds

This section provides additional information regarding the principal risks described under "Principal Risks of Investing in the Fund" in the Fund Summaries. Risk information may not be applicable to each Fund. Please consult each Fund's Summary sections to determine which risks are applicable to a particular Fund. Each of the factors below could have a negative impact on Fund performance and trading prices.

#### Capital Controls and Sanctions Risk

Economic conditions, such as volatile currency exchange rates and interest rates, political events, military action and other conditions, may, without prior warning, lead to government intervention (including intervention by the U.S. government with respect to foreign governments, economic sectors, foreign companies and related securities and interests) and the imposition of capital controls and/or sanctions, which may also include retaliatory actions of one government against another government, such as seizure of assets. Capital controls and/or sanctions include the prohibition of, or restrictions on, the ability to own or transfer currency, securities or other assets, which may potentially include derivative instruments related thereto. Levies may be placed on profits repatriated by foreign entities (such as the Funds). Capital controls and/or sanctions may also impact the ability of a Fund to buy, sell, transfer, receive, deliver or otherwise obtain exposure to, foreign securities or currency, negatively impact the value and/or liquidity of such instruments, adversely affect the trading market and price for shares of a Fund, and cause a Fund to decline in value.

#### Cash Redemption Risk

When a Fund's investment strategy requires it to redeem shares for cash or to otherwise include cash as part of its redemption proceeds, it may be required to sell or unwind portfolio investments in order to obtain the cash needed to distribute redemption proceeds. This may cause a Fund to recognize capital gains that it might not have recognized if it had made a redemption in-kind (i.e., distribute securities as payment of redemption proceeds). As a result, the Funds may pay out higher annual capital gain distributions than if the in-kind redemption process was used.

WisdomTree Trust Prospectus 22

---

**Table of Contents**

**Table of Contents**

**Currency Exchange Rate Risk**

Changes in currency exchange rates and the relative value of non-U.S. currencies will affect the value of a Fund's investments and the value of a Fund's shares. Because each Fund's NAV is determined on the basis of U.S. dollars, the U.S. dollar value of your investment in a 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. Conversely, the dollar value of your investment in the Fund may go up if the value of the local currency appreciates against the U.S. dollar.

The value of the U.S. dollar measured against other currencies is influenced by a variety of factors. These factors include interest rates, national debt levels and trade deficits, changes in balances of payments and trade, domestic and foreign interest and inflation rates, global or regional political, economic or financial events, monetary policies of governments, actual or potential government intervention, and global energy prices. Political instability, the possibility of government intervention and restrictive or opaque business and investment policies may also reduce the value of a country's currency. Government monetary policies and the buying or selling of currency by a country's government may also influence exchange rates. Currency exchange rates can be very volatile and can change quickly and unpredictably. As a result, the value of an investment in a Fund may change quickly, unpredictably, and without warning, and you may lose money.

**Cyber Security Risk**

The Funds and their service providers may be susceptible to operational and information security risks resulting from a breach in cyber security, including cyber-attacks. A breach in cyber security, intentional or unintentional, may adversely impact the Funds in many ways, including, but not limited to, disruption of a Fund's operational capacity, loss of proprietary information, theft or corruption of data maintained online or digitally, denial-of-service attacks on websites or network resources, and the unauthorized release of confidential information. Cyber-attacks affecting a Fund's third-party service providers, including the investment adviser, sub-adviser, administrator, custodian, and transfer agent, may subject a Fund to many of the same risks associated with direct cyber security breaches and adversely impact the Fund. For instance, cyber-attacks may impact a Fund's ability to calculate its NAV, cause the release of confidential business information, impede trading, cause a Fund to incur additional compliance costs associated with corrective measures, subject a Fund to regulatory fines or other financial losses, and/or cause reputational damage to a Fund. Cyber security breaches of market makers, Authorized Participants, or the issuers of securities in which a Fund invests could also have material adverse consequences on a Fund's business operations and cause financial losses for a Fund and its shareholders. While the Funds and their service providers have established business continuity plans and risk management systems designed to address cyber security risks, prevent cyber-attacks and mitigate the impact of cyber security breaches, there are inherent limitations on such plans and systems. In addition, the Funds have no control over the cyber security protections put in place by their service providers or any other third parties whose operations may affect the Funds or their shareholders.

**Table of Contents**

Table of Contents

Foreign Securities Risk

Investments in non-U.S. securities and instruments involve political, regulatory, and economic risks that may not be present in U.S. securities. For example, investments in non-U.S. securities may be subject to risk of loss due to foreign currency fluctuations, political or economic instability, or geographic events that adversely impact issuers of foreign securities. There may be less information publicly available about a non-U.S. issuer than a U.S. issuer. Non-U.S. issuers may be subject to different accounting, auditing, financial reporting and investor protection standards than U.S. issuers. Investments in non-U.S. securities may be subject to withholding or other taxes and may be subject to additional trading, settlement, custodial, and operational risks. With respect to certain countries, there is the possibility of government intervention and expropriation or nationalization of assets. Because legal systems differ, there is also the possibility that it will be difficult to obtain or enforce legal judgments in certain countries. Since foreign exchanges may be open on days when a Fund does not price its shares, the value of the securities in a Fund's portfolio may change on days when shareholders will not be able to purchase or sell a Fund's shares. Conversely, Fund shares may trade on days when foreign exchanges are closed. Each of these factors can make investments in a Fund more volatile and potentially less liquid than other types of investments and may be heightened in connection with investments in developing or emerging market countries. Foreign securities also include American Depositary Receipts ("ADRs"), which are U.S. dollar-denominated receipts representing shares of foreign-based corporations. ADRs are issued by U.S. banks or trust companies and entitle the holder to all dividends and capital gains that are paid out on the underlying foreign shares. Global Depositary Receipts ("GDRs"), which are similar to ADRs, represent shares of foreign-based corporations and are generally issued by international banks in one or more markets around the world. Investments in ADRs and GDRs may be less liquid and more volatile than underlying shares in their primary trading markets.

WisdomTree Trust Prospectus 24

---

**Table of Contents**

Table of Contents

**Geographic Investment Risk**

To the extent that a Fund invests a significant portion of its assets in the securities of companies of a single country or region, it is more likely to be impacted by events or conditions affecting that country or region. For example, political and economic conditions and changes in regulatory, tax, or economic policy in a country could significantly affect the market in that country and in surrounding or related countries and have a negative impact on the Fund's performance. Currency developments or restrictions, political and social instability, and changing economic conditions have resulted in significant market volatility.

**Emerging Markets Risk**

Investments in securities and instruments traded in developing or emerging markets, or that provide exposure to such securities or markets, can involve additional risks relating to political, economic, or regulatory conditions not associated with investments in U.S. securities and instruments or investments in more developed international markets. For example, developing and emerging markets may be subject to (i) greater market volatility, (ii) lower trading volume and liquidity, (iii) greater social, political and economic uncertainty, (iv) governmental controls on foreign investments and limitations on repatriation of invested capital, (v) lower disclosure, corporate governance, auditing and financial reporting standards, (vi) fewer protections of property rights, (vii) restrictions on the transfer of securities or currency or payment of dividends and (viii) settlement and trading practices that differ from U.S. markets. Each of these factors may impact a Fund's ability to buy, sell, transfer, receive, deliver or otherwise obtain exposure to, emerging market securities or currency, negatively impact the value and/or liquidity of such instruments, adversely affect the trading market and price for shares of the Fund and cause a Fund to decline in value. The volatility of emerging markets may be heightened by the actions (such as significant buying and selling) of a few major investors. For example, substantial increases or decreases in cash flows of funds investing in these markets could significantly affect local securities' prices and cause Fund share prices to decline. For these and other reasons, investments in emerging markets are often considered speculative.

**Geographic Concentration in China**

Although the Chinese economy has grown rapidly during recent years and the Chinese government has implemented significant economic reforms to liberalize trade policy, promote foreign investment, and reduce government control of the economy, there can be no guarantee that economic growth or these reforms will continue. Economic liberalization in China may also result in disparities of wealth that lead to social disorder, including violence and labor unrest. The Chinese economy may also experience slower growth if global or domestic demand for Chinese goods decreases significantly and/or key trading partners apply trade tariffs or implement other protectionist measures. The Chinese economy is also susceptible to rising rates of inflation, economic recession, market inefficiency, volatility, and pricing anomalies that may be connected to governmental influence, a lack of publicly-available information and/or political and social instability. Strained relationships with neighboring countries, including any military conflicts in response to such confrontations, may negatively impact China's economic development and destabilize the region. The government of China maintains strict currency controls in order to achieve economic, trade and political objectives and regularly intervenes in the currency market. The Chinese government places strict regulation on the Renminbi and Hong Kong dollar and manages the Renminbi and Hong Kong dollar so that they have historically traded in a tight range relative to the U.S. dollar. The Chinese government has been under pressure to manage the currency in a less restrictive fashion so that it is less correlated to the U.S. dollar. It is expected that such action would increase the value of the Renminbi and the Hong Kong dollar relative to the U.S. dollar. Of course, there can be no guarantee that this will occur, or that the Renminbi or the Hong Kong dollar will move in relation to the U.S. dollar as expected. The Chinese government also plays a major role in the country's economic policies regarding foreign investments. Foreign investors are subject to the risk of loss from expropriation or nationalization of their investment assets and property, governmental restrictions on foreign investments and the repatriation of capital invested. China's authoritarian government has also used force in the past to suppress civil dissent, and China's foreign and domestic policies remain in conflict with those of Hong Kong as well as nationalist and religious groups in Xinjiang and Tibet. These and other

factors could have a negative impact on the Chinese economy as a whole.

25 WisdomTree Trust Prospectus

---

**Table of Contents**

Table of Contents

**Geopolitical Risk**

Some countries and regions in which the Funds invest have experienced security concerns, war, threats of war, aggression and/or conflict, terrorism, economic uncertainty, natural and environmental disasters and/or systemic market dislocations (including due to events outside of such countries or regions) that have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on the U.S. and world economies and markets generally. Such geopolitical and other events may also disrupt securities markets and, during such market disruptions, a Fund's exposure to the other risks described herein will likely increase. For example, a market disruption may adversely affect the orderly functioning of the securities markets. Each of the foregoing may negatively impact the Fund's investments.

**Index and Data Risk**

The Index Fund is not "actively" managed and seeks to track the price and yield performance, before fees and expenses, of its Index. The Index Provider has the right to make adjustments to the Indexes or to cease making the Indexes available without regard to the particular interests of the Funds or the Funds' shareholders. While the Index Provider provides a rules-based methodology that describes what each Index is designed to achieve within a particular set of rules, neither the Index Provider, its agents nor data providers provide any warranty or accept any liability in relation to the quality, accuracy or completeness of the applicable Index, its calculation, valuation or its related data, and they do not guarantee that the applicable Index will be in line with the Index Provider's methodology, regardless of whether or not the Index Provider is affiliated with the Adviser. The composition of the Index is dependent on data from one or more third parties and/or the application of such data within the rules of the Index methodology, which may be based on assumptions or estimates. If the computers or other facilities of the Index Provider, Index calculation agent, data providers and/or relevant stock exchange malfunction for any reason, calculation and dissemination of Index values may be delayed and trading in Fund shares may be suspended for a period of time. Errors in Index data, Index computations and/or the construction of the Indexes may occur from time to time and may not be identified and/or corrected by the Index Provider, Index calculation agent or other applicable party for a period of time or at all, which may have an adverse impact on the Funds and their shareholders. The potential risk of continuing error may be particularly heightened in the case of the Indexes, which are not used as benchmarks by other funds or managers. Any of the foregoing may lead to the inclusion of securities in an Index, exclusion of securities from an Index or the weighting of securities in an Index that would have been different had data or other information been correct or complete, which may lead to a different investment outcome than would have been the case had such events not occurred. The Adviser, through the Sub-Adviser, seeks to manage each Fund to correspond to the applicable Index provided by the Index Provider. Consequently, losses or costs associated with an Index's errors or other risks described above will generally be borne by the Funds and their shareholders and neither the Adviser nor its affiliates or agents make any representations or warranties regarding the foregoing.

WisdomTree Trust Prospectus 26

---

**Table of Contents**

Table of Contents

Investment Risk

As with all investments, an investment in a Fund is subject to investment risk. Investors in a Fund could lose money, including the possible loss of the entire principal amount of an investment, over short or long periods of time. 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.

Investment Style Risk

The Index Fund invests in the securities included in, or 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, each Fund's performance may be adversely affected by a general decline in the market segments relating to its Index. The returns from the types of securities in which a Fund invests may underperform returns from the various general securities markets or different asset classes. This may cause a 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.

Dividend Paying Securities Risk

Securities that pay dividends, as a group, may be out of favor with the market and underperform the overall equity market or stocks of companies that do not pay dividends. In addition, changes in the dividend policies of the companies held by a Fund or the capital resources available for such company's dividend payments may adversely affect the Fund. In the event a company reduces or eliminates its dividend, a Fund may not only lose the dividend payout but the stock price of the company may also fall.

Growth Investing Risk

Growth stocks, as a group, may be out of favor with the market and underperform value stocks or the overall equity market. Growth stocks generally are priced higher than non-growth stocks, in relation to the issuer's earnings and other measures, because investors believe they have greater growth potential, but there is no guarantee that their growth potential will be realized. Growth stocks are generally more sensitive to market movements than other types of stocks primarily because their prices are based heavily on future expectations. If investors believe an issuing company's future earnings expectations will not be met, growth stock prices can decline rapidly and significantly. An investment in growth stocks may also be susceptible to rapid price swings during periods of economic uncertainty.

Issuer-Specific Risk

Changes in the actual or perceived 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 a Fund. Each Active Fund is actively managed using proprietary investment strategies and processes. Each Active Fund is subject to active management or security-selection risk and its performance therefore will reflect, in part, the ability of the Sub-Adviser to select investments and to make investment decisions that are suited to achieving the Fund's investment objective. The Sub-Adviser's assessment of a particular investment, company or sector and/or assessment of broader economic, financial or other macro views, may prove incorrect, including because of factors that were not adequately foreseen, and the selection of investments may not perform as well as expected when those investments were purchased or as well as the markets generally, resulting in Fund losses or underperformance. There can be no guarantee that these strategies and processes will produce the intended results and no guarantee that the Fund will achieve its investment objective or outperform other investment strategies over the short- or long-term market cycles. This risk is exacerbated when an investment or multiple investments made as a result of such decisions are significant relative to the Fund's net assets.

Market Risk



The trading prices of equity securities, fixed income securities, currencies, commodities, and other instruments fluctuate in response to a variety of factors. These factors include events impacting the entire market or specific market segments, such as political, market and economic developments, including, but not limited to, changes in interest rates, government regulation, and the outlook for economic growth or recession, as well as events that impact specific issuers, such as changes to an issuer's actual or perceived creditworthiness. A Fund's NAV and market price, like security and commodity prices generally, may fluctuate significantly in response to these and other factors. As a result, an investor could lose money over short or long periods of time.

#### Market Capitalization Risk

##### Small-Capitalization Investing

The securities of small-capitalization companies may be more vulnerable to adverse issuer, market, political, or economic developments than securities of larger-capitalization companies. The securities of small-capitalization companies generally trade in lower volumes and are subject to greater and more unpredictable price changes than larger capitalization stocks or the stock market as a whole. Some small capitalization companies have limited product lines, markets, and financial and managerial resources and tend to concentrate on fewer geographical markets relative to larger capitalization companies. There is typically less publicly available information concerning smaller-capitalization companies than for larger, more established companies. Small-capitalization companies also may be particularly sensitive to changes in interest rates, government regulation, borrowing costs and earnings.

27 WisdomTree Trust Prospectus

---

**Table of Contents**

Table of Contents

**Mid-Capitalization Investing**

The securities of mid-capitalization companies may be more vulnerable to adverse issuer, market, political, or economic developments than securities of large-capitalization companies. The securities of mid-capitalization companies generally trade in lower volumes and are subject to greater and more unpredictable price changes than large capitalization stocks or the stock market as a whole. Some medium capitalization companies have limited product lines, markets, financial resources, and management personnel and tend to concentrate on fewer geographical markets relative to large-capitalization companies.

**Large-Capitalization Investing**

Securities of large-capitalization companies may underperform securities of smaller companies or the market as a whole. The securities of large-capitalization companies may be relatively mature compared to smaller companies and therefore subject to slower growth during times of economic expansion. Large-capitalization companies may also be unable to respond quickly to new competitive challenges, such as changes in technology and consumer tastes. Each Active Fund is actively managed based upon the Adviser's quantitative model which is heavily dependent on data from one or more third parties and may not perform as intended. If the computers or other facilities of the data providers malfunction for any reason, model calculation and dissemination may be delayed, and trading of Fund shares may be suspended for a period of time. Errors in the model data, calculations and/or the construction of the model may occur from time to time and may not be identified and/or corrected by the Adviser or other applicable party for a period of time or at all, which may have an adverse impact on the Fund and its shareholders. The potential risk of continuing error may be particularly heightened in the case of the model, which will likely not be used by other funds or managers.

**Non-Correlation Risk**

As with all index funds, the performance of a Fund and its Index may vary somewhat for a variety of reasons. For example, each Fund incurs operating expenses and portfolio transaction costs, while also managing cash flows and potential operational inefficiencies, not incurred by its Index. In addition, a Fund may not be fully invested in the securities of its Index at all times or may hold securities not included in its Index or may be subject to pricing differences, differences in the timing of dividend accruals, tax gains or losses, currency convertibility and repatriation, operational inefficiencies and the need to meet various new or existing regulatory requirements. For example, it may take several business days for additions and deletions to an Index to be reflected in the portfolio composition of a Fund. The use of sampling techniques may affect a Fund's ability to achieve close correlation with its Index. By using a representative sampling strategy, a Fund generally can be expected to have a greater non-correlation risk and this risk may be heightened during times of market volatility or other unusual market conditions.

**Non-Diversification Risk**

Each Fund is considered to be non-diversified. This means that each Fund may invest more of its assets in the securities of a single issuer or a smaller number of issuers than if it was a diversified fund. As a result, a 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 a Fund's volatility and cause the performance of a relatively smaller number of issuers to have a greater impact on a Fund's performance.

**Portfolio Turnover Risk**

Each Active Fund's investment strategy may result in a high portfolio turnover rate. Higher portfolio turnover may result in the Fund paying higher levels of transaction costs and the distribution of additional capital gains, which generate greater tax liabilities for shareholders. These factors may negatively affect the Fund's performance.

**Sector Risks**

**Communication Services Sector Risk**

The communication services sector consists of companies that facilitate communication and offer content and information through various types of media, such as telecom and media companies, and certain internet retailers and software companies. Telecom companies include wireless and fixed-line telecommunications service providers and

companies that provide high-density data transmission services through high bandwidth or fiber-optic cable networks. Media companies include broadcasting corporations, cable and satellite companies, advertising and publishing companies, and movie and entertainment companies. Other companies in this sector either provide internet software and services, such as social media platforms, search engines, and on-line streaming services, or home entertainment software, such as video games and digital entertainment. The communication services sector is characterized by increasing competition and regulation by various regulatory authorities. Challenges facing companies in this sector include distressed cash flows due to the need to commit substantial capital to meet increasing competition, particularly in formulating new products and services using new technology, technological innovations that make existing products and services obsolete, and satisfying consumer demand. Further, while all companies are subject to cyber security threats, companies in the communication services sector may attract greater attention from hackers and be more susceptible to network security breaches and the theft of proprietary or customer information than other companies, which may have an adverse financial impact on companies in this sector.

#### Consumer Discretionary Sector Risk

The consumer discretionary sector includes, for example, automobile, textile and retail companies. This sector can be significantly affected by, among other things, changes in domestic and international economies, exchange and interest rates, worldwide demand, competition, consumers' disposable income levels, propensity to spend and consumer preferences, social trends, and marketing campaigns. Companies in the consumer discretionary sector have historically been characterized as relatively cyclical and therefore more volatile in times of change.

#### Consumer Staples Sector Risk

The consumer staples sector includes, for example, food and drug retail and companies whose primary lines of business are food, beverage and other household items, including agricultural products. This sector can be affected by, among other things, changes in price and availability of underlying commodities, rising energy prices and global economic conditions. Unlike the consumer discretionary sector, companies in the consumer staples sector have historically been characterized as non-cyclical in nature and therefore less volatile in times of change.

**Table of Contents**

Table of Contents

Information Technology Sector Risk

The information technology sector includes, for example, internet, semiconductor, software, hardware, and technology equipment companies. This sector can be significantly affected by, among other things, the supply and demand for specific products and services, the pace of technological development, and government regulation. Challenges facing companies in the information technology sector include distressed cash flows due to the need to commit substantial capital to meet increasing competition, particularly in formulating new products and services using new technology, technological innovations that make existing products and services obsolete, and satisfying consumer demand.

Financial Sector Risk

The financial sector includes, for example, banks and financial institutions providing mortgage and mortgage related services. This sector can be significantly affected by, among other things, changes in interest rates, government regulation, the rate of defaults on corporate, consumer and government debt, the availability and cost of capital, and fallout from the housing and sub-prime mortgage crisis. These factors and events have had, and may continue to have, a significant negative impact on the valuations and stock prices of companies in this sector and have increased the volatility of investments in this sector.

29 WisdomTree Trust Prospectus

---

**Table of Contents**

**Table of Contents**

**Shares of the Funds 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 a Fund will not materially differ from a Fund's NAV, there may be times when the market price and the NAV vary significantly, including due to timing reasons, perceptions about the NAV, supply and demand of a Fund's shares (including disruptions in the creation/redemption process), during periods of market volatility and/or other factors. Because securities held by the Funds trade on foreign exchanges that are closed when the Funds' primary listing exchange is open, there are likely to be deviations between the current price of an underlying security and the security's last quoted price from the closed foreign market. This may result in premiums and discounts that are greater than those experienced by domestic ETFs. Thus, you may pay more (or less) than NAV when you buy shares of a Fund in the secondary market, and you may receive more (or less) than NAV when you sell those shares in the secondary market. If an investor purchases Fund shares at a time when the market price is at a premium to the NAV of the Fund's shares or sells at a time when the market price is at a discount to the NAV of the Fund's shares, an investor may sustain losses.

**Stock Connect Risks**

**Quota limitations risk.** Stock Connect is subject to daily quota limitations on investments, which may restrict the Fund's ability to invest in China A-Shares through Stock Connect on a timely basis, and the Fund may not be able to effectively pursue its investment policies. In addition, an investor cannot purchase and sell the same security on the same trading day, which may restrict the Fund's ability to invest in A-Shares through Stock Connect and to enter into or exit trades on a timely basis.

**Suspension risk.** SEHK, SSE and SZSE reserve the right to suspend trading if necessary to ensure an orderly and fair market and manage risks prudently which could adversely affect the Fund's ability to access the PRC market.

**Differences in trading day.** Stock Connect only operates on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the PRC market but Hong Kong investors (such as the Fund) cannot carry out any China A-Shares trading. The Fund may be subject to a risk of price fluctuations in China A-Shares during the time when Stock Connect is not trading as a result.

**Restrictions on selling imposed by front-end monitoring.** PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE or SZSE will reject the sell order

---

**Table of Contents****Table of Contents**

concerned. SEHK will carry out pre-trade checking on China A-Shares sell orders of its participants (i.e., the stock brokers) to ensure there is no over-selling.

Clearing settlement and custody risks. HKSCC and ChinaClear establish the clearing links and each is a participant of the other to facilitate clearing and settlement of cross-boundary trades. As the national central counterparty of the PRC's securities market, ChinaClear operates a comprehensive network of clearing, settlement and stock holding infrastructure. ChinaClear has established a risk management framework and measures that are approved and supervised by the CSRC. The chances of a ChinaClear default are considered to be remote.

Should the remote event of a ChinaClear default occur and ChinaClear be declared as a defaulter, HKSCC will, in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation. In that event, the Fund may suffer a delay in the recovery process or may not be able to fully recover its losses from ChinaClear.

The China A-Shares traded through Stock Connect are issued in scriptless form, so investors, such as the Fund, will not hold any physical China A-Shares. Hong Kong and overseas investors, such as the Fund, who have acquired Mainland Securities through Northbound trading maintain the Mainland Securities with their brokers' or custodians' stock accounts with the Central Clearing and Settlement System operated by HKSCC for the clearing securities listed or traded on SEHK.

Nominee arrangements in holding China A-Shares. HKSCC is the "nominee holder" of the Mainland Securities acquired by overseas investors (including the Fund) through Stock Connect. The CSRC Stock Connect rules expressly provide that investors enjoy the rights and benefits of the Mainland Securities acquired through Stock Connect in accordance with applicable laws. The CSRC has clarified that (i) the concept of nominee shareholding is recognized in China, (ii) overseas investors shall hold Mainland Securities through HKSCC and are entitled to proprietary interests in such securities as shareholders, (iii) China law does not expressly provide for a beneficial owner under the nominee holding structure to bring legal proceedings, nor does it prohibit a beneficial owner from doing so, (iv) as long as certification issued by HKSCC is treated as lawful proof of a beneficial owner's holding of Mainland Securities under the Hong Kong Special Administrative Region law, it would be fully respected by CSRC, and (v) as long as an overseas investor can provide evidential proof of direct interest as a beneficial owner, the investor may take legal actions in its own name in PRC courts.

Under the rules of the Central Clearing and Settlement System operated by HKSCC for the clearing of securities listed or traded on SEHK, HKSCC as nominee holder shall have no obligation to take any legal action or court proceeding to enforce any rights on behalf of the investors in respect of the Mainland Securities in the PRC or elsewhere.

Therefore, although the Fund's ownership may be ultimately recognized and the HKSCC confirmed that it is prepared to provide assistance to the beneficial owners of Mainland Securities where necessary, the Fund may suffer difficulties or delays in enforcing its rights in China A-Shares. Moreover, whether PRC courts will accept the legal action independently initiated by the overseas investor with the certification of holding Mainland Securities issued by HKSCC has yet to be tested.

China A-Share market suspension risks. Only certain A-Shares are eligible to be accessed through Stock Connect. Such securities may lose their eligibility at any time, in which case they could be sold but could no longer be purchased through Stock Connect. China A-Shares may only be bought or sold where the relevant A-Shares are traded on the SSE or the SZSE, as appropriate. Given that the A-Share market is considered volatile and unstable (with the risk of suspension of a particular stock, and/or the whole market, and/or government intervention), the subscription and redemption of shares may also be disrupted. An Authorized Participant is unlikely to redeem or subscribe shares if it considers that A-Shares may not be available.

Investor compensation. Investments of the Fund through Northbound trading via Stock Connect will not be covered by Hong Kong's Investor Compensation Fund. Hong Kong's Investor Compensation Fund is established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorized financial institution in relation to exchange-traded products in Hong Kong.

Since default matters in Northbound trading via Stock Connect do not involve products listed or traded in SEHK or Hong Kong Futures Exchange Limited, they will not be covered by the Investor Compensation Fund. Further, since the Fund is carrying out Northbound trading through securities brokers in Hong Kong but not PRC brokers, it is also not protected by the China Securities Investor Protection Fund in the PRC.

31 WisdomTree Trust Prospectus

---

---

**Table of Contents**

**Table of Contents**

Trading costs. In addition to paying trading fees and stamp duties in connection with China A-Share trading, the Fund may be subject to new portfolio fees, dividend tax and tax concerned with income arising from stock transfers which are yet to be determined by the relevant authorities.

Operational risk. Stock Connect provides a new channel for investors from Hong Kong and overseas, such as the Fund, to access the China stock market directly. Stock Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.

The securities regimes and legal systems of the two markets differ significantly and in order for the trial program to operate, market participants may need to address issues arising from the differences on an on-going basis. Further, the “connectivity” in Stock Connect program requires routing of orders across the border. This has and will continue to require the development of new information technology systems on the part of the SEHK and exchange participants. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems failed to function properly, trading in both markets through the program could be disrupted. The Fund’s ability to access the China A-Share market (and hence to pursue their investment strategy) will be adversely affected.

Regulatory risk. The CSRC Stock Connect rules are departmental regulations having legal effect in the PRC. However, the application of such rules is untested, and there is no assurance that PRC courts will recognize such rules, e.g., in liquidation proceedings of PRC companies.

Stock Connect is novel in nature and is subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades through Stock Connect.

The regulations are untested so far and there is no certainty as to how they will be applied. Moreover, the current regulations are subject to change. There can be no assurance that Stock Connect will not be abolished. The Fund, which may invest in the PRC markets through Stock Connect, may be adversely affected as a result of such changes.

**Tax Risk in China**

Uncertainties in PRC tax rules governing taxation of income and gains from investments in A-Shares could result in unexpected tax liabilities for the Fund. The Fund’s investments in securities, including A-Shares, issued by PRC companies may cause the Fund to become subject to withholding and other taxes imposed by the PRC.

If the Fund were considered to be a tax resident of the PRC, it would be subject to PRC corporate income tax at the rate of 25% on its worldwide taxable income. If the Fund were considered to be a non-resident enterprise with a “permanent establishment” in the PRC, it would be subject to PRC corporate income tax of 25% on the profits attributable to the permanent establishment. The Adviser and Sub-Adviser intend to operate the Fund in a manner that will prevent it from being treated as a tax resident of the PRC and from having a permanent establishment in the PRC. It is possible, however, that the PRC could disagree with that conclusion or that changes in PRC tax law could affect the PRC corporate income tax status of the Fund.

The PRC generally imposes withholding income tax at a rate of 10% on dividends, premiums, interest and capital gains originating in the PRC and paid to a company that is not a resident of the PRC for tax purposes and that has no permanent establishment in China. The withholding is in general made by the relevant PRC tax resident company making such payments. In the event the relevant PRC tax resident company fails to withhold the relevant PRC withholding income tax or otherwise fails to pay the relevant withholding income tax to the PRC tax authorities, the competent PRC tax authorities may, at their sole discretion, impose tax obligations on the Fund.

The Ministry of Finance of the PRC, the State Administration of Taxation of the PRC and the CSRC (collectively, the “PRC Tax Authorities”) issued the “Notice on the Pilot Program of Shanghai-Hong Kong Stock Connect” Caishui [2014] No.81 (Notice 81), on October 31, 2014, which states that the capital gain from disposal of A-Shares by foreign



investors enterprises via the Shanghai-Hong Kong Stock Connect program will be temporarily exempt from withholding income tax. Notice 81 also states that the dividends derived from A-Shares by foreign investor enterprises is subject to 10% withholding income tax.

WisdomTree Trust Prospectus 32

---

---

**Table of Contents****Table of Contents**

The PRC Tax Authorities issued the “Notice on the Pilot Program of Shenzhen-Hong Kong Stock Connect” Caishui [2016] No.127 (Notice 127)” on November 5, 2016, which states that the capital gain from disposal of A-Shares by foreign investors enterprises via the Shenzhen-Hong Kong Stock Connect program will be temporarily exempt from withholding income tax. Notice 127 also states that the dividends derived from A-Shares by foreign investor enterprises is subject to 10% withholding income tax.

There is no indication of how long the temporary exemption will remain in effect and the Fund may be subject to such withholding income tax in the future. If, in the future, China begins applying tax rules regarding the taxation of income from investments through Stock Connect and/or begins collecting capital gains taxes on such investments, the Fund could be subject to withholding income tax liability if the Fund determines that such liability cannot be reduced or eliminated by applicable tax treaties. The PRC Tax Authorities may, in the future, issue further guidance in this regard and with potential retrospective effect. The negative impact of any such tax liability on the Fund’s return could be substantial.

In light of the uncertainty as to how gains or income that may be derived from the Fund’s investments in the PRC will be taxed, the Fund reserves the right to provide for withholding tax on such gains or income and withhold tax for the account of the Fund. Withholding tax may already be withheld at a broker/custodian level. If the Fund expects such withholding tax on trading in A-Shares to be imposed, it reserves the right to establish a reserve for such tax. If the Fund establishes such a reserve but is not ultimately subject to the tax, shareholders who redeemed or sold their shares while the reserve was in place will effectively bear the tax and may not benefit from the later release, if any, of the reserve. Conversely, if the Fund does not establish such a reserve but ultimately is subject to the tax, shareholders who redeemed or sold their shares prior to the tax being withheld, reserved or paid will have effectively avoided the tax, even if they benefited from the trading that precipitated the Fund’s payment of it. Investors should note that such provision may be excessive or inadequate to meet actual withholding tax liabilities (which could include interest and penalties) on the Fund’s investments. As a result, investors may be advantaged or disadvantaged depending on the final rules of the relevant PRC tax authorities.

Any tax provision, if made, will be reflected in the NAV of the Fund at the time of debit or release of such provision and thus will impact shares which remain in the Fund at the time of debit or release of such provision. If the actual applicable tax levied by PRC tax authorities is greater than that provided for by the Fund so that there is a shortfall in the tax provision amount, investors should note that the NAV of the Fund may suffer more than the tax provision amount as the Fund will ultimately have to bear the additional tax liabilities. In this case, the then-existing and subsequent investors will be disadvantaged. On the other hand, if the actual applicable tax levied by PRC tax authorities is less than that provided for by the Fund so that there is an excess in the tax provision amount, investors who have redeemed Fund shares before the PRC tax authorities’ ruling, decision or guidance in this respect will be disadvantaged as they would have borne the loss from the Fund’s overprovision. In this case, the then-existing and subsequent investors may benefit if the difference between the tax provision and the actual taxation liability can be returned to the account of the Fund as assets thereof. In case of having excess in the tax provision amount (for example, the actual applicable tax levied by PRC tax authorities is less than the tax provision amount or due to a change in provisioning by the Fund), such excess shall be treated as property of the Fund and investors who have already transferred or redeemed their shares in the Fund will not be entitled or have any right to claim any part of the amount representing the excess.

Stamp duty under the PRC laws generally applies to the execution and receipt of taxable documents, which include contracts for the sale of A-Shares traded on PRC stock exchanges. In the case of such contracts, the stamp duty is currently imposed on the seller but not on the purchaser, at the rate of 0.1%. While overseas investors currently are exempt from value added taxes (currently at the rate of 6%) on capital gains derived from trading of A-Shares through Stock Connect, the PRC tax rules could be changed which could result in unexpected tax liabilities for the Fund. In addition, urban maintenance and construction tax (currently at rates ranging from 1% to 7%), educational surcharge (currently at the rate of 3%) and local educational surcharge (currently at the rate of 2%) (collectively, the “surtaxes”)

are imposed based on value added tax liabilities, so if the Fund were liable for value added tax it would also be required to pay the applicable surtaxes.

The PRC rules for taxation of Stock Connect are evolving and certain of the tax regulations to be issued by the PRC State Administration of Taxation and/or PRC SAFE to clarify the subject matter may apply retrospectively, even if such rules are adverse to the Fund and its investors. The imposition of such taxes, particularly on a retrospective basis, could have a material adverse effect on the Fund's returns. Before further guidance is issued and is well established in the administrative practice of the PRC tax authorities, the practices of the PRC tax authorities that collect PRC taxes relevant to the Fund may differ from, or be applied in a manner inconsistent with, the practices with respect to the analogous investments described herein or any further guidance that may be issued. The value

33 WisdomTree Trust Prospectus

---

---

**Table of Contents**

**Table of Contents**

of the Fund's investment in the PRC and the amount of its income and gains could be adversely affected by an increase in tax rates or change in the taxation basis.

The above information is only a general summary of the potential PRC tax consequences that may be imposed on the Fund and its investors either directly or indirectly and should not be taken as a definitive, authoritative or comprehensive statement of the relevant matter. Investors should seek their own tax advice on their tax position with regard to their investment in the Fund.

The PRC government has implemented a number of tax reform policies in recent years. The current tax laws and regulations may be revised or amended in the future. Any revision or amendment in tax laws and regulations may affect the after-taxation profit of PRC companies and foreign investors in such companies, such as the Fund.

**Additional Non-Principal Risk Information**

**Trading.** Although each Fund's shares are listed for trading on NYSE Arca, Inc., NASDAQ or Cboe BZX Exchange, Inc. (each a "Listing Exchange") and may be listed or traded on U.S. and non-U.S. stock exchanges other than the Listing Exchange, there can be no assurance that an active trading market for such shares will develop or be maintained. The trading market in a Fund's shares may become less liquid in response to deteriorating liquidity in the markets for a Fund's holdings or due to irregular trading activity in the markets. Trading in shares may be halted due to market conditions or for reasons that, in the view of the Listing Exchange, make trading in shares inadvisable. In addition, trading in shares on the Listing Exchange is subject to trading halts caused by extraordinary market volatility pursuant to Listing Exchange "circuit breaker" rules. There can be no assurance that the requirements of the Listing Exchange necessary to maintain the listing of a Fund will continue to be met or will remain unchanged or that Fund shares will trade with any volume, or at all, on any stock exchange.

**Costs of Buying or Selling Shares.** Investors buying or selling Fund shares in the secondary market will pay brokerage commissions or other charges imposed by brokers, as determined by that broker. Brokerage commissions are often a fixed amount and may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of Fund shares. In addition, secondary market investors will also incur the cost of the difference between the price that an investor is willing to buy shares (the "bid" price) and the price at which an investor is willing to sell shares (the "ask" price). This difference in bid and ask prices is often referred to as the "spread" or "bid/ask spread." The bid/ask spread varies over time for shares based on trading volume and market liquidity (including for the underlying securities held by a Fund), and is generally lower if a Fund's shares have more trading volume and market liquidity and higher if a Fund's shares have little trading volume and market liquidity. Further, a relatively small investor base in a Fund, asset swings in a Fund and/or increased market volatility may cause increased bid/ask spreads. Shares of the Funds, similar to shares of other issuers listed on a stock exchange, may be sold short and are therefore subject to the risk of increased volatility associated with short selling. Due to the costs of buying or selling Fund shares, including bid/ask spreads, frequent trading of Fund shares may significantly reduce investment results and an investment in shares may not be advisable for investors who anticipate regularly making small investments.

**Securities Lending.** Although the Funds are indemnified by the Funds' lending agent for losses incurred in connection with a borrower's default with respect to a loan, the Funds bear the risk of loss of investing cash collateral and may be required to make payments to a borrower upon return of loaned securities if invested collateral has declined in value. Furthermore, because of the risks in delay of recovery, a Fund may lose the opportunity to sell the securities at a desirable price, and the Fund will generally not have the right to vote securities while they are being loaned. These events could also trigger negative tax consequences for a Fund.

**Authorized Participants, Market Makers and Liquidity Providers Concentration Risk.** The Funds have a limited number of financial institutions that may act as Authorized Participants ("APs"). In addition, there may be a limited number of market makers and/or liquidity providers in the marketplace. To the extent either of the following events occur, Fund shares may trade at a prolonged and material premium or discount to NAV (or not trade at all) and possibly face trading halts and/or delisting: (i) APs exit the business, have a business disruption (including through the types of disruptions described under "Cyber Security Risk" and "Operational Risk") or otherwise become unable or

unwilling to process creation and/or redemption orders and no other APs step forward to perform these services, or (ii) market makers and/or liquidity providers exit the business, have a business disruption (including through the types of disruptions described under “Cyber Security Risk” and “Operational Risk”) or significantly reduce their business activities and no other entities step forward to perform their functions.

This risk may be heightened for Funds that invest in markets that require foreign securities settlement and/or because Authorized Participants may be required to post collateral in relation to securities settlement, which only certain Authorized Participants may be able to do.

**Operational Risk.** The Funds and their service providers, including the investment adviser, sub-adviser, administrator, custodian, and transfer agent, may experience disruptions that arise from human error, processing and communications errors, counterparty or third-party errors, technology or systems failures, any of which may have an adverse impact on the Funds. Although the Funds and their service providers seek to mitigate these operational risks through their internal controls and operational risk management processes, these measures may not identify or may be inadequate to address all such risks.

WisdomTree Trust Prospectus 34

---

**Table of Contents**

Table of Contents

Portfolio Holdings Information

Information about each Fund's daily portfolio holdings is available at [www.wisdomtree.com](http://www.wisdomtree.com). In addition, each 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. Each 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 each Fund's policies and procedures with respect to the disclosure of each Fund's portfolio holdings is available in the Statement of Additional Information ("SAI").

35 WisdomTree Trust Prospectus

---

---

**Table of Contents****Table of Contents****Management****Investment Adviser**

As investment adviser, WisdomTree Asset Management has overall responsibility for the general management and administration of the WisdomTree Trust (the “Trust”) and each of its separate investment portfolios called “Funds.” WisdomTree Asset Management is a registered investment adviser with offices located at 245 Park Avenue, 35th Floor, New York, New York 10167, and is a leader in ETF management. As of June 30, 2018, WisdomTree Asset Management had assets under management totaling approximately \$41 billion. WisdomTree Investments\* is the parent company of WisdomTree Asset Management. WisdomTree Asset Management provides an investment program for each Fund. The Adviser provides proactive oversight of the Sub-Adviser, defined below, daily monitoring of the Sub-Adviser’s buying and selling of securities for each Fund, and regular review of the Sub-Adviser’s performance. In addition, the Adviser arranges for sub-advisory, transfer agency, custody, fund administration, securities lending, and all other non-distribution related services necessary for the Funds to operate.

\* “WisdomTree” is a registered mark of WisdomTree Investments and has been licensed for use by the Trust.

WisdomTree Investments has been issued a patent and has a patent application pending on the methodology and operation of its Indexes and the Funds.

For the fiscal year ended March 31, 2018, the Funds paid advisory fees to the Adviser, as a percentage of average daily net assets, in the amounts listed below.

Name of Fund	Management Fee
Emerging Markets Consumer Growth Fund	0.63% <sup>(1)</sup>
Emerging Markets Quality Dividend Growth Fund	0.63% <sup>(1)</sup>
WisdomTree Trust Prospectus	36

---

**Table of Contents****Table of Contents**

Name of Fund	Management Fee
China ex-State-Owned Enterprises Fund	0.63% <sup>(1)</sup>

- (1) WisdomTree Asset Management, Inc. has contractually agreed to limit the Management Fee to 0.32% through July 31, 2019, unless earlier terminated by the Board of Trustees of the Trust for any reason at any time.

Under the Investment Advisory Agreement for each Fund, WisdomTree Asset Management has agreed to pay generally all expenses of each Fund, subject to certain exceptions. For a detailed description of the Investment Advisory Agreement for each Fund, please see the “Management of the Trust” section of the SAI. Pursuant to a separate contractual arrangement, WisdomTree Asset Management arranges for the provision of chief compliance officer (“CCO”) services with respect to each Fund, and is liable and responsible for, and administers, payments to the CCO, the Independent Trustees and counsel to the Independent Trustees. WisdomTree Asset Management receives a fee of up to 0.0044% of each Fund’s average daily net assets for providing such services and paying such expenses.

WisdomTree Asset Management provides CCO services to the Trust.

The basis for the Board of Trustees’ approval of the Funds’ Investment Advisory Agreements is available in the Trust’s Semi-Annual Report to Shareholders for the period ended September 30, 2017.

**Sub-Adviser**

BNY Mellon Asset Management North America Corporation (the “Sub-Adviser”) is responsible for the day-to-day management of the Funds. The Sub-Adviser, a registered investment adviser, is a leading innovator in the investment industry and manages global quantitative-based investment strategies for institutional and private investors. Its principal office is located at One Boston Place, 201 Washington Street, Boston, MA 02108. As of June 30, 2018, the Sub-Adviser had assets under management totaling approximately \$549.8 billion. The Sub-Adviser is an independently operated indirect subsidiary of The Bank of New York Mellon Corporation, a publicly traded financial holding company. The Sub-Adviser chooses each Fund’s portfolio investments and places orders to buy and sell the portfolio investments. WisdomTree Asset Management pays the Sub-Adviser for providing sub-advisory services to the Funds.

The basis for the Board of Trustees’ approval of the Funds’ Investment Sub-Advisory Agreements is available in the Trust’s Semi-Annual Report to Shareholders for the period ended September 30, 2017.

WisdomTree Asset Management, as the investment adviser for the Funds, may hire one or more sub-advisers to oversee the day-to-day activities of the Funds. The sub-advisers are subject to oversight by WisdomTree Asset Management. WisdomTree Asset Management and the Trust have received an exemptive order from the SEC that permits WisdomTree Asset Management, with the approval of the Independent Trustees of the Trust, to retain unaffiliated investment sub-advisers for each Fund, without submitting the sub-advisory agreement to a vote of the Fund’s shareholders. The Trust will notify shareholders in the event of any change in the identity of such sub-adviser or sub-advisers. WisdomTree Asset Management has ultimate responsibility for the investment performance of the Funds due to its responsibility to oversee each sub-adviser and recommend their hiring, termination and replacement. WisdomTree Asset Management is not required to disclose fees paid to any sub-adviser retained pursuant to the order.

**Portfolio Managers**

Each Fund is managed by the Sub-Adviser’s Equity Index Strategies Portfolio Management team. The individual members of the team jointly and primarily responsible for the day-to-day management of the Funds’ portfolios are described below.

Ms. Karen Q. Wong, CFA, a Managing Director and Head of Index Portfolio Management, has been with the Sub-Adviser since June 2000.

Karen is the head of index portfolio management. She is responsible for overseeing equity and fixed income indexing and beta strategies, including exchange-traded funds (ETFs). She is also responsible for refinement and implementation of the index portfolio management process. Karen developed and launched the Carbon Efficiency strategy in 2014, the firm’s first green beta product. Previously, Karen was the head of equity portfolio management at



the Sub-Adviser, responsible for the equity index portfolio management process.

37 WisdomTree Trust Prospectus

---

**Table of Contents**

Table of Contents

Karen has been working in the investment industry since 1999. Prior to joining the firm in 2000, she worked as a security analyst at Redwood Securities. She is a member of CFA Institute and CFA Society San Francisco, as well as the S&P Index Advisory Panel, MSCI Index Client Advisory Committee and FTSE Russell Policy Advisory Board. She is also a member of the Board of Directors for xBK LLC, an affiliated company. Karen earned an MBA in finance and a BS in accounting and statistics from San Francisco State University.

Mr. Richard A. Brown, CFA, a Managing Director, Co-Head of Equity Index Portfolio Management and Senior Portfolio Manager, has been with the Sub-Adviser since August 1995. Mr. Brown leads a team of portfolio managers covering domestic and international equity indexing portfolios and is responsible for the refinement and implementation of the equity index portfolio management process. Richard began his investment career at the firm in 1995.

Richard is a member of CFA Institute and CFA Society San Francisco. He earned an MBA from California State University at Hayward.

Mr. Thomas J. Durante, CFA, a Managing Director, Co-Head of Equity Index Portfolio Management and Senior Portfolio Manager, has been with the Sub-Adviser since January 2000. Mr. Durante leads a team of portfolio managers covering domestic and international equity indexing portfolios and is responsible for the refinement and implementation of the equity index portfolio management process.

Thomas has been in the investment industry since 1982. Prior to joining the firm in 2000, he worked in the fund accounting department at Dreyfus.

Thomas is a member of CFA Institute and CFA Society Pittsburgh. Thomas earned a BA in accounting at Fairfield University.

The Funds' 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 Funds.

WisdomTree Trust Prospectus 38

---

## Table of Contents

### Table of Contents

#### Additional Information on Buying and Selling Fund Shares

Most investors will buy and sell shares of the Funds through brokers. Shares of the Funds trade on the Listing 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. Shares of the Funds trade under the trading symbols listed on the cover of this Prospectus.

#### Share Trading Prices

Transactions in Fund shares will be priced at NAV only if you are an institutional investor (e.g., broker-dealer) that has signed an agreement with the Distributor (as defined below) and you thereafter purchase or redeem shares directly from a Fund in Creation Units. 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 each Fund, also known as the “indicative optimized portfolio value” or IOPV, is disseminated every 15 seconds throughout the trading day by the Listing Exchange or by other information providers. This approximate value should not be viewed as a “real-time” update of the Funds’ 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, price quotations obtained from broker-dealers that may trade in the securities and instruments held by the Funds, and/or amortized cost for securities with remaining maturities of 60 days or less, based on securities and/or cash as reflected in the basket for a Creation Unit. If applicable, each approximate value also reflects changes in currency exchange rates between the U.S. dollar and the applicable currency. The approximate value is based on applicable quotes or closing prices from the securities’ local market and may not reflect events that occur subsequent to the local market’s close. The approximate value does not necessarily reflect the precise composition of the current portfolio of securities held by the Fund at a particular point in time (e.g., the securities in the basket for a Creation Unit may include securities that are not part of the Fund’s portfolio) or the precise valuation of the current portfolio. The Funds, the Adviser and their affiliates are 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 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 Listing 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.

In calculating its NAV, a Fund generally values: (i) equity securities (including preferred stock) traded on any recognized U.S. or non-U.S. exchange at the last sale price or official closing price on the exchange or system on which they are principally traded; (ii) unlisted equity securities (including preferred stock) at the last quoted sale price or, if no sale price is available, at the mean between the highest bid and lowest ask price; and (iii) fixed income securities at current market quotations or mean prices obtained from broker-dealers or independent pricing service providers. In addition, a Fund may invest in money market funds which are valued at their NAV per share and affiliated ETFs which are valued at their last sale or official closing price on the exchange on which they are principally traded or at their NAV per share in instances where the affiliated ETF has not traded on its principal exchange.

Fair value pricing is used by the Funds when reliable market valuations are not readily available or are not deemed to reflect current market values. Securities that may be valued using “fair value” pricing may include, but are not limited to, securities for which there are no current market quotations or whose issuer is in default or bankruptcy, securities subject to corporate actions (such as mergers or reorganizations), securities subject to non-U.S. investment limits or currency controls, and securities affected by “significant events.” An example of a significant event is an event

occurring after the close of the market in which a security trades but before a Fund's next NAV Calculation Time that may materially affect the value of the Fund's investment (e.g., government action, natural disaster, or significant market fluctuation). 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.

Dividends and Distributions

The Funds intend to pay out dividends on a quarterly basis. Nonetheless, a Fund may not make a dividend payment every quarter.

39 WisdomTree Trust Prospectus

---

**Table of Contents**

**Table of Contents**

Each Fund intends to distribute its net realized capital gains to investors annually. The Funds occasionally may 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 Funds 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 each Fund.

Investors owning shares of the Funds are beneficial owners as shown on the records of DTC or its participants. DTC serves as the securities depository for all shares of the Funds. 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 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 of the Funds. 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 Funds 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**

The Funds have adopted policies and procedures with respect to frequent purchases and redemptions of Creation Units of Fund shares. Since the Funds are ETFs, only a few institutional investors (known as “Authorized Participants”) are authorized to purchase and redeem shares directly from the Funds. Because purchase and redemption transactions with Authorized Participants are an essential part of the ETF process and may help keep ETF trading prices in line with NAV, each Fund accommodates frequent purchases and redemptions by Authorized Participants. Frequent purchases and redemptions for cash may increase index tracking error and portfolio transaction costs and may lead to the realization of capital gains. Frequent in-kind creations and redemptions generally do not give rise to these concerns. Each Fund reserves the right to reject any purchase order at any time. Each Fund reserves the right to impose restrictions on disruptive, excessive, or short-term trading.

**Investments by Investment Companies**

Section 12(d)(1) of the Investment Company Act of 1940 restricts investments by investment companies in the securities of other investment companies, including shares of each Fund. Registered investment companies are permitted to invest in the Funds beyond the limits set forth in section 12(d)(1) subject to certain terms and conditions set forth in an SEC exemptive order issued to the Trust, including that such investment companies enter into an agreement with the Funds.

WisdomTree Trust Prospectus 40

---

**Table of Contents**

**Table of Contents**

**Additional Tax Information**

The following discussion is a summary of some important U.S. federal income tax considerations generally applicable to investments in the Funds. Your investment in a Fund may have other tax implications. Please consult your tax advisor about the tax consequences of an investment in Fund shares, including the possible application of foreign, state, and local tax laws.

The recently enacted tax legislation commonly referred to as the Tax Cuts and Jobs Act (the “Tax Act”) makes significant changes to the U.S. federal income tax rules for taxation of individuals and corporations, generally effective for taxable years beginning after December 31, 2017. Many of the changes applicable to individuals are temporary and would apply only to taxable years beginning after December 31, 2017 and before January 1, 2026. There are only minor changes with respect to the specific rules only applicable to a regulated investment company, such as a Fund. The Tax Act, however, makes numerous other changes to the tax rules that may affect shareholders and the Funds. You are urged to consult with your own tax advisor regarding how the Tax Act affects your investment in the Funds.

Each Fund intends to qualify each year for treatment as a regulated investment company. If it meets certain minimum distribution requirements, a regulated investment company is not subject to tax at the fund level on income and gains from investments that are timely distributed to shareholders. However, a Fund’s failure to qualify as a regulated investment company or to meet minimum distribution requirements would result (if certain relief provisions were not available) in fund-level taxation and consequently a reduction in income available for distribution to shareholders.

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

A Fund makes distributions;

You sell Fund shares; and

You purchase or redeem Creation Units (institutional investors only).

**Taxes on Distributions**

For federal income tax purposes, distributions of investment income are generally taxable as ordinary income or qualified dividend income. Taxes on distributions of capital gains (if any) are determined by how long a Fund owned the assets that generated them, rather than how long a shareholder has owned his or her Fund shares. Sales of assets held by a Fund for more than one year generally result in long-term capital gains and losses, and sales of assets held by a Fund for one year or less generally result in short-term capital gains and losses. Distributions of a Fund’s net capital gain (the excess of net long-term capital gains over net short-term capital losses) that are properly reported by the Fund as capital gain dividends (“Capital Gain Dividends”) will be taxable as long-term capital gains. For non-corporate shareholders, long-term capital gains are generally subject to tax at reduced rates. Distributions of short-term capital gain will generally be taxable as ordinary income. Distributions reported by a Fund as “qualified dividend income” are generally taxed to non-corporate shareholders at rates applicable to long-term capital gains, provided holding period and other requirements are met. “Qualified dividend income” generally is income derived from dividends paid by U.S. corporations or certain foreign corporations that are either incorporated in a U.S. possession or eligible for tax benefits under certain U.S. income tax treaties. In addition, dividends that the Fund received in respect of stock of certain foreign corporations may be qualified dividend income if that stock is readily tradable on an established U.S. securities market. However, to the extent a Fund lends its securities and receives substitute dividend payments, such payments are not expected to generate qualified dividend income when distributed to shareholders. Since each Fund’s income is derived primarily from investments other than stock of U.S. corporations, it is not expected that dividends paid by the Fund will qualify for the dividends-received deduction for corporate shareholders.

In general, your distributions are subject to federal income tax for the year in which they are paid. Certain distributions paid in January, however, may be treated as paid on December 31 of the prior year. Distributions are generally taxable even if they are paid from income or gains earned by a Fund before your investment (and thus were included in the price you paid for your shares).

Dividends and distributions from the Funds and capital gain on the sale of Fund shares are generally taken into account in determining a shareholder's "net investment income" for purposes of the Medicare contribution tax applicable to certain individuals, estates and trusts.

41 WisdomTree Trust Prospectus

---

---

**Table of Contents****Table of Contents**

A Fund may include cash when paying the redemption price for Creation Units in addition to, or in place of, the delivery of a basket of securities. A Fund may be required to sell portfolio securities in order to obtain the cash needed to distribute redemption proceeds. This may cause the Fund to recognize investment income and/or capital gains or losses that it might not have recognized if it had completely satisfied the redemption in-kind. As a result, the Fund may be less tax efficient if it includes such a cash payment than if the in-kind redemption process was used.

Distributions (other than Capital Gain Dividends) paid to individual shareholders that are neither citizens nor residents of the U.S. or to foreign entities will generally be subject to a U.S. withholding tax at the rate of 30%, unless a lower treaty rate applies. A Fund may, under certain circumstances, report all or a portion of a dividend as an “interest related dividend” or a “short term capital gain dividend,” which would generally be exempt from this 30% U.S. withholding tax, provided certain other requirements are met.

Certain Funds may invest in REITs. The Tax Act treats “qualified REIT dividends” (i.e., ordinary REIT dividends other than capital gain dividends and portions of REIT dividends designated as qualified dividend income eligible for capital gain tax rates) as eligible for a 20% deduction by non-corporate taxpayers. This deduction, if allowed in full, equates to a maximum effective tax rate of 29.6% (37% top rate applied to income after 20% deduction). The Tax Act does not contain a provision permitting a RIC, such as a Fund, to pass the special character of this income through to its shareholders. Currently, direct investors in REITs will enjoy the lower rate, but investors in a RIC that invests in such REITs will not. It is uncertain whether future technical corrections or administrative guidance will address this issue to enable a Fund to pass through the special character of “qualified REIT dividends” to shareholders.

The Funds (or financial intermediaries, such as brokers, through which shareholders own Fund shares) generally are required to withhold and to remit to the U.S. Treasury a percentage of the taxable distributions and the sale or redemption proceeds paid to any shareholder who fails to properly furnish a correct taxpayer identification number, who has under-reported dividend or interest income, or who fails to certify that he, she or it is not subject to such withholding.

**Taxes When You Sell Fund Shares**

Any capital gain or loss realized upon a sale of Fund shares is generally treated as a long-term gain or loss if you held the shares you sold for more than one year. Any capital gain or loss realized upon a sale of Fund shares held for one year or less is generally treated as a short-term gain or loss, except that any capital loss on a sale of shares held for six months or less is treated as a long-term capital loss to the extent of Capital Gain Dividends paid with respect to such shares. The ability to deduct capital losses may be limited depending on your circumstances.

**Taxes on Creation and Redemption of Creation Units**

An Authorized Participant having the U.S. dollar as its functional currency for U.S. federal income tax purposes that exchanges securities for Creation Units generally will recognize a gain or loss equal to the difference between (i) the sum of the market value of the Creation Units at the time of the exchange and any amount of cash received by the Authorized Participant in the exchange and (ii) the sum of the exchanger’s aggregate basis in the securities surrendered and any amount of cash paid for such Creation Units. A person who redeems Creation Units will generally recognize a gain or loss equal to the difference between the exchanger’s basis in the Creation Units and the sum of the aggregate U.S. dollar market value of the securities plus the amount of any cash received for such Creation Units. The Internal Revenue Service, however, may assert that a loss that is realized upon an exchange of securities for Creation Units may not be permitted to be currently deducted under the rules governing “wash sales” (for a person who does not mark-to-market their holdings), or on the basis that there has been no significant change in economic position.

Gain or loss recognized by an Authorized Participant upon an issuance of Creation Units in exchange for non-U.S. currency will generally be treated as ordinary income or loss. Gain or loss recognized by an Authorized Participant upon an issuance of Creation Units in exchange for securities, or upon a redemption of Creation Units, may be capital or ordinary gain or loss depending on the circumstances. Any capital gain or loss realized upon an issuance of Creation Units in exchange for securities will generally be treated as long-term capital gain or loss if the securities have been held for more than one year. Any capital gain or loss realized upon the redemption of a Creation Unit will



generally be treated as long-term capital gain or loss if the Fund shares comprising the Creation Unit have been held for more than one year. Otherwise, such capital gains or losses are treated as short-term capital gains or losses. A person subject to U.S. federal income tax with the U.S. dollar as its functional currency who receives non-U.S. currency upon a redemption of Creation Units and does not immediately convert the non-U.S. currency into U.S.

**Table of Contents**

**Table of Contents**

dollars may, upon a later conversion of the non-U.S. currency into U.S. dollars, recognize any gains or losses resulting from fluctuations in the value of the non-U.S. currency relative to the U.S. dollar since the date of the redemption.

Any such gains or losses will generally be treated as ordinary income or loss.

Persons exchanging securities or non-U.S. currency for Creation Units should consult their own tax advisors with respect to the tax treatment of any creation or redemption transaction and whether the wash sales rules apply and when a loss might be deductible. If you purchase or redeem Creation Units, you will be sent a confirmation statement showing how many Fund shares you purchased or redeemed and at what price.

**Foreign Investments by the Fund**

Dividends, interest and other income received by a 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. The Funds may need to file special claims for refunds to secure the benefits of a reduced rate. If as of the close of a taxable year more than 50% of the total assets of a Fund consist of stock or securities of foreign corporations, the Fund intends to elect to “pass through” to investors the amount of foreign income and similar taxes (including withholding taxes) paid by the Fund during that taxable year. If a Fund elects to “pass through” such foreign taxes, then investors will be considered to have received as additional income their respective shares of such foreign taxes, but may be entitled to either a corresponding tax deduction in calculating taxable income, or, subject to certain limitations, a credit in calculating federal income tax.

43 WisdomTree Trust Prospectus

---

**Table of Contents**

Table of Contents

Distribution

Foreside Fund Services, LLC (the “Distributor”) serves as the distributor of Creation Units for each Fund on an agency basis. The Distributor does not maintain a secondary market in shares of the Funds. The Distributor’s principal address is Three Canal Plaza, Suite 100, Portland, Maine 04101. The Distributor has no role in determining the policies of any Fund or the securities that are purchased or sold by any Fund.

Premium/Discount and NAV Information

Information regarding a Fund’s NAV and how often shares of each Fund traded on the Listing Exchange at a price above (i.e., at a premium) or below (i.e., at a discount) the NAV of the Fund during the past calendar year and most recent calendar quarter is available at [www.wisdomtree.com](http://www.wisdomtree.com).

Additional Notices

Listing Exchange

Shares of the Funds are not sponsored, endorsed, or promoted by the Listing Exchange. The Listing Exchange makes no representation or warranty, express or implied, to the owners of the shares of any Fund or any member of the public regarding the ability of a Fund to track the total return performance of any 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 any 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 any Fund in connection with the administration, marketing, or trading of the shares of the Fund.

The Listing Exchange does not guarantee the accuracy and/or the completeness of any Index or any data included therein. The Listing Exchange makes no warranty, express or implied, as to results to be obtained by the Trust on behalf of its Funds, owners of the shares, or any other person or entity from the use of the subject Indexes or any data included therein. The Listing Exchange makes no express or implied warranties, and hereby expressly disclaims all warranties of merchantability or fitness for a particular purpose with respect to any Index or any data included therein. Without limiting any of the foregoing, in no event shall the Listing Exchange have any liability for any lost profits or indirect, punitive, special, or consequential damages even if notified of the possibility thereof.

WisdomTree and the Funds

WisdomTree Investments and WisdomTree Asset Management (together, “WisdomTree”) and the Funds make no representation or warranty, express or implied, to the owners of shares of the Funds or any member of the public regarding the advisability of investing in securities generally or in the Funds particularly or the ability of any Index to track general stock market performance. WisdomTree Investments is the licensor of certain Indexes, trademarks, service marks and trade names of the Funds. WisdomTree Investments has no obligation to take the needs of the Funds or the owners of shares of the Funds into consideration in determining, composing, or calculating the Indexes. WisdomTree Investments is not responsible for, and has not participated in, the determination of the timing, prices, or quantities of shares of the Funds to be issued or in the determination or calculation of the equation by which the shares of the Funds are redeemable. WisdomTree and the Funds 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. An Index’s past performance is not necessarily an indication of how the Index will perform in the future. WisdomTree Investments has contracted with an independent calculation agent to calculate each Index.

WisdomTree Trust Prospectus 44

---

**Table of Contents**

Table of Contents

Financial Highlights

The financial highlights table is intended to help you understand each Fund's financial performance for the past five fiscal years or, if shorter, the period since a Fund's inception. The total return in the table represents the rate that an investor would have earned (or lost) on an investment in the respective Fund (assuming reinvestment of all dividends and distributions). This information has been derived from the financial statements audited by Ernst & Young LLP, an independent registered public accounting firm, whose report, along with the Funds' financial statements, are included in the Funds' Annual Report, which is available upon request.

45 WisdomTree Trust Prospectus

---

**Table of Contents****Table of Contents**

## Financial Highlights (continued)

Selected data for a share of beneficial interest outstanding throughout the period is presented below:

	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016 <sup>12</sup>	For the Year Ended March 31, 2015	For the Period Ended March 31, 2014
WisdomTree China ex-State-Owned Enterprises Fund					
Net asset value, beginning of period	\$ 57.17	\$46.75	\$ 55.28	\$ 49.70	\$ 51.90
Investment operations:					
Net investment income <sup>1</sup>	0.12	0.64	1.25	1.33	1.39
Net realized and unrealized gain (loss)	30.56	10.45	(8.59)	5.48	(2.15)
Total from investment operations	30.68	11.09	(7.34)	6.81	(0.76)
Dividends to shareholders:					
Net investment income	(0.61)	(0.67)	(1.19)	(1.23)	(1.44)
Net asset value, end of period	\$ 87.24	\$57.17	\$ 46.75	\$ 55.28	\$ 49.70
TOTAL RETURN <sup>2</sup>	53.95%	23.94%	(13.40)%	13.86%	(1.32)%
RATIOS/SUPPLEMENTAL DATA:					
Net assets, end of period (000's omitted)	\$215,928	\$8,576	\$ 9,351	\$16,585	\$17,396
Ratios to average net assets of:					
Expenses, net of expense waivers	0.33% <sup>9,10</sup>	0.53% <sup>10</sup>	0.57% <sup>10</sup>	0.64% <sup>11</sup>	0.63% <sup>7</sup>
Expenses, prior to expense waivers	0.63%	0.63%	0.63%	0.64% <sup>11</sup>	0.63% <sup>7</sup>
Net investment income	0.14%	1.29%	2.42%	2.53%	2.75% <sup>7</sup>
Portfolio turnover rate <sup>8</sup>	20%	37%	143%	30%	21%

<sup>1</sup> Based on average shares outstanding.

Total return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period and redemption on the last day of the period. Total return calculated for a period of less than one year is not annualized. For the periods in which the investment adviser waived advisory fees, the total return would have been lower if certain expenses had not been waived.

<sup>3</sup> Includes a voluntary reimbursement from the sub-adviser for investment losses on certain foreign exchange transactions during the period. Excluding this voluntary reimbursement, total return would have been unchanged.

<sup>4</sup> The ratios to average net assets do not include net investment income (loss) or expenses of other funds in which the Fund invests.

<sup>5</sup> The expense ratio includes investment advisory fee waivers. Without these investment advisory fee waivers, the expense ratio would have been unchanged.

<sup>6</sup> Included in the expense ratio are proxy expenses. Without these proxy expenses, the expense ratio would have been 0.48%.

<sup>7</sup> Annualized.

<sup>8</sup> Portfolio turnover rate is not annualized and excludes the value of the portfolio securities received or delivered as a result of in-kind creations or redemptions of the Fund's capital shares. Short-term securities with maturities less than or equal to 365 days are excluded from the portfolio turnover calculation.

<sup>9</sup> Effective June 30, 2017, the investment adviser contractually agreed to limit the advisory fee to 0.32% through July 31, 2018, unless earlier terminated by the Board of Trustees of the Trust.

<sup>10</sup> Effective July 1, 2015, the investment adviser contractually agreed to limit the advisory fee to 0.53% through July 31, 2017, unless earlier terminated by the Board of Trustees of the Trust.

<sup>11</sup> Included in the expense ratio are proxy expenses. Without these proxy expenses, the expense ratio would have been 0.63%.

<sup>12</sup> The information reflects the investment objective and strategy of the WisdomTree China Dividend ex-Financials Fund through June 30, 2015 and the investment objective and strategy of the WisdomTree China ex-State-Owned Enterprises Fund thereafter.

**Table of Contents****Table of Contents**

## Financial Highlights (continued)

Selected data for a share of beneficial interest outstanding throughout the period is presented below:

	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Period September 27, 2013* through March 31, 2014
WisdomTree Emerging Markets Consumer Growth Fund					
Net asset value, beginning of period	\$ 22.53	\$ 20.60	\$ 24.89	\$ 24.56	\$ 24.79
Investment operations:					
Net investment income <sup>1</sup>	0.49	0.45	0.52	0.48	0.17
Net realized and unrealized gain (loss)	3.77	2.01	(4.28)	0.32	(0.33)
Total from investment operations	4.26	2.46	(3.76)	0.80	(0.16)
Dividends to shareholders:					
Net investment income	(0.45)	(0.53)	(0.53)	(0.47)	(0.07)
Net asset value, end of period	\$ 26.34	\$ 22.53	\$ 20.60	\$ 24.89	\$ 24.56
TOTAL RETURN <sup>2</sup>	19.05%	12.17%	(15.21)%	3.24%	(0.63)%
RATIOS/SUPPLEMENTAL DATA:					
Net assets, end of period (000's omitted)	\$50,052	\$24,782	\$12,357	\$19,912	\$19,647
Ratios to average net assets of:					
Expenses, net of expense waivers	0.38% <sup>3</sup>	0.63%	0.63%	0.64% <sup>4</sup>	0.63% <sup>5</sup>
Expenses, prior to expense waivers	0.63%	0.63%	0.63%	0.64% <sup>4</sup>	0.63% <sup>5</sup>
Net investment income	1.93%	2.12%	2.39%	1.88%	1.46% <sup>5</sup>
Portfolio turnover rate <sup>6</sup>	63%	72%	49%	41%	7%

\* Commencement of operations.

<sup>1</sup> Based on average shares outstanding.

Total return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period and redemption on the last day of the period. Total return calculated for a period of less than one year is not annualized. For the periods in which the investment adviser waived advisory fees, the total return would have been lower if certain expenses had not been waived.

<sup>3</sup> Effective June 30, 2017, the investment adviser contractually agreed to limit the advisory fee to 0.32% through July 31, 2018, unless earlier terminated by the Board of Trustees of the Trust.

<sup>4</sup> Included in the expense ratio are proxy expenses. Without these proxy expenses, the expense ratio would have been 0.63%.

<sup>5</sup> Annualized.

<sup>6</sup> Portfolio turnover rate is not annualized and excludes the value of the portfolio securities received or delivered as a result of in-kind creations or redemptions of the Fund's capital shares. Short-term securities with maturities less than or equal to 365 days are excluded from the portfolio turnover calculation.

47 WisdomTree Trust Prospectus

**Table of Contents****Table of Contents**

## Financial Highlights (continued)

Selected data for a share of beneficial interest outstanding throughout the period is presented below:

	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Period August 1, 2013* through March 31, 2014
WisdomTree Emerging Markets Quality Dividend Growth Fund					
Net asset value, beginning of period	\$ 23.03	\$ 21.11	\$ 24.08	\$ 24.92	\$ 25.22
Investment operations:					
Net investment income <sup>1</sup>	0.56	0.63	0.55	0.61	0.33
Net realized and unrealized gain (loss)	3.87	1.96	(2.94)	(0.87)	(0.42)
Total from investment operations	4.43	2.59	(2.39)	(0.26)	(0.09)
Dividends to shareholders:					
Net investment income	(0.52)	(0.67)	(0.58)	(0.58)	(0.21)
Net asset value, end of period	\$ 26.94	\$ 23.03	\$ 21.11	\$ 24.08	\$ 24.92
TOTAL RETURN <sup>2</sup>	19.44%	12.45%	(9.89)% <sup>8</sup>	(1.19)%	(0.33)%
RATIOS/SUPPLEMENTAL DATA:					
Net assets, end of period (000's omitted)	\$75,442	\$48,366	\$31,667	\$40,944	\$19,939
Ratios to average net assets of:					
Expenses, net of expense waivers	0.39% <sup>9</sup>	0.63%	0.63%	0.64% <sup>5</sup>	0.63% <sup>6</sup>
Expenses, prior to expense waivers	0.63%	0.63%	0.63%	0.64% <sup>5</sup>	0.63% <sup>6</sup>
Net investment income	2.17%	2.88%	2.59%	2.42%	2.03% <sup>6</sup>
Portfolio turnover rate <sup>7</sup>	62%	49%	62%	47%	3%

\* Commencement of operations.

<sup>1</sup> Based on average shares outstanding.

Total return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period and redemption on the last day of the period. Total return calculated for a period of less than one year is not annualized. For the periods in which the investment adviser waived advisory fees, the total return would have been lower if certain expenses had not been waived.

<sup>3</sup> The ratios to average net assets do not include net investment income (loss) or expenses of other funds in which the Fund invests.

<sup>4</sup> The expense ratio includes investment advisory fee waivers. Without these investment advisory fee waivers, the expense ratio would have been unchanged.

<sup>5</sup> Included in the expense ratio are proxy expenses. Without these proxy expenses, the expense ratio would have been 0.63%.

<sup>6</sup> Annualized.

<sup>7</sup> Portfolio turnover rate is not annualized and excludes the value of the portfolio securities received or delivered as a result of in-kind creations or redemptions of the Fund's capital shares. Short-term securities with maturities less than or equal to 365 days are excluded from the portfolio turnover calculation.

<sup>8</sup> Includes a voluntary reimbursement from the sub-adviser for investment losses on certain foreign exchange transactions during the period. Excluding this voluntary reimbursement, total return would have been unchanged.



<sup>9</sup> Effective June 30, 2017, the investment adviser contractually agreed to limit the advisory fee to 0.32% through July 31, 2018, unless earlier terminated by the Board of Trustees of the Trust.

WisdomTree Trust Prospectus 48

---

---

**Table of Contents**

Table of Contents

WisdomTree Trust  
245 Park Avenue, 35th Floor  
New York, NY 10167

---

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

Additional information about the Funds' investments is or will be available in the Funds' annual and semi-annual reports to shareholders. In the annual report you will find a discussion of the market conditions and investment strategies that significantly affected the Funds' performance during the last fiscal year.

To make shareholder inquiries, for more detailed information on the Funds, or to request the SAI or annual or semi-annual shareholder reports, as applicable, free of charge, please:

	1-866-909-9473	WisdomTree Trust
Call:	Monday through Friday 9:00 a.m. to 5:30 p.m. (Eastern time)	Write: c/o Foreside Fund Services, LLC Three Canal Plaza, Suite 100 Portland, Maine 04101

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

Information about the Funds (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 Funds 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. 20549-1520.

No person is authorized to give any information or to make any representations about any 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.

© 2018 WisdomTree Trust

WisdomTree Funds are distributed in the U.S. by  
Foreside Fund Services, LLC  
Three Canal Plaza, Suite 100  
Portland, Maine 04101

WisdomTree® is a registered mark of WisdomTree Investments, Inc.

INVESTMENT COMPANY ACT FILE NO. 811-21864

WIS-PR-002-XX18

**Table of Contents**

**WISDOMTREE® TRUST**

**STATEMENT OF ADDITIONAL INFORMATION**

**Dated August 1, 2018, as amended October 19, 2018**

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

**WISDOMTREE U.S. EQUITY ETFs\***

**Dividends**

U.S. Total Dividend Fund (DTD)  
 U.S. High Dividend Fund (DHS)  
 U.S. Dividend ex-Financials Fund (DTN)  
 U.S. LargeCap Dividend Fund (DLN)  
 U.S. MidCap Dividend Fund (DON)  
 U.S. SmallCap Dividend Fund (DES)

**Quality**

U.S. Quality Dividend Growth Fund (DGRW)  
 U.S. SmallCap Quality Dividend Growth Fund (DGRS)  
 U.S. Quality Shareholder Yield Fund (formerly known as U.S. LargeCap Value Fund ) (QSY)

**WISDOMTREE INTERNATIONAL EQUITY ETFs\***

**Developed World ex-U.S.**

International Equity Fund (DWM)  
 International High Dividend Fund (DTH)  
 International LargeCap Dividend Fund (DOL)  
 International MidCap Dividend Fund (DIM)  
 International SmallCap Dividend Fund (DLS)  
 International Dividend ex-Financials Fund (DOO)  
 International Quality Dividend Growth Fund (IQDG)  
 Europe Quality Dividend Growth Fund (EUDG)  
 Europe SmallCap Dividend Fund (DFE)  
 Japan SmallCap Dividend Fund (DFJ)  
 Australia Dividend Fund (AUSE)

**Earnings**

U.S. Total Earnings Fund (EXT)  
 U.S. Earnings 500 Fund (EPS)  
 U.S. MidCap Earnings Fund (EZM)  
 U.S. SmallCap Earnings Fund (EES)

**Multifactor**

U.S. Multifactor Fund (USMF)

**Global/Global ex-U.S.**

Global High Dividend Fund (DEW)  
 Global ex-U.S. Quality Dividend Growth Fund (DNL)  
 Global ex-U.S. Real Estate Fund (DRW)  
 Asia Pacific ex-Japan Fund (AXJL)

**Emerging/Frontier Markets**

Emerging Markets High Dividend Fund (DEM)  
 Emerging Markets SmallCap Dividend Fund (DGS)  
 Emerging Markets Consumer Growth Fund (EMCG)  
 Emerging Markets Quality Dividend Growth Fund (DGRE)  
 Emerging Markets ex-State-Owned Enterprises Fund (XSOE)

## Edgar Filing: WisdomTree Trust - Form 485BPOS

India Earnings Fund (EPI)

### Currency Hedged Equity

Middle East Dividend Fund (GULF)

Japan Hedged Equity Fund (DXJ)

China ex-State-Owned Enterprises Fund (CXSE)

Japan Hedged Quality Dividend Growth Fund (JHDG)

Japan Hedged SmallCap Equity Fund (DXJS)

Japan Hedged Financials Fund (DXJF)

Europe Hedged Equity Fund (HEDJ)

Europe Hedged SmallCap Equity Fund (EUSC)

Germany Hedged Equity Fund (DXGE)

International Hedged Quality Dividend Growth Fund (IHDG)

The current Prospectus for each of the WisdomTree U.S. Equity ETFs is dated August 1, 2018 and the current Prospectus for each of the WisdomTree International Equity ETFs is dated August 1, 2018, as amended. 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 most recent fiscal year (when available) are incorporated in this SAI by reference to the Funds' most recent Annual Reports to Shareholders (File No. 811-21864). When available, you may obtain a copy of the Funds' Annual Reports at no charge by request to the Fund at the address or phone number noted below.

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

A copy of the Prospectus for each Fund may be obtained, without charge, by calling 1-866-909-9473, visiting [www.wisdomtree.com](http://www.wisdomtree.com), or writing to WisdomTree Trust, c/o Foreside Fund Services, LLC, Three Canal Plaza, Suite 100, Portland, Maine 04101.

\* Principal U.S. Listing Exchange: NYSE Arca, Inc. (except DGRW, DGRS, GULF, DXJS, DXGE, EMCG, CXSE and DGRE are listed on NASDAQ and USMF and IQDG are listed on Cboe BZX Exchange, Inc.)

**Table of Contents**

**TABLE OF CONTENTS**

<u>General Description of the Trust and the Funds</u>	1
<u>WisdomTree U.S. Equity ETFs</u>	1
<u>WisdomTree International Equity ETFs</u>	1
<u>Investment Strategies and Risks</u>	1
<u>General Risks</u>	2
<u>Specific Investment Strategies</u>	4
<u>Proxy Voting Policy</u>	20
<u>Portfolio Holdings Disclosure Policies and Procedures</u>	22
<u>WisdomTree Index Description</u>	22
<u>Investment Limitations</u>	25
<u>Continuous Offering</u>	26
<u>Management of the Trust</u>	27
<u>Brokerage Transactions</u>	64
<u>Additional Information Concerning the Trust</u>	68
<u>Creation and Redemption of Creation Unit Aggregations</u>	69
<u>Regular Holidays and Other Settlement Matters</u>	74
<u>Taxes</u>	81
<u>Determination of NAV</u>	87
<u>Dividends and Distributions</u>	88
<u>Financial Statements</u>	88
<u>Miscellaneous Information</u>	88

**Table of Contents**

**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 issue multiple series or portfolios. The Trust is an open-end 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"). Each Fund described in this SAI (except for U.S. Quality Shareholder Yield Fund, Emerging Markets Consumer Growth Fund, and Emerging Markets Quality Dividend Growth Fund (each, an "Active Fund" and collectively, the "Active Funds")) seeks to track the price and yield performance, before fees and expenses, of a particular index ("Index") that defines a specific segment of the U.S. or international stock markets (each, an "Index Fund" and collectively, the "Index Funds"). The Indexes are created using proprietary methodology developed by WisdomTree Investments, Inc. ("WisdomTree Investments"). WisdomTree Investments is the parent company of WisdomTree Asset Management, Inc. ("WisdomTree Asset Management" or the "Adviser"), the investment adviser to each Fund. BNY Mellon Asset Management North America Corporation (the "Sub-Adviser") is the investment sub-adviser to each Fund. The Adviser and the Sub-Adviser may be referred to together as the "Advisers". Foreside Fund Services, LLC serves as the distributor (the "Distributor") of the shares of each Fund.

Each Fund issues and redeems shares at net asset value per share ("NAV") only in large blocks of shares, typically 25,000 shares or more ("Creation Units" or "Creation Unit Aggregations"). Currently, Creation Units generally consist of 50,000 shares (except Creation Units consist of 200,000 shares with respect to the India Earnings Fund; Creation Units consist of 100,000 shares with respect to the Japan Hedged Quality Dividend Growth Fund, Japan Hedged SmallCap Equity Fund, Global ex-U.S. Quality Dividend Growth Fund, Emerging Markets High Dividend Fund, Emerging Markets SmallCap Dividend Fund, Emerging Markets Quality Dividend Growth Fund, Emerging Markets ex-State-Owned Enterprises Fund, and Middle East Dividend Fund; and Creation Units consist of 25,000 shares with respect to Australia Dividend Fund and China ex-State-Owned Enterprises Fund), though this may change from time to time. Creation Units are not expected to consist of less than 25,000 shares. These transactions are usually in exchange for a basket of securities and/or 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 NYSE Arca, Inc., the NASDAQ Stock Market ("NASDAQ") or Cboe BZX Exchange, Inc. (each, a "Listing Exchange"), and trade throughout the day on the Listing Exchange and other secondary markets at market prices that may differ from NAV. As in the case of other publicly traded securities, brokers' commissions on transactions will be based on commission rates charged by the applicable broker.

The Trust reserves the right to adjust the 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 is a registered mark of WisdomTree Investments and has been licensed for use by the Trust. WisdomTree Investments has received a patent and has a patent application pending on the methodology and operation of its Indexes and the Funds.

**INVESTMENT STRATEGIES AND RISKS**

**All Funds**

Each Fund's investment objective, principal investment strategies and associated risks are described in the Fund's Prospectus. The sections below supplement these principal investment strategies and risks and describe the Funds' additional investment policies and the different types of investments that may be made by a Fund as a part of its non-principal investment strategies. With respect to each Fund's investments, unless otherwise noted, if a percentage limitation on investment is adhered to at the time of investment or contract, a subsequent increase or decrease as a result of market movement or redemption will not result in a violation of such investment limitation.

Each Fund intends to qualify each year for treatment as a regulated investment company (a "RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"), so that it will not be subject to federal income tax on income and gains that are timely distributed to Fund shareholders. Each Fund will invest its assets, and otherwise conduct its operations, in a manner that is intended to satisfy the qualifying income, diversification and distribution requirements necessary to establish and maintain eligibility for such treatment.

Each Fund is considered "non-diversified," as such term is used in the 1940 Act.

**Additional Information Regarding Certain Funds**

*Active Funds*

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Each Active Fund is actively managed using proprietary investment strategies and processes. There can be no guarantees that these strategies and processes will produce the intended results. An Active Fund may not outperform other investment strategies over short- or long-term market cycles and the Fund may decline in value.

### **International Equity ETFs**

Each International Equity ETF with an investment policy indicating that, under normal circumstances, at least 95% of its total assets (exclusive of collateral held from securities lending) will be invested in the component securities of its Index and investments that

---

## **Table of Contents**

have economic characteristics that are substantially identical to the economic characteristics of such component securities may, from time to time, have less than 95% of its total assets invested in such manner in order to comply with the requirements of the 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 Equity ETF may not have less than 90% of its total assets invested in securities of its underlying Index and investments that have economic characteristics that are substantially identical to the economic characteristics of such component securities.

### *India Earnings Fund*

The India Earnings Fund attempts to achieve its investment objective by investing in securities through the WisdomTree India Investment Portfolio, Inc. (the India Portfolio), a wholly-owned subsidiary of the India Earnings Fund. References to the investment strategies and other policies of the India Earnings Fund should be understood to also refer to the strategies and policies of the India Portfolio. The India Portfolio is advised by WisdomTree Asset Management and sub-advised by the Sub-Adviser.

## **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 investor in a Fund could lose money over short or long periods of time.

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 a Fund's portfolio securities and therefore a decrease in the value of shares of the Fund). Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence and perceptions 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.

Holdings of common stocks incur more risk than holdings 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.

An investment in the Japan Hedged Equity Fund, Japan Hedged Quality Dividend Growth Fund, Japan Hedged SmallCap Equity Fund, Japan Hedged Financials Fund, Europe Hedged Equity Fund, Europe Hedged SmallCap Equity Fund, Germany Hedged Equity Fund, or the International Hedged Quality Dividend Growth Fund (collectively, the Hedged Equity Funds) should be made with the understanding that these Funds attempt to minimize or hedge against changes in the value of the U.S. dollar against the Japanese yen, euro, or other foreign currencies, as applicable. The other International Equity ETFs do not seek to hedge against such fluctuations.

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

Events in the financial sector have resulted, and may continue to result, in an unusually high degree of volatility in the financial markets, both domestic and foreign. Domestic and foreign fixed income and equity markets experienced extreme volatility and turmoil starting in late 2008 and volatility has continued to be experienced in the markets. Issuers that have exposure to the real estate, mortgage and credit markets have been particularly affected, and well-known financial institutions have experienced significant liquidity and other problems. Some of these institutions have declared bankruptcy or defaulted on their debt. It is uncertain whether or for how long these conditions will continue. These events and possible continuing market turbulence may have an adverse effect on Fund performance.

A Fund may be included in model portfolios developed by WisdomTree Asset Management for use by financial advisors and/or investors. The market price of shares of a Fund, costs of purchasing or selling shares of a Fund, including the bid/ask spread, and liquidity of a Fund may be impacted by purchases and sales of such Fund by one or more model-driven investment portfolios.



## Edgar Filing: WisdomTree Trust - Form 485BPOS

Authorized Participants should refer to the section herein entitled [Creation and Redemption of Creation Unit Aggregations](#) for additional information that may impact them.

---

**Table of Contents**

**BORROWING.** Although the Funds do not intend to borrow money as part of their principal investment strategies, a Fund may do so to the extent permitted by the 1940 Act. Under the 1940 Act, a Fund may borrow up to 33% of its net assets, but under normal market conditions, no Fund expects to borrow greater than 10% of such Fund's net assets. A Fund will borrow only for short-term or emergency purposes. Borrowing will tend to exaggerate the effect on net asset value of any increase or decrease in the market value of a Fund's portfolio. Money borrowed will be subject to interest costs that may or may not be recovered by earnings on the securities purchased. A Fund also may be required to maintain minimum average balances in connection with a borrowing or to pay a commitment or other fee to maintain a line of credit; either of these requirements would increase the cost of borrowing over the stated interest rate.

**CAPITAL CONTROLS AND SANCTIONS RISK.** Economic conditions, such as volatile currency exchange rates and interest rates, political events, military action and other conditions may, without prior warning, lead to government intervention (including intervention by the U.S. government with respect to foreign governments, economic sectors, foreign companies and related securities and interests) and the imposition of capital controls and/or sanctions, which may also include retaliatory actions of one government against another government, such as seizure of assets. Capital controls and/or sanctions include the prohibition of, or restrictions on, the ability to own or transfer currency, securities or other assets, which may potentially include derivative instruments related thereto. Countries use these controls to, among other reasons, restrict movements of capital entering (inflows) and exiting (outflows) their country to respond to certain economic or political conditions. By way of example, such controls may be applied to short-term capital transactions to counter speculative flows that threaten to undermine the stability of the exchange trade and deplete foreign exchange reserves. Levies may be placed on profits repatriated by foreign entities (such as the Funds). Capital controls and/or sanctions may also impact the ability of a Fund to buy, sell, transfer, receive, deliver (*i.e.*, create and redeem Creation Units) or otherwise obtain exposure to, foreign securities or currency, negatively impact the value and/or liquidity of such instruments, adversely affect the trading market and price for shares of a Fund (*e.g.*, cause a Fund to trade at prices materially different from its NAV), and cause the Fund to decline in value. A Fund may change its creation and/or redemption procedures without notice in response to the imposition of capital controls or sanctions. There can be no assurance a country in which a Fund invests or the U.S. will not impose a form of capital control or sanction to the possible detriment of a Fund and its shareholders.

**CURRENCY EXCHANGE RATE RISK.** Investments denominated in non-U.S. currencies and investments in securities or derivatives that provide exposure to such currencies, currency exchange rates or interest rates are subject to non-U.S. currency risk. Changes in currency exchange rates and the relative value of non-U.S. currencies will affect the value of a Fund's investment and the value of your Fund shares. Because a 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 a Fund's holdings goes up. Conversely, the U.S. dollar value of your investment in a Fund may go up if the value of the local currency appreciates against the U.S. dollar.

The value of the U.S. dollar measured against other currencies is influenced by a variety of factors. These factors include interest rates, national debt levels and trade deficits, changes in balances of payments and trade, domestic and foreign interest and inflation rates, global or regional political, economic or financial events, monetary policies of governments, actual or potential government intervention, and global energy prices. Political instability, the possibility of government intervention and restrictive or opaque business and investment policies may also reduce the value of a country's currency. Government monetary policies and the buying or selling of currency by a country's government may also influence exchange rates. Currencies of emerging or developing market countries may be subject to significantly greater risks than currencies of developed countries. Many developing market countries have experienced steady declines or even sudden devaluations of their currencies relative to the U.S. dollar. Some non-U.S. market currencies may not be traded internationally, may be subject to strict limitations on foreign investment and may be subject to frequent and unannounced government intervention. Government intervention and currency controls can decrease the value and significantly increase the volatility of an investment in non-U.S. currency. Although the currencies of some developing market countries may be convertible into U.S. dollars, the achievable rates may differ from those experienced by domestic investors because of foreign investment restrictions, withholding taxes, lack of liquidity or other reasons.

The Hedged Equity Funds use various strategies in an attempt to minimize changes in the value of the applicable currency or currencies, which may not be successful. In addition, a Hedged Equity Fund may not be fully hedged at all times in order to minimize transaction costs or for other reasons.

**CYBERSECURITY RISK.** Investment companies, such as the Funds, and their service providers may be prone to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cyber security breaches. Cyber-attacks affecting a Fund or the Adviser, Sub-Adviser, accountant, custodian, transfer agent, index providers, market makers, Authorized Participants and other third-party service providers may adversely impact a Fund. For instance, cyber-attacks may interfere with the processing of Authorized Participant transactions, impact the Fund's ability to calculate its net asset value, cause the release of private shareholder information or confidential company information, impede trading, subject a Fund to regulatory fines or financial losses, and cause reputational damage. A Fund could incur extraordinary expenses for cyber security risk management purposes, prevention and/or resolution.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Similar types of cyber security risks are also present for issuers of securities in which a Fund invests, which could result in material adverse consequences for such issuers, and may cause the Fund's investment in such portfolio companies to lose value.

## Table of Contents

**FOREIGN SECURITIES RISK.** The International Equity ETFs invest a significant portion of their assets in non-U.S. securities and instruments, or in instruments that provide exposure to such securities and instruments. Investments in non-U.S. securities involve certain risks that may not be present with investments in U.S. securities. For example, investments in non-U.S. securities may be subject to risk of loss due to foreign currency fluctuations or to political or economic instability. There may be less information publicly available about a non-U.S. issuer than a U.S. issuer. Non-U.S. issuers may be subject to different accounting, auditing, financial reporting and investor protection standards than U.S. issuers. Investments in non-U.S. securities may be subject to withholding or other taxes and may be subject to additional trading, settlement, custodial, and operational risks (including restrictions on the transfers of securities). With respect to certain countries, there is the possibility of government intervention and expropriation or nationalization of assets. Because legal systems differ, there is also the possibility that it will be difficult to obtain or enforce legal judgments in certain countries. Since foreign exchanges may be open on days when a Fund does not price its shares, the value of the securities in a Fund's portfolio may change on days when shareholders will not be able to purchase or sell the Fund's shares. Conversely, Fund shares may trade on days when foreign exchanges are closed. Each of these factors can make investments in a Fund more volatile and potentially less liquid than other types of investments and may be heightened in connection with investments in developing or emerging market countries. Foreign securities also include American Depositary Receipts ( ADRs ) which are U.S. dollar-denominated receipts representing shares of foreign-based corporations. ADRs are issued by U.S. banks or trust companies and entitle the holder to all dividends and capital gains that are paid out on the underlying foreign shares. Global Depositary Receipts ( GDRs ), which are similar to ADRs, represent shares of foreign-based corporations and are generally issued by international banks in one or more markets around the world. Investments in ADRs and GDRs may be less liquid and more volatile than underlying shares in their primary trading markets. In addition, the Fund may change its creation or redemption procedures without notice in connection with restrictions on the transfer of securities. For more information on creation and redemption procedures, see "Creation and Redemption of Creation Unit Aggregations" herein.

**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 total assets that may be invested in the securities of a single issuer. As a result, each of the Funds may invest more of its total 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.

**TAX RISK.** To qualify for the favorable U.S. federal income tax treatment accorded to RICs, each Fund must, among other things, derive in each taxable year at least 90% of its gross income from certain prescribed sources. The U.S. Treasury Department has authority to issue regulations that would exclude foreign currency gains from qualifying income if such gains are not directly related to the Fund's business of investing in stock or securities. Accordingly, regulations may be issued in the future that could treat some or all of the Fund's foreign currency gains as nonqualifying income, which might jeopardize the Fund's status as a RIC for all years to which the regulations are applicable. If for any taxable year the Fund does not qualify as a RIC, all of its taxable income (including its net capital gain) for that year would be subject to tax at regular corporate rates without any deduction for distributions to shareholders, and such distributions would be taxable to shareholders as dividend income to the extent of the Fund's current and accumulated earnings and profits.

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

### **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.

**CURRENCY TRANSACTIONS.** The International Equity ETFs 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, other than the Hedged Equity Funds, do not expect to engage in currency transactions for the purpose of hedging against declines in the value of a Fund's total assets that are denominated in one or more foreign currencies. Each Hedged Equity Fund invests in various types of currency contracts to hedge against changes in the value of the U.S. dollar against the Japanese yen, euro, or other foreign currencies, as applicable.

**Forward Foreign Currency Contracts.** 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. Forward contracts are contracts between parties in which one party agrees to make a payment to the other party (the counterparty) based on the market value or level of a specified currency. In return, the counterparty agrees to make payment to the first party based on the return of a different specified currency. A forward contract generally has no margin deposit requirement, and no commissions are charged at any stage for trades. These contracts typically are settled by physical delivery of the underlying currency or currencies in the amount of the full contract value to the extent they are not agreed to be carried forward to another expiration date (*i.e.*, rolled over).

## Edgar Filing: WisdomTree Trust - Form 485BPOS

A non-deliverable forward contract is a forward contract where there is no physical settlement of two currencies at maturity. Non-deliverable forward contracts will usually be done on a net basis, with a Fund receiving or paying only the net amount of

## Table of Contents

the two payments. The net amount of the excess, if any, of each Fund's obligations over its entitlements with respect to each non-deliverable forward contract is accrued on a daily basis and an amount of cash or liquid securities having an aggregate value at least equal to the accrued excess is maintained to cover such obligations. The risk of loss with respect to non-deliverable forward contracts generally is limited to the net amount of payments that a Fund is contractually obligated to make or receive.

**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.

Currency exchange transactions involve a significant degree of risk and the markets in which currency 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. Currency 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 currency 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 and futures positions is poorly correlated with its other investments or if it could not close out its positions because of an illiquid market. Such contracts are subject to the risk that the counterparty will default on its obligations. In addition, each Fund will incur transaction costs, including trading commissions, in connection with certain foreign currency transactions.

**DEPOSITARY RECEIPTS.** To the extent a Fund invests in stocks of foreign corporations, a Fund's investment in such stocks may be in the form of Depositary Receipts or other similar 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. 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. GDRs are receipts issued throughout the world that evidence a similar arrangement. Non-Voting Depositary Receipts ( NVDRs ) are receipts issued in Thailand 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. NVDRs are tradable on the Stock Exchange of Thailand.

A Fund will not generally 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. The use of Depositary Receipts may increase tracking error relative to an underlying Index.

**DERIVATIVES.** Each Fund may use derivative instruments as part of its investment strategies. No Fund will use derivatives to increase leverage, and each Fund will provide margin or collateral, as applicable, with respect to investments in derivatives in such amounts as determined under applicable law, regulatory guidance or related interpretations.

Generally, derivatives are financial contracts whose value depends upon, or is derived from, the value of an underlying asset, reference rate or index, and may relate to bonds, interest rates, currencies, commodities, and related indexes. Examples of derivative instruments include forward currency contracts, currency and interest rate swaps, currency options, futures contracts, options on futures contracts and swap agreements.

With respect to certain kinds of derivative transactions that involve obligations to make future payments to third parties, including, but not limited to, futures contracts, forward contracts, swap contracts, the purchase of securities on a when-issued or delayed delivery basis, or reverse repurchase agreements, under applicable federal securities laws, rules, and interpretations thereof, a Fund must set aside (referred to sometimes as asset segregation) liquid assets, or engage in other measures to cover open positions with respect to such transactions in a manner consistent with the 1940 Act, specifically sections 8 and 18 thereunder. In complying with such requirements, the Fund will include assets of any wholly-owned subsidiary in which that Fund invests on an aggregate basis.

For example, with respect to forward contracts and futures contracts that are not contractually required to cash-settle, the Fund must cover its open positions by having available liquid assets equal to the contracts' full notional value. The Funds treat deliverable forward contracts for currencies that are liquid as the equivalent of cash-settled contracts. As such, a Fund may have available liquid assets in an amount equal to the Fund's daily marked-to-market (net) obligation (*i.e.*, the Fund's daily net liability, if any) rather than the full notional amount under such deliverable forward contracts. Similarly, with respect to futures contracts that are contractually required to cash-settle, the Fund may have

## Edgar Filing: WisdomTree Trust - Form 485BPOS

available liquid assets in an amount equal to the Fund's daily marked-to-market (net) obligation rather than the notional value. The Fund reserves the right to modify these policies in the future.

Forwards, swaps and certain other derivatives are subject to regulation under The Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) in the U.S. and certain non-U.S. jurisdictions. Physically-settled forwards entered into between eligible contract participants, such as the Fund, are generally subject to fewer regulatory requirements in the U.S. than non-deliverable forwards. Under the Dodd-Frank Act, non-deliverable forwards are regulated as swaps and are subject to rules requiring central clearing and mandatory trading on an exchange or facility that is regulated by the Commodity Futures Trading Commission (the

## Table of Contents

CFTC ). Under the Dodd-Frank Act, non-deliverable forwards, swaps and certain other derivatives traded in the OTC market may become subject to initial and variation margin requirements as early as March 1, 2017. The Fund's counterparties may be subject to additional regulatory requirements and/or apply the regulatory requirements more broadly than is required for administrative and other reasons, including, for example, by (i) applying the stricter regulatory requirements to physically-settled forwards that are applicable to non-deliverable forwards even though the stricter rules are not technically applicable to such physically-settled forwards; and (ii) applying smaller thresholds for the delivery of variation margin than required. As such, a Fund using currency forwards, and particularly the Hedged Equity Funds, may need to hold more cash than it has historically, which may include raising cash by selling securities and/or obtaining cash through other arrangements in order to meet margin requirements, which may, among other potential consequences, cause increased index tracking error, cause an increase in expense ratio, lead to the realization of taxable gains, increase costs to a Fund of trading or otherwise affect returns to investors in such Fund.

Effective April 24, 2012, the CFTC revised, among other things, CFTC Rule 4.5 and rescinded CFTC Rule 4.13(a)(4). The CFTC has adopted amendments to its regulations of commodity pool operators ( CPOs ) managing funds registered under the 1940 Act that harmonize the SEC's and the CFTC's regulatory schemes. The adopted amendments to the CFTC regulations allow CPOs to registered investment companies to satisfy certain recordkeeping, reporting and disclosure requirements that would otherwise apply to them under Part 4 of the CFTC's regulations by continuing to comply with comparable SEC requirements. To the extent that the CFTC recordkeeping, disclosure and reporting requirements deviate from the comparable SEC requirements, such deviations are not expected to materially adversely affect the ability of the Funds to continue to operate and achieve their investment objectives. If, however, these requirements or future regulatory changes result in a Fund having difficulty in achieving its investment objectives, the Trust may determine to reorganize or close the Fund, materially change the Fund's investment objectives and strategies, or operate the Fund as a regulated commodity pool pursuant to WisdomTree Asset Management's CPO registration.

With regard to each Fund, WisdomTree Asset Management will continue to claim relief from the definition of CPO under revised CFTC Rule 4.5. Specifically, pursuant to CFTC Rule 4.5, WisdomTree Asset Management may claim exclusion from the definition of CPO, and thus from having to register as a CPO, with regard to a Fund that enters into commodity futures, commodity options or swaps solely for bona fide hedging purposes, or that limits its investment in commodities to a de minimis amount, as defined in CFTC rules, so long as the shares of such Fund are not marketed as interests in a commodity pool or other vehicle for trading in commodity futures, commodity options or swaps.

**Swap Agreements.** Each Fund may enter into swap agreements, including currency swaps, interest rate swaps, credit default swaps, and total return swaps. A typical foreign currency swap involves the exchange of cash flows based on the notional differences among two or more currencies (e.g., the U.S. dollar and the euro). A typical interest rate swap involves the exchange of a floating interest rate payment for a fixed interest payment. A typical credit default swap ( CDS ) involves an agreement to make a series of payments by the buyer in exchange for receipt of payment by the seller if the loan defaults. In the event of default the buyer of the CDS receives compensation (usually the face value of the loan), and the seller of the CDS takes possession of the defaulted loan. In the event that the Fund acts as a protection seller of a CDS, the Fund will segregate assets equivalent to the full notional value of the CDS. In the event that the Fund acts as a protection buyer of a CDS, the Fund will cover the total amount of required premium payments plus the pre-payment penalty. Total return swaps involve the exchange of payments based on the total return on an underlying reference asset. The total return includes appreciation or depreciation on the reference asset, plus any interest or dividend payments. Swap agreements can be structured to provide for periodic payments over the term of the swap contract or a single payment at maturity (also known as a bullet swap ). Swap agreements may be used to hedge or achieve exposure to, for example, currencies, interest rates, and money market securities without actually purchasing such currencies or securities. Each Fund may use swap agreements to invest in a market without owning or taking physical custody of the underlying securities in circumstances in which direct investment is restricted for legal reasons or is otherwise impracticable. Swap agreements will tend to shift a Fund's investment exposure from one type of investment to another or from one payment stream to another.

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 currencies, corporate borrowing rates, or other factors, and may increase or decrease the overall volatility of a Fund's investments and its share price. When a Fund purchases or sells a swap contract, the Fund is required to cover its position in order to limit the risk associated with the use of leverage and other related risks. To cover its position, the Fund will maintain with its custodian bank (and mark-to-market on a daily basis) a segregated account consisting of cash or liquid securities that, when added to any amounts deposited as margin, are equal to the market value of the swap contract or otherwise cover its position in a manner consistent with the 1940 Act or the rules and SEC interpretations thereunder. If the Fund continues to engage in the described securities trading practices and properly segregates assets, the segregated account will function as a practical limit on the amount of leverage which the Fund may undertake and on the potential increase in the speculative character of the Fund's outstanding portfolio securities. Additionally, such segregated accounts will generally ensure the availability of adequate funds to meet the obligations of the Fund arising from such investment activities.

**Futures, Options and Options on Futures Contracts.** Each Fund may enter into U.S. or foreign futures contracts, 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



## Edgar Filing: WisdomTree Trust - Form 485BPOS

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.

---

## **Table of Contents**

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 a Fund's 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.

**EQUITY SECURITIES.** Each Fund invests in equity securities. Equity securities, such as the common stocks of an issuer, are subject to stock market fluctuations and therefore may experience volatile changes in value as market conditions, consumer sentiment or the financial condition of the issuers change. A decrease in value of the equity securities in a Fund's portfolio may also cause the value of a Fund's shares to decline.

**EXCHANGE TRADED PRODUCTS.** Each Fund may invest in exchange traded products (ETPs), which include exchange traded funds registered under the 1940 Act, exchange traded commodity trusts and exchange traded notes. The Adviser may receive management or other fees from the ETPs in which the Fund may invest (Affiliated ETPs), as well as a management fee for managing the Fund. It is possible that a conflict of interest among the Fund and Affiliated ETPs could affect how the Adviser fulfills its fiduciary duties to the Fund and the Affiliated ETPs. Although the Adviser takes steps to address the conflicts of interest, it is possible that the conflicts could impact the Fund. A Fund may invest in new ETPs or ETPs that have not yet established a deep trading market at the time of investment. Shares of such ETPs may experience limited trading volume and less liquidity, in which case the spread (the difference between bid price and ask price) may be higher.

**Exchange Traded Funds.** Each Fund may invest in ETFs. ETFs are investment companies that trade like stocks on a securities exchange at market prices rather than NAV. As a result, ETF shares may trade at a price greater than NAV (premium) or less than NAV (discount). A Fund that invests in an ETF indirectly bears fees and expenses charged by the ETF in addition to the Fund's direct fees and expenses. Investments in ETFs are also subject to brokerage and other trading costs that could result in greater expenses for the Fund.

**Exchange-Traded Notes.** Each Fund may invest in exchange traded notes (ETNs). ETNs generally are senior, unsecured, unsubordinated debt securities issued by a sponsor, such as an investment bank. ETNs are traded on exchanges and the returns are linked to the performance of market indexes. In addition to trading ETNs on exchanges, investors may redeem ETNs directly with the issuer on a periodic basis, typically in a minimum amount of 50,000 units, or hold the ETNs until maturity. The value of an ETN may be influenced by time to maturity, level of supply and demand for the ETN, volatility and lack of liquidity in the underlying market, changes in the applicable interest rates, and economic, legal, political or geographic events that affect the referenced market. Because ETNs are debt securities, they are subject to credit risk. If the issuer has financial difficulties or goes bankrupt, a Fund may not receive the return it was promised. If a rating agency lowers an issuer's credit rating, the value of the ETN may decline and a lower credit rating reflects a greater risk that the issuer will default on its obligation. There may be restrictions on a Fund's right to redeem its investment in an ETN. There are no periodic interest payments for ETNs, and principal is not protected. A Fund's decision to sell its ETN holdings may be limited by the availability of a secondary market.

**FINANCIAL SECTOR INVESTMENTS.** Each Fund may engage in transactions with or invest in companies that are considered to be in the financial sector, including commercial banks, brokerage firms, diversified financial services, a variety of firms in all segments of the insurance industry (such as multi-line, property and casualty, and life insurance) and real estate-related companies. There can be no guarantee that these strategies may be successful. A Fund may lose money as a result of defaults or downgrades within the financial sector.

Events in the financial sector have resulted in increased concerns about credit risk and exposure. Well-known financial institutions have experienced significant liquidity and other problems and have defaulted on their debt obligations. Issuers that have exposure to real estate, mortgage and credit markets have been particularly affected. It is uncertain whether or how long these conditions will continue. These events and possible continuing market turbulence may have an adverse effect on Fund performance.



## Table of Contents

Rule 12d3-1 under the 1940 Act limits the extent to which a fund may invest in the securities of any one company that derives more than 15% of its revenues from brokerage, underwriting or investment management activities. A Fund may purchase securities of an issuer that derived more than 15% of its gross revenues in its most recent fiscal year from securities-related activities, subject to the following conditions: (1) the purchase cannot cause more than 5% of the Fund's total assets to be invested in securities of that issuer; (2) for any equity security, the purchase cannot result in the Fund owning more than 5% of the issuer's outstanding securities in that class; and (3) for a debt security, the purchase cannot result in the Fund owning more than 10% of the outstanding principal amount of the issuer's debt securities. A Fund, in seeking to comply with this rule, may experience greater index tracking error because an Index is not subject to the rule.

In applying the gross revenue test, an issuer's own securities-related activities must be combined with its ratable share of securities-related revenues from enterprises in which it owns a 20% or greater voting or equity interest. All of the above percentage limitations, as well as the issuer's gross revenue test, are applicable at the time of purchase. With respect to warrants, rights, and convertible securities, a determination of compliance with the above limitations shall be made as though such warrant, right, or conversion privilege had been exercised. A Fund will not be required to divest its holdings of a particular issuer when circumstances subsequent to the purchase cause one of the above conditions to not be met. The purchase of a general partnership interest in a securities-related business is prohibited.

**FIXED INCOME SECURITIES.** Each Fund may invest in fixed income securities, such as corporate debt, bonds and notes. Fixed income securities change in value in response to interest rate changes and other factors, such as the perception of the issuer's creditworthiness. For example, the value of fixed income securities will generally decrease when interest rates rise, which may cause the value of the Fund to decrease. In addition, investments in fixed income securities with longer maturities will generally fluctuate more in response to interest rate changes. The capacity of traditional dealers to engage in fixed income trading has not kept pace with the bond market's growth and dealer inventories of bonds are at or near historic lows relative to market size. Because market makers provide stability to fixed income markets, the significant reduction in dealer inventories could lead to decreased liquidity and increased volatility, which may become exacerbated during periods of economic or political stress. In addition, liquidity risk may be magnified in a rising interest rate environment in which investor redemptions (or selling of fund shares in the secondary market) from fixed income funds may be higher than normal.

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

**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 to the extent the Adviser or Sub-Adviser has not deemed such securities to be liquid. 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, except for certain 144A bonds, will be monitored by each Fund on an ongoing basis. In the 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 net assets invested in illiquid securities.

**INVESTMENT COMPANY SECURITIES.** Each Fund may invest in the securities of other investment companies (including money market funds and certain ETPs). 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 although a Fund may invest in excess of these limits in affiliated ETPs and to the extent it enters into agreements and abides by certain conditions of the exemptive relief issued to non-affiliated ETPs. Each Fund may purchase or otherwise invest in shares of affiliated ETFs and affiliated money market funds.

**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 Standard & Poor's (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. Bankers' acceptances are time drafts drawn on commercial banks by borrowers, usually in connection with international transactions.

**NON-U.S. SECURITIES.** The International Equity ETFs invest primarily 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. 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

## Edgar Filing: WisdomTree Trust - Form 485BPOS

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

---

## Table of Contents

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 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 delays beyond periods customary in the U.S. and practices, such as delivery of securities prior to receipt of payment, that 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. 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 Equity ETFs 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 International Equity ETFs may invest, consistent with their principal investment strategies, are brief descriptions of some of the conditions and risks in each such market.

**Investments in Emerging Markets Securities.** Investments in securities listed and traded in emerging markets are subject to additional risks that may not be present for U.S. investments or investments in more developed non-U.S. markets. 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 Frontier Markets Securities.** The economies of frontier markets (*i.e.*, Bahrain, Egypt, Jordan, Kuwait, Morocco, Oman, Qatar, Saudi Arabia, and the United Arab Emirates) generally have lower trading volumes and greater potential for illiquidity and price volatility than more developed markets. These markets have a smaller number of issuers and participants and therefore may also be affected to a greater extent by the actions of a small number of issuers and investors. A significant change in cash flows investing in these markets could have a substantial effect on local stock prices and, therefore, prices of Fund shares. Investments in certain frontier market countries are restricted or controlled to varying extents. At times, these restrictions or controls may limit or prevent foreign investment and/or increase the investment costs and expenses of a Fund. Frontier markets may be subject to greater political instability, threat of war or terrorism and government intervention than more developed markets, including many emerging market economies. Frontier markets generally are not as correlated to global economic cycles as those of more developed countries. These and other factors make investing in the frontier market countries significantly riskier than investing in developed market and emerging market countries.

Certain frontier countries impose additional restrictions, such as requiring governmental approval prior to investments by foreign persons, limiting the amount of investments by foreign persons in a particular issuer, limiting investments by foreign persons to a particular class of securities of an issuer that may have less advantageous rights than other classes, and imposing additional taxes. For countries that require prior government approval, delays in obtaining such approval would delay investments, and consequently a Fund may be unable to invest in all of the securities included in the Index until such approval is final. This could increase Index tracking error. Some frontier countries may also limit investment in issuers in industries considered essential to national interests and may require governmental approval for the repatriation of investment income, capital or the proceeds of security sales by foreign investors, including the applicable Funds. Some frontier country governments may levy certain taxes on dividend and interest income. Although in some countries a portion of these taxes are recoverable, the non-recovered portion of foreign withholding taxes will decrease the income generated from investments in such countries.

Some banks that are eligible foreign sub-custodians in frontier markets may have been organized only recently or may otherwise not have extensive operating experience. There may also be legal restrictions or limitations on the ability of a Fund to recover assets held in custody by a foreign sub-custodian, such as in cases where the sub-custodian becomes bankrupt. Settlement systems may not be as established as in developed markets or even emerging markets. As a result, settlements may be delayed and cash or Fund securities may be jeopardized because of system defects. In addition, the laws of certain countries in which a Fund invests may require that Fund to release local shares before receiving cash payment, or to make cash payment before receiving local shares. This increases the risk of loss to that Fund.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

The Funds invest in some frontier countries that use share blocking. Share blocking refers to the practice of predicating voting rights related to an issuer's securities on those securities being blocked from trading at the custodian or sub-custodian.

---

## Table of Contents

level for a period of time near the date of a shareholder meeting. Such restrictions have the potential to effectively prevent securities from being voted and from trading within a specified number of days before, and in some cases after, the shareholder meeting. Share blocking may preclude the Funds from purchasing or selling securities for a period of time. During the time that shares are blocked, trades in such securities will not settle. Although practices may vary by market, a blocking period may last from one day to several weeks. Once blocked, the block may be removed only by withdrawing a previously cast vote or abstaining from voting completely, a process that may be burdensome. In certain countries, the block cannot be removed. Share blocking may impose operational difficulties on a Fund, including the potential effect that a block would have on pending trades. Share blocking may cause pending trades to fail or remain unsettled for an extended period of time. Trade failures may also expose the transfer agent and the Funds to situations in which a counterparty may have the right to go to market, buy a security at the current market price and have any additional expense borne by the Funds or transfer agent if the counterparty is unable to deliver shares after a certain period of time. The Adviser, on behalf of the Fund, reserves the right to abstain from voting proxies in share blocking proxy markets. These and other factors could have a negative impact on Fund performance.

**Investments in Australia.** The economy of Australia is heavily dependent on the economies of Asian countries and the price and demand for natural resources and commodities as well as its exports from the agricultural and mining sectors. Conditions that weaken demand for such products worldwide could have a negative impact on the Australian economy as a whole. Australia is also increasingly dependent on the economies of its key trading partners, including China, the United States, and Japan. These and other factors could have a negative impact on a Fund's performance.

**Investments in Brazil.** Investing in securities of Brazilian companies involves certain considerations not typically associated with investing in securities of U.S. companies or the U.S. Government. These risks include (i) investment and repatriation controls, which could make it harder for a Fund to track its underlying Index and decrease a Fund's tax efficiency; (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 and unemployment; (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. The Brazilian economy may also be significantly affected by the economies of other Latin American countries. These and other factors could have a negative impact on a Fund's performance.

**Investments 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. Canada is a major producer of commodities such as forest products, metals, agricultural products, and energy related products like oil, gas, and hydroelectricity. Accordingly, a change in the supply and demand of these resources, both domestically and internationally, can have a significant effect on Canadian market performance. Canada is a top producer of zinc and uranium and a global source of many other natural resources, such as gold, nickel, aluminum, and lead. 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.** In addition to the aforementioned risks of 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) 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 Chinese companies, particularly those located in China, may be smaller, less seasoned and newly organized; (xi) the differences 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 fact that the willingness and ability of the Chinese government to support the 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 rapid 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 (xix) the risk that certain companies in a 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.





## Table of Contents

After many years of steady growth, the growth rate of China's economy has recently slowed. Although this slowdown was to some degree intentional, the slowdown has also slowed the once rapidly growing Chinese real estate market and left local governments with high debts with few viable means to raise revenue, especially with the fall in demand for housing. Despite its attempts to restructure its economy towards consumption, China remains heavily dependent on exports. Accordingly, China is susceptible to economic downturns abroad, including any weakness in demand from its major trading partners, including the United States, Japan, and Europe. In addition, China's aging infrastructure, worsening environmental conditions, rapid and inequitable urbanization, quickly widening urban and rural income gap, domestic unrest and provincial separatism all present major challenges to the country. Further, China's territorial claims, including its land reclamation projects and the establishment of an Air Defense Identification Zone over islands claimed and occupied by Japan, are another source of tension and present risks to diplomatic and trade relations with certain of China's regional trade partners.

Investments in Hong Kong are also subject to certain political risks not associated with other investments. 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. Investments in China and Hong Kong involve risk of a total loss due to government action or inaction. China has committed by treaty to preserve Hong Kong's autonomy and its economic, political and social freedoms for 50 years from the July 1, 1997 transfer of sovereignty from the United Kingdom 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. In addition, the Hong Kong dollar trades at a fixed exchange rate in relation to (or, is pegged to) the U.S. dollar, which has contributed to the growth and stability of the Hong Kong economy. However, it is uncertain how long the currency peg will continue or what effect the establishment of an alternative exchange rate system would have on the Hong Kong economy. Because each Fund's NAV is denominated in U.S. dollars, the establishment of an alternative exchange rate system could result in a decline in a Fund's NAV. These and other factors could have a negative impact on a Fund's performance.

*Investments in China A-Shares.* China A-Shares (A-Shares) are issued by companies that are incorporated in mainland China, and listed and traded on the Shanghai Stock Exchange (SSE) or Shenzhen Stock Exchange (SZSE) via the Shanghai-Hong Kong or Shenzhen-Hong Kong Stock Connect (Stock Connect) programs in Chinese renminbi. Stock Connect is a securities trading and clearing linked program between either SSE or SZSE, and the Stock Exchange of Hong Kong Limited (SEHK), Hong Kong Securities Clearing Company Limited (HKSCC), and China Securities Depository and Clearing Corporation Limited (ChinaClear), with an aim to achieve mutual stock market access between the People's Republic of China (PRC) and Hong Kong. A Fund's ability to invest in China A-Shares through Stock Connect, or on such other stock exchanges in China that participate in Stock Connect from time to time or in the future, is subject to trading limits, rules and regulations by the applicable regulatory authority. These restrictions and regulations may adversely affect a Fund's ability to achieve its investment objective.

*Quota limitations risk.* Stock Connect is subject to daily quota limitations on investments, which may restrict a Fund's ability to invest in China A-Shares through Stock Connect on a timely basis, and the Fund may not be able to effectively pursue its investment policies. In addition, an investor cannot purchase and sell the same security on the same trading day, which may restrict a Fund's ability to invest in A-Shares through Stock Connect and to enter into or exit trades on a timely basis.

*Suspension risk.* SEHK, SSE, and SZSE reserve the right to suspend trading if necessary to ensure an orderly and fair market and manage risks prudently which could adversely affect a Fund's ability to access the PRC market.

*Differences in trading day.* Stock Connect only operates on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the PRC market but Hong Kong investors (such as the Funds) cannot carry out any China A-Shares trading. A Fund may be subject to a risk of price fluctuations in China A-Shares during the time when Stock Connect is not trading as a result.

*Restrictions on selling imposed by front-end monitoring.* PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE or SZSE will reject the sell order concerned. SEHK will carry out pre-trade checking on China A-Shares sell orders of its participants (i.e., the stock brokers) to ensure there is no over-selling.

*Clearing settlement and custody risks.* HKSCC and ChinaClear establish the clearing links and each is a participant of the other to facilitate clearing and settlement of cross-boundary trades. As the national central counterparty of the PRC's securities market, ChinaClear operates a comprehensive network of clearing, settlement and stock holding infrastructure. ChinaClear has established a risk management framework and measures that are approved and supervised by the CSRC. The chances of a ChinaClear default are considered to be remote.

Should the remote event of a ChinaClear default occur and ChinaClear be declared as a defaulter, HKSCC will, in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation. In that event, a Fund may suffer a delay in the recovery process or may not be able to fully recover its losses from ChinaClear.



## **Table of Contents**

The China A-Shares traded through Stock Connect are issued in scriptless form, so investors, such as the Funds, will not hold any physical China A-Shares. Hong Kong and overseas investors, such as the Funds, who have acquired Mainland Securities through Northbound trading maintain the Mainland Securities with their brokers or custodians' stock accounts with the Central Clearing and Settlement System operated by HKSCC for the clearing securities listed or traded on SEHK.

*Nominee arrangements in holding China A-Shares.* HKSCC is the nominee holder of the Mainland Securities acquired by overseas investors (including a Fund) through Stock Connect. The CSRC Stock Connect rules expressly provide that investors enjoy the rights and benefits of the Mainland Securities acquired through Stock Connect in accordance with applicable laws. The CSRC has clarified that (i) the concept of nominee shareholding is recognized in China, (ii) overseas investors shall hold Mainland Securities through HKSCC and are entitled to proprietary interests in such securities as shareholders, (iii) China law does not expressly provide for a beneficial owner under the nominee holding structure to bring legal proceedings, nor does it prohibit a beneficial owner from doing so, (iv) as long as certification issued by HKSCC is treated as lawful proof of a beneficial owner's holding of Mainland Securities under the Hong Kong Special Administrative Region law, it would be fully respected by CSRC, and (v) as long as an overseas investor can provide evidential proof of direct interest as a beneficial owner, the investor may take legal actions in its own name in PRC courts.

Under the rules of the Central Clearing and Settlement System operated by HKSCC for the clearing of securities listed or traded on SEHK, HKSCC as nominee holder shall have no obligation to take any legal action or court proceeding to enforce any rights on behalf of the investors in respect of the Mainland Securities in the PRC or elsewhere. Therefore, although a Fund's ownership may be ultimately recognized and the HKSCC confirmed that it is prepared to provide assistance to the beneficial owners of Mainland Securities where necessary, the Fund may suffer difficulties or delays in enforcing its rights in China A-Shares. Moreover, whether PRC courts will accept the legal action independently initiated by the overseas investor with the certification of holding Mainland Securities issued by HKSCC has yet to be tested.

*China A-Share market suspension risks.* Only certain A-Shares are eligible to be accessed through Stock Connect. Such securities may lose their eligibility at any time, in which case they could be sold but could no longer be purchased through Stock Connect. China A-Shares may only be bought or sold where the relevant A-Shares are traded on the SSE or the SZSE, as appropriate. Given that the A-Share market is considered volatile and unstable (with the risk of suspension of a particular stock, and/or the whole market, and/or government intervention), the subscription and redemption of shares may also be disrupted. An Authorized Participant is unlikely to redeem or subscribe shares if it considers that A-Shares may not be available.

*Investor compensation.* Investments of a Fund through Northbound trading via Stock Connect will not be covered by Hong Kong's Investor Compensation Fund. Hong Kong's Investor Compensation Fund is established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorized financial institution in relation to exchange-traded products in Hong Kong. Since default matters in Northbound trading via Stock Connect do not involve products listed or traded in SEHK or Hong Kong Futures Exchange Limited, they will not be covered by the Investor Compensation Fund. Further, since the Fund is carrying out Northbound trading through securities brokers in Hong Kong but not PRC brokers, it is also not protected by the China Securities Investor Protection Fund in the PRC.

*Trading costs.* In addition to paying trading fees and stamp duties in connection with China A-Share trading, a Fund may be subject to new portfolio fees, dividend tax and tax concerned with income arising from stock transfers which are yet to be determined by the relevant authorities.

*Operational risk.* Stock Connect provides a new channel for investors from Hong Kong and overseas, such as the Funds, to access the China stock market directly. Stock Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.

The securities regimes and legal systems of the two markets differ significantly and in order for the trial program to operate, market participants may need to address issues arising from the differences on an ongoing basis. Further, the connectivity in Stock Connect program requires routing of orders across the border. This has and will continue to require the development of new information technology systems on the part of the SEHK and exchange participants. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems failed to function properly, trading in both markets through the program could be disrupted. A Fund's ability to access the China A-Share market (and hence to pursue their investment strategy) will be adversely affected.

*Regulatory risk.* The CSRC Stock Connect rules are departmental regulations having legal effect in the PRC. However, the application of such rules is untested, and there is no assurance that PRC courts will recognize such rules, e.g., in liquidation proceedings of PRC companies.



---

## **Table of Contents**

Stock Connect is novel in nature and is subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades through Stock Connect.

The regulations are untested so far and there is no certainty as to how they will be applied. Moreover, the current regulations are subject to change. There can be no assurance that Stock Connect will not be abolished. A Fund that may invest in the PRC markets through Stock Connect may be adversely affected as a result of such changes.

*Tax risk.* Uncertainties in PRC tax rules governing taxation of income and gains from investments in A-Shares could result in unexpected tax liabilities for a Fund. A Fund's investments in securities, including A-Shares, issued by PRC companies may cause the Fund to become subject to withholding and other taxes imposed by the PRC. If the Fund were considered to be a tax resident of the PRC, it would be subject to PRC corporate income tax at the rate of 25% on its worldwide taxable income. If the Fund were considered to be a non-resident enterprise with a permanent establishment in the PRC, it would be subject to PRC corporate income tax of 25% on the profits attributable to the permanent establishment. The Adviser and Sub-Adviser intend to operate such Fund in a manner that will prevent it from being treated as a tax resident of the PRC and from having a permanent establishment in the PRC. It is possible, however, that the PRC could disagree with that conclusion or that changes in PRC tax law could affect the PRC corporate income tax status of the Fund.

The PRC generally imposes withholding income tax at a rate of 10% on dividends, premiums, interest and capital gains originating in the PRC and paid to a company that is not a resident of the PRC for tax purposes and that has no permanent establishment in China. The withholding is in general made by the relevant PRC tax resident company making such payments. In the event the relevant PRC tax resident company fails to withhold the relevant PRC withholding income tax or otherwise fails to pay the relevant withholding income tax to the PRC tax authorities, the competent PRC tax authorities may, at their sole discretion, impose tax obligations on the Fund.

The Ministry of Finance of the PRC, the State Administration of Taxation of the PRC and the CSRC (collectively, the PRC Tax Authorities) issued the Notice on the Pilot Program of Shanghai-Hong Kong Stock Connect Caishui [2014] No.81 (Notice 81), on October 31, 2014, which states that the capital gain from disposal of A-Shares by foreign investor enterprises via the Shanghai-Hong Kong Stock Connect program will be temporarily exempt from withholding income tax. Notice 81 also states that the dividends derived from A-Shares by foreign investor enterprises is subject to 10% withholding income tax.

The PRC Tax Authorities issued the Notice on the Pilot Program of Shenzhen-Hong Kong Stock Connect Caishui [2016] No.127 (Notice 127) on November 5, 2016, which states that the capital gain from disposal of A-Shares by foreign investor enterprises via the Shenzhen-Hong Kong Stock Connect program will be temporarily exempt from withholding income tax. Notice 127 also states that the dividends derived from A-Shares by foreign investor enterprises is subject to 10% withholding income tax.

There is no indication of how long the temporary exemption will remain in effect and a Fund may be subject to such withholding income tax in the future. If, in the future, China begins applying tax rules regarding the taxation of income from investments through Stock Connect and/or begins collecting capital gains taxes on such investments, the Fund could be subject to withholding income tax liability if the Fund determines that such liability cannot be reduced or eliminated by applicable tax treaties. The PRC Tax Authorities may, in the future, issue further guidance in this regard and with potential retrospective effect. The negative impact of any such tax liability on the Fund's return could be substantial.

In light of the uncertainty as to how gains or income that may be derived from a Fund's investments in the PRC will be taxed, the Fund reserves the right to provide for withholding tax on such gains or income and withhold tax for the account of the Fund. Withholding tax may already be withheld at a broker/custodian level. If the Fund expects such withholding tax on trading in A-Shares to be imposed, it reserves the right to establish a reserve for such tax. If the Fund establishes such a reserve but is not ultimately subject to the tax, shareholders who redeemed or sold their shares while the reserve was in place will effectively bear the tax and may not benefit from the later release, if any, of the reserve. Conversely, if the Fund does not establish such a reserve but ultimately is subject to the tax, shareholders who redeemed or sold their shares prior to the tax being withheld, reserved or paid will have effectively avoided the tax, even if they benefited from the trading that precipitated the Fund's payment of it. Investors should note that such provision may be excessive or inadequate to meet actual withholding tax liabilities (which could include interest and penalties) on the Fund's investments. As a result, investors may be advantaged or disadvantaged depending on the final rules of the relevant PRC tax authorities.

Any tax provision, if made, will be reflected in the NAV of such Fund at the time of debit or release of such provision and thus will impact shares which remain in the Fund at the time of debit or release of such provision. If the actual applicable tax levied by PRC tax authorities is greater than that provided for by the Fund so that there is a shortfall in the tax provision amount, investors should note that the NAV of the Fund may suffer more than the tax provision amount as the Fund will ultimately have to bear the additional tax liabilities. In this case, the then-existing and subsequent investors will be disadvantaged. On the other hand, if the actual applicable tax levied by PRC tax authorities is less than that provided for by the Fund so that there is an excess in the tax provision amount, investors who have redeemed Fund shares before the



## Table of Contents

PRC tax authorities' ruling, decision or guidance in this respect will be disadvantaged as they would have borne the loss from the Fund's overprovision. In this case, the then-existing and subsequent investors may benefit if the difference between the tax provision and the actual taxation liability can be returned to the account of the Fund as assets thereof. In case of having excess in the tax provision amount (for example, the actual applicable tax levied by PRC tax authorities is less than the tax provision amount or due to a change in provisioning by the Fund), such excess shall be treated as property of the Fund and investors who have already transferred or redeemed their shares in the Fund will not be entitled or have any right to claim any part of the amount representing the excess.

Stamp duty under the PRC laws generally applies to the execution and receipt of taxable documents, which include contracts for the sale of A-Shares traded on PRC stock exchanges. In the case of such contracts, the stamp duty is currently imposed on the seller but not on the purchaser, at the rate of 0.1%. While overseas investors currently are exempt from value added taxes (currently at the rate of 6%) on capital gains derived from trading of A-Shares through Stock Connect, the PRC tax rules could be changed which could result in unexpected tax liabilities for the Fund. In addition, urban maintenance and construction tax (currently at rates ranging from 1% to 7%), educational surcharge (currently at the rate of 3%) and local educational surcharge (currently at the rate of 2%) (collectively, the surtaxes) are imposed based on value added tax liabilities, so if the Fund were liable for value added tax it would also be required to pay the applicable surtaxes. The PRC rules for taxation of Stock Connect are evolving and certain of the tax regulations to be issued by the PRC State Administration of Taxation and/or PRC SAFE to clarify the subject matter may apply retrospectively, even if such rules are adverse to the Fund and its investors. The imposition of such taxes, particularly on a retrospective basis, could have a material adverse effect on the Fund's returns. Before further guidance is issued and is well established in the administrative practice of the PRC tax authorities, the practices of the PRC tax authorities that collect PRC taxes relevant to the Fund may differ from, or be applied in a manner inconsistent with, the practices with respect to the analogous investments described herein or any further guidance that may be issued. The value of the Fund's investment in the PRC and the amount of its income and gains could be adversely affected by an increase in tax rates or change in the taxation basis.

The above information is only a general summary of the potential PRC tax consequences that may be imposed on the Fund and its investors either directly or indirectly and should not be taken as a definitive, authoritative or comprehensive statement of the relevant matter. Investors should seek their own tax advice on their tax position with regard to their investment in the Fund.

The PRC government has implemented a number of tax reform policies in recent years. The current tax laws and regulations may be revised or amended in the future. Any revision or amendment in tax laws and regulations may affect the after-taxation profit of PRC companies and foreign investors in such companies, such as the Funds.

**Investments in Europe.** Most developed countries in Western Europe are members of the European Union (EU), many are also members of the European Economic and Monetary Union (EMU), and most EMU members are part of the euro zone, a group of EMU countries that share the euro as their common currency. Members of the EMU must comply with restrictions on inflation rates, deficits, debt levels, and fiscal and monetary controls. The implementation of any of these EMU restrictions or controls, as well as any of the following events in Europe, may have a significant impact on the economies of some or all European countries: (i) the default or threat of default by an EU member country on its sovereign debt, (ii) economic recession in an EU member country, (iii) changes in EU or governmental regulations on trade, (iv) changes in currency exchange rates of the euro, the British pound, and other European currencies, (v) changes in the supply and demand for European imports or exports, and (vi) high unemployment rates. The European financial markets have recently experienced volatility and adverse trends due to concerns about economic downturns or rising government debt levels in several European countries, including Greece, Ireland, Italy, Portugal and Spain. These concerns have also negatively affected the euro's exchange rate. A significant decline in the value of the euro may produce unpredictable effects on trade and commerce generally and could lead to increased volatility in financial markets worldwide. In the event that an EMU member defaults on its sovereign debt or exits from the EMU, especially if either such event occurs in a disorderly manner, the default or exit may adversely affect the value of the euro as well as the performance of other European economies and issuers.

In June 2016, the United Kingdom voted in a referendum to leave the EU. As a result of the referendum, S&P downgraded the United Kingdom's credit rating from AAA to AA and the EU's credit rating from AA+ to AA in the days that followed the vote. Other credit ratings agencies have taken similar actions. Although the precise timeframe for Brexit is uncertain the United Kingdom invoked article 50 of the Lisbon Treaty on March 29, 2017 to withdraw from the EU by March 29, 2019. Withdrawal is expected to be followed by a transition period during which businesses and others prepare for the new post-Brexit rules to take effect on January 1, 2021. It is unclear how withdrawal negotiations will be conducted and what the potential consequences may be. In addition, it is possible that measures could be taken to revote on the issue of Brexit, or that portions of the United Kingdom could seek to separate and remain a part of the EU. As a result of the political divisions within the United Kingdom and between the United Kingdom and the EU that the referendum vote has highlighted and the uncertain consequences of a Brexit, the economies of the United Kingdom and Europe as well as the broader global economy could be significantly impacted, which may result in increased volatility and illiquidity, and potentially lower economic growth on markets in the United Kingdom, Europe and globally that could potentially have an adverse effect on the value of a Fund's investments.





## Table of Contents

**Investments in France.** France is a member of the EMU. Members of the EMU must comply with restrictions on inflation rates, deficits, debt levels, and fiscal and monetary controls. The implementation of any such restrictions or controls, the default of an EU member country on its sovereign debt, significant fluctuations in the euro's exchange rate, or a change in EU or governmental trade regulations could each have a significant impact on the French economy as well as the economies of some or all European countries. These and other factors, including the potential consequences of the withdrawal of the United Kingdom from the EU as described above, could have a negative impact on a Fund's performance.

**Investments in Germany.** Germany is a member of the EMU. Members of the EMU must comply with restrictions on inflation rates, deficits, debt levels, and fiscal and monetary controls. The implementation of any such restrictions or controls, the default of an EU member country on its sovereign debt, significant fluctuations in the euro's exchange rate, or a change in EU or governmental trade regulations could each have a significant impact on the German economy as well as the economies of some or all European countries. In addition, 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, including the potential consequences of the withdrawal of the United Kingdom from the EU as described above, could have a negative impact on a Fund's performance.

**Investments in India.** Investments in India 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 those of more developed nations. Unanticipated political or social developments in India and surrounding regions may affect the value of a Fund's investments and the value of Fund shares. Although the government has recently begun to institute economic reform policies, there can be no assurance that it will continue to pursue such policies or, if it does, that such policies will succeed. Monsoons and other natural disasters in India and surrounding regions 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. In the past year there have been several significant proposals to tax regulations that could significantly increase the level of taxes on investment. It may be more difficult to obtain a judgment in Indian courts than it is in the United States.

The market for securities in India may be less liquid and transparent than the markets in more developed countries. In addition, strict restrictions on foreign investment may decrease the liquidity of a Fund's portfolio or inhibit a Fund's ability to achieve its investment objective. A Fund may be unable to buy or sell securities or receive full value for such securities. Settlement of securities transactions in the Indian subcontinent are subject to risk of loss, may be delayed and are generally less efficient than in the United States. 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, a 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, a Fund may maintain a higher cash position than it otherwise would, or a Fund may have to sell more liquid securities which it would not otherwise choose to sell, possibly diluting its return and inhibiting its ability to track its Index.

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 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 industry in India is 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. These and other factors could have a negative impact on a Fund's performance.

**Investments in Italy.** Italy is a member of the EMU. Members of the EMU must comply with restrictions on inflation rates, deficits, debt levels, and fiscal and monetary controls. The implementation of any such restrictions or controls, the default of an EU member country on its sovereign debt, significant fluctuations in the euro's exchange rate, or a change in EU or governmental trade regulations could each have a significant impact on the Italian economy as well as the economies of some or all European countries. Recently, the Italian economy has experienced volatility due to concerns about economic downturn and rising government debt levels. These and other factors, including the potential consequences of the withdrawal of the United Kingdom from the EU as described above, could have a negative impact on a Fund's performance.

**Investments in Japan.** Although Japan continues to recover from a prolonged economic downturn dating back to 2000, Japan's economic growth rate has remained relatively low and it may remain low in the future and/or continue to lag the growth rates of other developed nations and its Asian neighbors. Economic growth in Japan is heavily dependent on international trade, government support of the financial services sector and other troubled sectors, and consistent government policy supporting its export market. In the past, Japanese exports have been

## Edgar Filing: WisdomTree Trust - Form 485BPOS

adversely affected by trade tariffs and other protectionist measures as well as increased competition from developing nations. Japan has few natural resources and is heavily dependent on oil imports. Higher commodity prices could therefore have a negative impact on the Japanese economy. Slowdowns in the economies of key trading partners such as the United States, China and/or countries in Southeast Asia, including economic, political or social instability in such countries, could also have a negative impact on the Japanese economy as a whole. Despite the emergence of

---

**Table of Contents**

China as an important trading partner of Japan, strained relationships between Japan and its neighboring countries, including China, Russia, South Korea and North Korea, based on historical grievances, territorial disputes, and defense concerns, may also inject uncertainty into Japanese markets. Increased political tension between countries in the region could adversely affect the Japanese economy and, in the event of a crisis, destabilize the region. The Japanese economy is also vulnerable to concerns of economic slowdown from within the Japanese financial system, including high levels of nonperforming loans, over-leveraged corporate balance sheets, extensive cross-ownership by major corporations, a changing corporate governance structure, and large government deficits. Japanese currency fluctuations may also adversely impact the Japanese economy and its export market. In the past, the Japanese government has intervened in its currency market to maintain or reduce the value of the yen. Any such intervention in the currency markets could cause the value of the yen to fluctuate sharply and unpredictably and could cause losses to investors. In addition, Japan's labor market is adapting to an aging workforce, declining population, and demand for increased labor mobility. These demographic shifts and fundamental structural changes to the labor market may negatively impact Japan's economic competitiveness.

In March 2011, a massive earthquake and tsunami struck northeastern Japan causing major damage to the country's domestic energy supply, including damage to nuclear power plants. In the wake of this natural disaster, Japan's financial markets fluctuated dramatically and the resulting economic distress affected Japan's recovery from its recession. The government injected capital into the economy and proposed plans for massive spending on reconstruction efforts in disaster-affected areas in order to stimulate economic growth. The full extent of the disaster's impact on Japan's economy and foreign investment in Japan is difficult to estimate. The risks of natural disasters of varying degrees, such as earthquakes and tsunamis, and the resulting damage, continue to exist. These and other factors could have a negative impact on a Fund's performance.

**Investments in Korea.** The economy of Korea is heavily dependent on exports and the demand for certain finished goods. 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 Korean economy as a whole. The Korean economy's reliance on international trade makes it highly sensitive to fluctuations in international commodity prices, currency exchange rates and government regulation, and vulnerable to downturns of the world economy, particularly with respect to its four largest export markets (the EU, Japan, United States, and China). Korea has experienced modest economic growth in recent years, but such continued growth may slow due, in part, to the economic slowdown in China and the increased competitive advantage of Japanese exports with the weakened yen. Relations with North Korea could also have a significant impact on the economy of Korea. Relations between South Korea and North Korea remain tense, as exemplified in periodic acts of hostility, and the possibility of serious military engagement still exists. These and other factors could have a negative impact on a Fund's performance.

**Investments in the Middle East.** Countries in the Middle East may be affected by political instability, war or the threat of war, regional instability, terrorist activities and religious, ethnic and/or socioeconomic unrest. In particular, although recent pro-democracy movements in the region successfully toppled authoritarian regimes, the stability of successor regimes have proven weak, such as in Egypt. In other instances, these changes have devolved into armed conflicts, including protracted civil wars in Syria and Libya, which have given rise to numerous militias, terrorist groups, and most notably, the proto-state of ISIS. The conflict has disrupted oil production in Iraq and Syria, destroyed the economic value of large portions of the region, and caused a massive exodus of refugees into neighboring states.

Markets in the Middle East generally have lower trading volumes and greater potential for illiquidity and price volatility than more developed markets. These markets also have a smaller number of issuers and participants and therefore may also be affected to a greater extent by the actions of a small number of issuers and investors. A significant change in cash flows investing in these markets could have a substantial effect on local stock prices. Some Middle Eastern countries prohibit or impose substantial restrictions on investments in their capital markets, particularly their equity markets, by foreign entities such as the Fund. For example, certain countries may require governmental approval prior to investment by foreign persons or limit the amount of investment by foreign persons in a particular issuer. They may also limit the investment by foreign persons to only a specific class of securities of an issuer that may have less advantageous terms (including price) than securities of the issuer available for purchase by nationals. The manner in which foreign investors may invest in companies in certain Middle Eastern countries, as well as limitations on those investments, may have an adverse impact on the operations of the Fund. For example, the Fund may be required in certain of these countries to invest initially through a local broker or other entity and then have the shares that were purchased re-registered in the name of the Fund. Re-registration in some instances may not be possible on a timely basis. This may result in a delay during which the Fund may be denied certain of its rights as an investor, including rights as to dividends or to be made aware of certain corporate actions. A Fund's exposure to a local currency and changes in value of the local currency versus the U.S. dollar may result in reduced returns for a Fund, and a Fund may also incur costs in connection with currency conversions. In addition, in connection with a security sale and its settlement, there may be limitations or delays in the convertibility or repatriation of the local proceeds which would adversely affect the U.S. dollar and/or liquidity of the Fund's investments denominated in such currency, impair a Fund's ability to achieve its investment objective and/or impede the Fund's ability to satisfy redemption requests in a timely manner. By way of example, certain of the Egyptian holdings of the Middle East Dividend Fund are subject to such controls and limitations. The legal systems in certain Middle Eastern countries may have an adverse impact on the Fund. For example, the potential liability of a shareholder in a U.S. corporation with respect to acts of the corporation generally is limited to the amount of the shareholder's investment. However,



---

## Table of Contents

the notion of limited liability is less clear in certain Middle Eastern countries. The Fund therefore may be liable in certain Middle Eastern countries for the acts of a corporation in which it invests for an amount greater than the Fund's actual investment in that corporation. Similarly, the rights of investors in Middle Eastern issuers may be more limited than those of shareholders of a U.S. corporation. It may be difficult or impossible to obtain and/or enforce a judgment in a Middle Eastern country. These and other factors could have a negative impact on a Fund's performance.

**Investments in Saudi Arabia.** In addition to the investment risks associated with the Middle East region and Frontier Markets described above, investing in securities of Saudi Arabia involves certain additional considerations. In particular, Saudi Arabia has only very recently opened its markets to foreign investors, and the ability of foreign investors to invest in Saudi Arabian issuers is relatively untested. The Saudi government could restrict or revoke this ability at any time, which could hinder the Fund's ability to invest in these securities and/or track its underlying index. Like other Middle East nations, Saudi Arabia is highly reliant on income from the sale of petroleum and trade with other countries involved in the sale of petroleum, and its economy is therefore vulnerable to changes in foreign currency values and the price of oil.

**Investments in the United Arab Emirates (UAE).** In addition to the investment risks associated with the Middle East region and Frontier Markets described above, investing in securities of the UAE involves certain additional considerations. Like other Middle East nations, the UAE is highly reliant on income from the sale of petroleum and trade with other countries involved in the sale of petroleum, but the UAE also has a non-oil economy concentrated in Dubai. Dubai's non-oil economy has grown rapidly in recent years, notably in the service sectors, including tourism, real estate, banking and re-export trade, but remains vulnerable to a global credit crisis and/or a decrease in petroleum prices.

**Investments in Qatar.** In addition to the investment risks associated with the Middle East region and Frontier Markets described above, investing in securities of Qatar involves certain additional considerations. In particular, in June 2017, Saudi Arabia, the UAE, Bahrain, and Egypt, among other countries, severed diplomatic relations with Qatar and, working together, these nations imposed a land, sea and air blockade on Qatar. The nations imposing the embargo on Qatar cited Qatar's alleged support of terrorism as the reason for their actions. Like other Middle East nations, Qatar is highly reliant on income from the sale of petroleum and trade with other countries involved in the sale of petroleum, and although the blockade has ceased the shipping of oil out of Qatar, Qatar continues to provide the UAE with natural gas via pipeline. The blockade has negatively impacted Qatar's economy, stock market, and the credit rating of Qatari debt, but the long term effects of the blockade remain unclear at this point. In addition, Qatar hosts about 10,000 U.S. troops at Al Udeid Air Base, which serves as the forward base of operations for U.S. Central Command in the Middle East, which could make the country a target more susceptible to terror attacks. Qatar's economy also relies heavily on cheap, foreign labor, which has led to labor supply issues as well as allegations of human rights abuses against foreign laborers.

**Investments in the Netherlands.** The Netherlands is a member of the EMU. Members of the EMU must comply with restrictions on inflation rates, deficits, debt levels, and fiscal and monetary controls. The implementation of any such restrictions or controls, the default of an EU member country on its sovereign debt, significant fluctuations in the euro's exchange rate, or a change in EU or governmental trade regulations could each have a significant impact on the Dutch economy as well as the economies of some or all European countries. In addition, These and other factors, including the potential consequences of the withdrawal of the United Kingdom from the EU as described above, could have a negative impact on a Fund's performance.

**Investments in New Zealand.** Investing in New Zealand involves certain considerations not typically associated with investing in securities of U.S. companies or the U.S. government. New Zealand is generally considered to be a developed market, and investments in New Zealand generally do not have risks associated with them that are present with investments in developing or emerging markets. The health of the economy is strongly tied to commodity exports and has historically been vulnerable to global slowdowns. New Zealand is a country heavily dependent on free trade, particularly in agricultural products. This makes New Zealand particularly vulnerable to international commodity prices and global economic slowdowns. Its principal export industries are agriculture, horticulture, fishing and forestry. These and other factors could have a negative impact on a Fund's performance.

**Investments in Russia.** Investing in securities of Russian companies involves certain considerations not typically associated with investing in securities of U.S. companies or the U.S. Government. These risks include: (i) investment and repatriation controls, which could make it harder for a Fund to track its underlying Index and decrease a Fund's tax efficiency; (ii) unfavorable action by the Russian government, such as expropriation, dilution, devaluation, or default from excessive taxation; (iii) fluctuations in the currency rate exchange between the Russian rouble and the U.S. dollar; (iv) smaller securities markets with greater price volatility, less liquidity, and fewer issuers with a larger percentage of market capitalization or trading volume than in U.S. markets; (v) continued governmental involvement in and influence over the private sector as Russia undergoes a transition from central control to market-oriented democracy; (vi) less reliable financial information available concerning Russian issuers that may not be prepared and audited in accordance with U.S. or Western European generally accepted accounting principles and auditing standards; (vii) unfavorable political and economic developments, social instability, and changes in government policies; and (viii) the continued imposition of economic sanctions on Russian individuals and business sectors, or the threat of further sanctions, from Western countries in response to Russia's recent political and military actions. In addition, investing in Russian securities involves risks of delayed

## Edgar Filing: WisdomTree Trust - Form 485BPOS

settlement of portfolio transactions and the loss of a Fund's ownership rights in its securities due to the Russian system of custody and share registration. Investments in Russia are also subject to the risk that a natural disaster, such as an earthquake, drought, flood, fire or tsunami, could cause a significant adverse impact on the Russian economy. These and other factors could have a negative impact on a Fund's performance.

---

**Table of Contents**

Economic sanctions imposed on Russia by the United States, EU, and other Western countries in response to Russia's military intervention in the Ukraine and in response to other events (*e.g.*, cyber activities) may also negatively affect the performance of Russian companies and the overall Russian economy. The Ukraine sanctions target Russian individuals and the Russian financial, energy and defense sectors, while other sanctions impact other sectors, but they have also caused capital flight, a loss of confidence in Russian sovereign debt, and a retaliatory import ban by Russia that could lead to ruble inflation. Coupled with lower worldwide oil prices, Western sanctions have had the effect of slowing the entire Russian economy and may push the Russian economy toward recession. In addition, other U.S. and/or Western sanctions may be imposed based on negative actions perpetrated (or believed to have been perpetrated) by Russia.

**Investments 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.** 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 health care, limited economic opportunity, and other financial constraints, continue to present obstacles to full economic development. Disparities of wealth, the pace and success of democratization and capital market development and religious and racial disaffection have also led to social and political unrest. South Africa's currency has recently fluctuated significantly and may be vulnerable to significant devaluation. There can be no assurance that initiatives by the government to address these issues will achieve the desired results. South Africa's economy is heavily dependent on natural resources and commodity prices. South Africa's currency may be vulnerable to devaluation. These and other factors could have a negative impact on a Fund's performance.

**Investments in Spain.** Spain is a member of the EMU. Members of the EMU must comply with restrictions on inflation rates, deficits, debt levels, and fiscal and monetary controls. The implementation of any such restrictions or controls, the default of an EU member country on its sovereign debt, significant fluctuations in the euro's exchange rate, or a change in EU or governmental trade regulations could each have a significant impact on the Spanish economy as well as the economies of some or all European countries. Spain, along with certain other EU economies, experienced a significant economic slowdown during the recent financial crisis. The Spanish economy has been characterized by slow growth in recent years due to factors such as low housing sales, construction declines, and the international credit crisis. The rate of unemployment, inflation and productivity in Spain is relatively lower than other European countries. As a result, the Spanish government has introduced austerity reforms to reduce the fiscal deficit. While these reforms may stimulate the Spanish economy in the long term, they could have negative short-term effects on the Spanish financial market. Moreover, the Spanish government is involved in a long-running campaign against terrorism. Therefore, acts of terrorism on Spanish soil or against Spanish interests abroad may cause uncertainty in the Spanish financial markets. These and other factors, including the potential consequences of the withdrawal of the United Kingdom from the EU as described above, could have a negative impact on a Fund's performance.

**Investments in Sweden.** Sweden's largest trading partners include the United States, Germany and certain other Western European nations. As a result, the economy of Sweden may be significantly affected by changes in the economies, trade regulations, currency exchange rates, and monetary policies of these trading partners. In addition, Sweden maintains a robust social welfare system, and Sweden's workforce is highly unionized. As a result, Sweden's economy may experience, among other things, increased government spending, higher production costs, and lower productivity. These and other factors, including the potential consequences of the withdrawal of the United Kingdom from the EU as described above, could have a negative impact on a Fund's performance.

**Investments in Switzerland.** Although Switzerland is not a member of the EU, the Swiss economy is heavily dependent on the economies of the United States and other European nations as key trading partners. In particular, Switzerland depends on international trade and exports to generate economic growth. As a result, future changes in the price or the demand for Swiss products or services by these trading partners, or changes in these countries' economies, trade regulations or currency exchange rates could adversely impact the Swiss economy. In addition, due to Switzerland's limited natural resources, the economy of Switzerland may be impacted by extreme price fluctuations in the price of certain raw materials. Moreover, the Swiss economy relies heavily on the banking sector. Recent allegations that certain Swiss banking institutions marketed and sold offshore tax evasion services to U.S. citizens may adversely impact the Swiss economy. These and other factors, including the potential consequences of the withdrawal of the United Kingdom from the EU as described above, could have a negative impact on a Fund's performance.

**Investments in Taiwan.** The economy of Taiwan is heavily dependent on exports. Currency fluctuations, increasing competition from Asia's other emerge 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 a Fund's performance.





## Table of Contents

**Investments in the United Kingdom.** The United Kingdom has one of the largest economies in Europe and trades heavily with other European countries and the United States. The economy of the United Kingdom may be impacted by changes to the economic health of other European countries and the United States. The United Kingdom also relies heavily on the export of financial services. Accordingly, a slowdown in the financial services sector may have an adverse impact on the United Kingdom's economy. In June 2016, the United Kingdom voted in a referendum to leave the EU. For more information about Brexit and the associated risks, see the above description of Investments in Europe. These and other factors could have a negative impact on a Fund's performance.

Under normal market conditions, to the extent securities of foreign issuers ever comprise less than 40% of the assets of the Global High Dividend Fund on the annual Index screening date, the Board of Trustees of the Trust will either change the name of the Fund or change the Fund's benchmark.

**PARTICIPATION CERTIFICATES.** The Middle East Dividend Fund may invest in participation certificates ( Participation Certificates ) as a substitute for investing directly in securities. These instruments are also referred to as Participation Notes. Participation Certificates are certificates or notes issued by banks or broker-dealers and are designed to provide returns corresponding to the performance of an underlying equity security or market. Participation Certificates are subject to the risk that the issuer of the note will default on its obligation, in which case the Fund could lose the entire value of its investment. The use of Participation Certificates can increase tracking error relative to an Index. A holder of a Participation Certificate that is linked to an underlying security may receive any dividends paid in connection with the underlying security. However, a holder of a Participation Certificate does not have voting rights, as the holder would if it owned the underlying security directly. Investing in a Participation Certificate may subject the Fund to counterparty risk. In addition, there can be no assurance that the trading price of a Participation Certificate will be equal to the underlying value of the company or market that it seeks to replicate. The Fund will be relying on the creditworthiness of the counterparty issuing the Participation Certificate and would lose its investment if such counterparty became insolvent. The Fund will have no rights against the issuer of the underlying security. A Participation Certificate may also include transaction costs in addition to those applicable to a direct investment in securities. The markets on which the Participation Certificates are traded may be less liquid than the markets for other securities due to liquidity and transfer restrictions. The markets for Participation Certificates typically are over the counter and may be less transparent than the markets for listed securities. This may limit the availability of pricing information and may make it more difficult for the Fund to accurately value its investments in Participation Certificates. This may increase tracking error relative to the Index.

**REAL ESTATE INVESTMENT TRUSTS.** Each Fund may invest in the securities of real estate investment trusts ( REITs ) to the extent allowed by law. The Global ex-U.S. Real Estate Fund generally invests a significant percentage of its assets in REITs. 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 maintain exemption from the 1940 Act, and, for U.S. REITs, the possibility of failing to qualify for the favorable U.S. federal income tax treatment available to U.S. REITs under the Code. 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.

**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 tri-party 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.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

**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.

---

## **Table of Contents**

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 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.

**SECURITIES LENDING.** Each Fund may lend portfolio securities to certain creditworthy borrowers, including the Fund's 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 money market instruments, money market funds or U.S. government securities 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 receive 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.

**TRACKING STOCKS.** Each Fund may invest in 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.

**U.S. GOVERNMENT SECURITIES.** Each Fund may invest in obligations issued or guaranteed by the U.S. Treasury or the agencies or instrumentalities of the U.S. government. Such obligations may be short-, intermediate- or long-term. U.S. government securities are obligations of, or guaranteed by, the U.S. government, its agencies or government-sponsored enterprises. U.S. government securities are subject to market and interest rate risk, and may be subject to varying degrees of credit risk. U.S. government securities include inflation-indexed fixed income securities, such as U.S. Treasury Inflation Protected Securities (TIPS). U.S. government securities include zero coupon securities, which tend to be subject to greater market risk than interest-paying securities of similar maturities.

## **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.

As a registered investment adviser, the Sub-Adviser is often entrusted with the fiduciary responsibility to vote proxies for shares of corporate stock held on behalf of our clients. Proxy voting is an integral part of the management of the investment in those shares. In voting proxies, the Sub-Adviser takes into account long term economic value as we evaluate issues relating to corporate governance, including structures and practices, the nature of long-term business plans, including sustainability policies and practices to address environmental and social factors that are likely to have an impact on shareholder value, and other financial and non-financial measures of corporate performance.

For clients that have delegated proxy authority, the Sub-Adviser will make every reasonable effort to ensure that proxies are received and are voted in accordance with this policy and related procedures. To assist us in that process, the Sub-Adviser retains Institutional Shareholder Services (ISS) to provide various services related to proxy voting, such as research, analysis, voting services, proxy vote tracking, recordkeeping, and reporting. In addition, the Sub-Adviser also retains Glass Lewis for research services only.

## **Table of Contents**

The Sub-Adviser seeks to avoid potential material conflicts of interest through its participation on The Bank of New York Mellon Corporation's (BNY Mellon) Proxy Voting and Governance Committee (Committee). As such, the Sub-Adviser has adopted and implemented BNY Mellon's Proxy Voting Policy and proxy voting guidelines. The guidelines are applied to all client accounts for which the Sub-Adviser has been delegated the authority to vote in a consistent manner and without consideration of any client relationship factors.

Under this policy, the Committee permits member firms (such as the Sub-Adviser) to consider specific interests and issues and cast votes differently from the collective vote of the Committee where the member firm determines that a different vote is in the best interests of the affected account(s).

The Sub-Adviser will furnish a copy of its Proxy Voting Policy and its proxy voting guidelines upon request to each advisory client that has delegated voting authority.

### **Voting BNY Mellon Stock**

It is the policy of the Sub-Adviser not to vote or make recommendations on how to vote shares of BNY Mellon stock, even where the Sub-Adviser has the legal power to do so under the relevant governing instrument. In order to avoid any appearance of conflict relating to voting BNY Mellon stock, the Sub-Adviser has contracted with an independent fiduciary (ISS) to direct all voting of BNY Mellon Stock held by any Sub-Adviser accounts on any matter in which shareholders of BNY Mellon Stock are required or permitted to vote.

### **Proxy Voting Disclosure**

Clients who have delegated proxy voting authority to the Sub-Adviser may obtain the proxy voting records for their account upon written or verbal request.

### **Oversight Activities**

The Sub-Adviser performs periodic oversight of the operational and voting processes implemented on behalf of clients to ensure that proxy ballots are voted in accordance with established guidelines. These activities may include, but are not limited to, monthly account reconciliation between the voting agent and the Sub-Adviser records and forensic testing of the application of vote instruction in relation to policy vote recommendations at the ballot level. These efforts are completed as a component of our Rule 206(4) -7 compliance program.

A complete copy of the Sub-Adviser's proxy voting policy may be obtained by calling 1-866-909-9473 or by writing to: WisdomTree Trust, c/o Foreside Fund Services, LLC, Three Canal Plaza, Suite 100, Portland, Maine 04101.

---

## **Table of Contents**

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 year and to file Form N-PX with the SEC no later than August 31 of each year. The current Form N-PX for the Funds may be obtained at no charge upon request by calling 1-866-909-9473 or by visiting the SEC's website at [www.sec.gov](http://www.sec.gov).

### **PORTFOLIO HOLDINGS DISCLOSURE POLICIES AND PROCEDURES**

The Trust has adopted a Portfolio Holdings Policy (the "Policy") designed to govern the disclosure of Fund portfolio holdings and the use of material non-public information about Fund holdings. The Policy applies to all officers, employees, and agents of the Funds, including the Advisers. The Policy is designed to ensure that the disclosure of information about each Fund's portfolio holdings is consistent with applicable legal requirements and otherwise in the best interest of each Fund.

As ETFs, information about each Fund's portfolio holdings is made available on a daily basis in accordance with the provisions of any Order of the SEC applicable to the Funds, regulations of a Fund's Listing Exchange and other applicable SEC regulations, orders and no-action relief. Such information typically reflects all or a portion of a Fund's anticipated portfolio holdings as of the next Business Day. A "Business Day" with respect to each Fund is any day on which its respective 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, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day. This information is used in connection with the creation and redemption process and is disseminated on a daily basis through the facilities of the Listing Exchange, the National Securities Clearing Corporation ("NSCC") and/or third-party service providers.

Daily access to each Fund's portfolio holdings with no lag time is permitted to personnel of the Advisers, the Distributor and the Fund's administrator (the "Administrator"), custodian and accountant and other agents or service providers of the Trust who have need of such information in connection with the ordinary course of their respective duties to the Fund. The Funds' Chief Compliance Officer ("CCO") may authorize disclosure of portfolio holdings.

Each Fund may disclose its complete portfolio holdings or a portion of its portfolio holdings online at [www.wisdomtree.com](http://www.wisdomtree.com). Online disclosure of such holdings is publicly available at no charge.

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.

No person is authorized to disclose a Fund's portfolio holdings or other investment positions except in accordance with the Policy. The Board reviews the implementation of the Policy on a periodic basis.

### **WISDOMTREE INDEX DESCRIPTION**

#### **All Index Funds**

A description of each WisdomTree Index on which a Fund's investment strategy is based is provided in the relevant Fund's Prospectus under "Principal Investment Strategies of the Fund." Additional information about each Index, including the components and weightings of the Indexes, as well as Index Methodology, which contains the rules that govern inclusion and weighting in each of the Indexes, is available at [www.wisdomtree.com](http://www.wisdomtree.com) under "WisdomTree Resources" in the Resource Library.

#### *Component Selection Criteria.*

*WisdomTree U.S. Dividend Indexes:* Each WisdomTree U.S. Dividend Index is derived from the WisdomTree U.S. Dividend Index. Common stocks, REITs (except mortgage REITs), tracking stocks, and holding companies are eligible for inclusion in each WisdomTree U.S. Dividend Index. ADRs, GDRs and EDRs, limited partnerships, limited liability companies, royalty trusts, business development companies ("BDCs"), preferred stocks, closed-end funds, ETFs, and derivative securities, such as warrants and rights, are not eligible.

*WisdomTree U.S. Earnings Indexes:* Each WisdomTree U.S. Earnings Index is derived from the WisdomTree U.S. Earnings Index. Common stocks, REITs (except mortgage REITs), tracking stocks, and holding companies are eligible for inclusion in each WisdomTree U.S. Earnings Index. REITs, ADRs, GDRs and EDRs are excluded, as are limited partnerships, limited liability companies, royalty trusts, BDCs, preferred stocks, closed-end funds and ETFs. Derivative securities, such as warrants and rights, are not eligible.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

*WisdomTree Developed International Dividend Indexes:* Each WisdomTree Developed International Dividend Index is derived from the WisdomTree International Equity Index.

Common stocks, REITs (except mortgage REITs), tracking stocks, and holding companies are eligible for inclusion in each WisdomTree Developed International Dividend Index. ADRs, GDRs and EDRs, limited partnerships, limited liability companies, passive foreign investment companies, royalty trusts, preferred stocks, closed-end funds, ETFs, and derivative securities, such as warrants and rights, are not eligible.

**Table of Contents**

*WisdomTree Emerging Markets Dividend Indexes:* Each WisdomTree Emerging Markets Dividend Index is derived from the WisdomTree Emerging Markets Index. Specific country restrictions include: (i) with respect to China, only companies incorporated in China and that trade on the Hong Kong Stock Exchange are eligible for inclusion; (ii) in India, only securities whose foreign ownership restrictions have yet to be breached are eligible for inclusion within the Index; and (iii) Russia: ADRs or GDRs are used. ADRs and GDRs are not used for companies within any other countries. Passive foreign investment companies, limited partnerships, limited liability companies, royalty trusts, preferred stock, rights, and other derivative securities are all excluded.

*WisdomTree Global Dividend Indexes:* Each WisdomTree Global Dividend Index is derived from the following WisdomTree indexes: WisdomTree Dividend Index, WisdomTree Developed International Dividend Index and WisdomTree Emerging Markets Dividend Index. Eligible and ineligible investments for each of these WisdomTree Indexes is set forth above.

*Annual Index Screening/Rebalance Dates.* The WisdomTree Indexes are rebalanced or reconstituted on an annual basis. Except as otherwise indicated by the Index provider, new securities are added to the Indexes only during the annual rebalance. The annual screening date of the U.S. Dividend and Earnings Indexes takes place in November of each year. The annual screening date of the International Indexes (except for those holding emerging markets securities and the Japan hedged sector Funds) takes place in May of each year. The annual screening date of the Japan hedged sector Funds and India Earnings Fund takes place in August of each year. The annual screening date of the International Indexes holding emerging market securities takes place in September of each year. The Indexes are rebalanced in the month following the screening date.

During the annual screening date, 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 the applicable Index. An Index methodology may indicate that a certain number of constituents may be eligible for inclusion in the Index based on specific eligibility criteria (e.g., the Index will include the top 100 companies by market capitalization that meet specific eligibility criteria). There may be fewer constituents in the Index than the threshold number noted due to fewer companies meeting the specific eligibility criteria.

The approximate number of components of each Index is disclosed herein as of June 30, 2018.

Name of WisdomTree Index	Approximate Number of Components
WisdomTree U.S. Dividend Index	1,423
WisdomTree U.S. LargeCap Dividend Index	296
WisdomTree U.S. MidCap Dividend Index	394
WisdomTree U.S. SmallCap Dividend Index	727
WisdomTree U.S. High Dividend Index	442
WisdomTree U.S. Dividend ex-Financials Index	81
WisdomTree U.S. Quality Dividend Growth Index	297
WisdomTree U.S. SmallCap Quality Dividend Growth Index	280
WisdomTree U.S. Earnings Index	1,896
WisdomTree U.S. Earnings 500 Index	499
WisdomTree U.S. MidCap Earnings Index	567
WisdomTree U.S. SmallCap Earnings Index	831
WisdomTree U.S. Multifactor Index	196
WisdomTree International Equity Index	2,782
WisdomTree International High Dividend Index	831
WisdomTree International LargeCap Dividend Index	300
WisdomTree International MidCap Dividend Index	792
WisdomTree International SmallCap Dividend Index	1,672
WisdomTree International Dividend ex-Financials Index	90
WisdomTree International Quality Dividend Growth Index	301
WisdomTree Europe Quality Dividend Growth Index	301
WisdomTree Europe SmallCap Dividend Index	511
WisdomTree Japan SmallCap Dividend Index	881
WisdomTree Australia Dividend Index	78
WisdomTree Japan Hedged Equity Index	504



## Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree Japan Hedged Quality Dividend Growth Index	300
WisdomTree Japan Hedged SmallCap Equity Index	881
WisdomTree Japan Hedged Financials Index	92
WisdomTree International Hedged Quality Dividend Growth Index	301
WisdomTree Europe Hedged Equity Index	143

**Table of Contents**

Name of WisdomTree Index	Approximate Number of Components
WisdomTree Europe Hedged SmallCap Equity Index	335
WisdomTree Germany Hedged Equity Index	91
WisdomTree Global High Dividend Index	929
WisdomTree Global ex-U.S. Quality Dividend Growth Index	298
WisdomTree Global ex-U.S. Real Estate Index	257
WisdomTree Asia Pacific ex-Japan Index	297
WisdomTree Emerging Markets High Dividend Index	499
WisdomTree Emerging Markets SmallCap Dividend Index	940
WisdomTree Emerging Markets ex-State-Owned Enterprises Index	667
WisdomTree India Earnings Index	430
WisdomTree Middle East Dividend Index	100
WisdomTree China ex-State-Owned Enterprises Index	135

*Applying the Calculated Volume Factor Adjustment.* After applying the initial Index eligibility criteria screens and weighting scheme, each Index component's calculated volume factor is determined. The calculated volume factor is the security's average daily dollar trading volume for the three months preceding the Index screening date divided by the security's weight in the Index. If a component security's calculated volume factor is:

- (i) at least \$400 million, the security is included in the Index and its weight in the Index is not reduced.
- (ii) less than \$200 million and the security was not in the Index immediately prior to the Index screening date, the security is deleted from the Index and its weight is allocated pro rata among the remaining component securities. For example, if a security's weight in the Index is 2%, but its calculated volume factor is only \$100 million, the security is deleted from the Index. Accordingly, 2% of the Index's weight would be reallocated among the other Index components on a pro rata basis.
- (iii) less than \$200 million and the security was in the Index immediately prior to the Index screening date, the security's weight in the Index will be reduced in the manner described in (iv) below.
- (iv) \$200 million or more, but less than \$400 million, the security's weight in the Index will be reduced. The component security's reduced weight is calculated by *dividing* its calculated volume factor by \$400 million and *multiplying* this fraction by the company's weight. For example, if a security's weight in the Index is 2%, but its calculated volume factor is only \$300 million, the security's weight in the Index is reduced to 1.5% (*i.e.*, the outcome of *dividing* \$300 million by \$400 million and *multiplying* by 2%). The reduction in weight is reallocated pro rata among the other component securities in the Index. Accordingly, 0.5% of the Index's weight would be reallocated among the other Index components on a pro rata basis.

In response to market conditions and volume factor adjustments, security, country, and sector weights may fluctuate above or below a specified cap between annual Index screening dates.

*Index Maintenance.* Index maintenance occurs throughout the year and includes monitoring and implementing the adjustments for company additions and deletions, stock splits, stock dividends, spin-offs, 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.

For each Index, except the WisdomTree China ex-State-Owned Enterprises Index, should any company achieve a weighting equal to or greater than 24% of the Index, its weighting will be reduced at the close of the current calendar quarter, and other components in the Index will be rebalanced. Should any company achieve a weighting equal to or greater than 20% of the WisdomTree China ex-State-Owned Enterprises Index, its weighting will be reduced at the close of the current calendar quarter to the initial 10% cap, and other components in the Index will be rebalanced. Moreover, for each Index, 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.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

*Index Availability:* Although U.S. and European (e.g., Europe and Germany) WisdomTree Indexes are calculated and disseminated throughout each day the Listing Exchange is open for trading, all Global, International, Emerging Markets, Asia Pacific and Middle East Funds Indexes are calculated only on an end-of-day basis due to differences in time zone and the fact that these markets are not open during the Listing Exchanges market hours.

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

---

## **Table of Contents**

*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 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 applicable rules-based methodology, will calculate 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 applicable 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.

### **INVESTMENT LIMITATIONS**

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 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 Index Fund will invest more than 25% of its total assets in securities of the same industry to approximately the same extent that each Index 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 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 1940 Act.

This means that no more than 33 1/3% of the Fund's total assets would be lent to other parties. 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 policies are not fundamental and may be changed without shareholder approval. Prior to any change in a Fund's 80% policy, the Fund will provide shareholders with 60 days' notice.

---

## **Table of Contents**

Each applicable 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, including investments that are tied economically to the particular country or geographic region suggested by the Fund's name.

The U.S. Quality Shareholder Yield 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 securities of companies domiciled in the U.S. or listed on a U.S. exchange.

The Emerging Markets Consumer Growth 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 securities of companies in the consumer and consumer-related sectors. Generally, companies in the consumer and consumer-related sectors are companies principally engaged in the manufacture, sale or distribution of goods and services to consumers.

The Emerging Markets Quality Dividend Growth 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 equity securities of dividend-paying companies (i.e., companies that paid a dividend within the last year).

If, subsequent to an investment, the 80% requirement is no longer met, such 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 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 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.

WisdomTree Investments or its affiliates (the Selling Shareholder) may purchase Creation Unit Aggregations through a broker-dealer to seed Funds as they are launched or thereafter, may purchase shares from other broker-dealers that have previously provided seed for Funds when they were launched or otherwise in secondary market transactions, and because the Selling Shareholder may be deemed an affiliate of such Funds, the shares are being registered to permit the resale of these shares from time to time after purchase. The Funds will not receive any of the proceeds from the resale by the Selling Shareholders of these shares.

The Selling Shareholder intends to sell all or a portion of the shares owned by it and offered hereby from time to time directly or through one or more broker-dealers, and may also hedge such positions. The shares may be sold on any national securities exchange on which the shares may be listed or quoted at the time of sale, in the over-the-counter market or in transactions other than on these exchanges or systems at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected in transactions, which may involve crosses or block transactions. The Selling Shareholder may use any one or more of the following methods when selling shares:

## Edgar Filing: WisdomTree Trust - Form 485BPOS

ordinary brokerage transactions through brokers or dealers (who may act as agents or principals) or directly to one or more purchasers;

privately negotiated transactions;

through the writing or settlement of options or other hedging transactions, whether such options are listed on an options exchange or otherwise; and

any other method permitted pursuant to applicable law.

The Selling Shareholder may also loan or pledge shares to broker-dealers that in turn may sell such shares, to the extent permitted by applicable law. The Selling Shareholder may also enter into options or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares, which shares such broker-dealer or other financial institution may resell.

## Table of Contents

The Selling Shareholder and any broker-dealer or agents participating in the distribution of shares may be deemed to be underwriters within the meaning of Section 2(11) of the Securities Act in connection with such sales. In such event, any commissions paid to any such broker-dealer or agent and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. The Selling Shareholder who may be deemed an underwriter within the meaning of Section 2(11) of the Securities Act will be subject to the applicable prospectus delivery requirements of the Securities Act.

The Selling Shareholder has informed the Fund that it is not a registered broker-dealer and does not have any written or oral agreement or understanding, directly or indirectly, with any person to distribute the shares. Upon the Fund being notified in writing by the Selling Shareholder that any material arrangement has been entered into with a broker-dealer for the sale of shares through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer, a supplement to this SAI will be filed, if required, pursuant to Rule 497 under the Securities Act, disclosing (i) the name of each Selling Shareholder and of the participating broker-dealer(s), (ii) the number of shares involved, (iii) the price at which such shares were sold, (iv) the commissions paid or discounts or concessions allowed to such broker-dealer(s), where applicable, (v) that such broker-dealer(s) did not conduct any investigation to verify the information set out or incorporated by reference in the Fund's Prospectus and SAI, and (vi) other facts material to the transaction.

The Selling Shareholder and any other person participating in such distribution will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including, without limitation, to the extent applicable, Regulation M of the Exchange Act, which may limit the timing of purchases and sales of any of the shares by the Selling Shareholder and any other participating person. To the extent applicable, Regulation M may also restrict the ability of any person engaged in the distribution of the shares to engage in market-making activities with respect to the shares. All of the foregoing may affect the marketability of the shares and the ability of any person or entity to engage in market-making activities with respect to the shares. There is a risk that the Selling Shareholder may redeem its investments in the Fund or otherwise sell its shares to a third party that may redeem. As with redemptions by other large shareholders, such redemptions could have a significant negative impact on the Fund and its shares.

## MANAGEMENT OF THE TRUST

**Board Responsibilities.** The Board is responsible for overseeing the management and affairs of the Funds and the Trust. The Board has considered and approved contracts, as described herein, under which certain companies provide essential management and administrative services to the Trust. Like most ETFs, the day-to-day business of the Trust, including the day-to-day management of risk, is performed by third-party service providers, such as the Advisers, Distributor and Administrator. The Board is responsible for overseeing the Trust's service providers and, thus, has oversight responsibility with respect to the risk management performed by those service providers. Risk management seeks to identify and eliminate or mitigate the potential effects of risks, *i.e.*, events or circumstances that could have material adverse effects on the business, operations, shareholder services, investment performance or reputation of the Trust or the Funds. Under the overall supervision of the Board and the Audit Committee (discussed in more detail below), the service providers to the Funds employ a variety of processes, procedures and controls to identify risks relevant to the operations of the Trust and the Funds to lessen the probability of their occurrence and/or to mitigate the effects of such events or circumstances if they do occur. Each service provider is responsible for one or more discrete aspects of the Trust's business (*e.g.*, the Advisers are responsible for the day-to-day management of the Funds' portfolio investments) and, consequently, for managing the risks associated with that activity.

The Board's role in risk management oversight begins before the inception of a Fund, at which time the Fund's Adviser presents the Board with information concerning the investment objectives, strategies and risks of the Fund. Additionally, the Fund's Adviser and Sub-Adviser provide the Board periodically with an overview of, among other things, its investment philosophy, brokerage practices and compliance infrastructure. Thereafter, the Board oversees the risk management of the Fund's operations, in part, by requesting periodic reports from and otherwise communicating with various personnel of the Fund and its service providers, including the Trust's CCO and the Fund's independent accountants. The Board and, with respect to identified risks that relate to its scope of expertise, the Audit Committee, oversee efforts by management and service providers to manage risks to which the Fund may be exposed.

The Board is responsible for overseeing the nature, extent and quality of the services provided to the Funds by the Adviser and receives information about those services at its regular meetings. In addition, on at least an annual basis, in connection with its consideration of whether to renew any Advisory Agreements and Sub-Advisory Agreements with the Adviser and Sub-Adviser, respectively, the Board meets with the Adviser and Sub-Adviser to review such services. Among other things, the Board regularly considers the Adviser's and Sub-Adviser's adherence to each Fund's investment restrictions and compliance with various Fund policies and procedures and with applicable securities regulations. The Board also reviews information about each Fund's performance and investments.

The Trust's CCO meets regularly with the Board to review and discuss compliance and other issues. At least annually, the Trust's CCO provides the Board with a report reviewing the adequacy and effectiveness of the Trust's policies and procedures and those of its service providers, including the Adviser and Sub-Adviser. The report addresses the operation of the policies and procedures of the





**Table of Contents**

Trust and each service provider since the date of the last report; material changes to the policies and procedures since the date of the last report; any recommendations for material changes to the policies and procedures; and material compliance matters since the date of the last report.

The Board receives reports from the Trust's service providers regarding operational risks, portfolio valuation and other matters. Annually, an independent registered public accounting firm reviews with the Audit Committee its audit of the Funds' financial statements, focusing on major areas of risk encountered by the Fund and noting any significant deficiencies or material weaknesses in the Funds' internal controls.

The Board recognizes that not all risks that may affect a Fund can be identified, that it may not be practical or cost-effective to eliminate or mitigate certain risks, that it may be necessary to bear certain risks (such as investment-related risks) to achieve the Fund's goals, and that the processes, procedures and controls employed to address certain risks may be limited in their effectiveness. Moreover, despite the periodic reports the Board receives and the Board's discussions with the service providers to a Fund, it may not be made aware of all of the relevant information related to a particular risk. Most of the Trust's investment management and business affairs are carried out by or through the Funds' Adviser, Sub-Adviser and other service providers, each of which has an independent interest in risk management but whose policies and methods by which one or more risk management functions are carried out may differ from the Trust's and each other's in the setting of priorities, the resources available or the effectiveness of relevant controls. As a result of the foregoing and other factors, the Board's risk management oversight is subject to substantial limitations.

**Members of the Board and Officers of the Trust.** Set forth below are the names, birth years, positions with the Trust, term of office, number of portfolios overseen, and principal occupations and other directorships held during the last five years of each of the persons currently serving as members of the Board and as Executive Officers of the Trust. Also included below is the term of office for each of the Executive Officers of the Trust. The members of the Board serve as Trustees for the life of the Trust or until retirement, removal, or their office is terminated pursuant to the Trust's Declaration of Trust. The address of each Trustee and Officer is c/o WisdomTree Asset Management, Inc., 245 Park Avenue, 3<sup>rd</sup> Floor, New York, New York 10167.

The Chairman of the Board, Victor Ugolyn, is not an interested person of the Funds as that term is defined in the 1940 Act. The Board is composed of a super-majority (83.3%) of Trustees who are not interested persons of the Funds (*i.e.*, Independent Trustees). There is an Audit Committee, Governance, Nominating and Compliance Committee, Contracts Review Committee, and Investment Committee of the Board, each of which is chaired by an Independent Trustee and comprised solely of Independent Trustees. The Committee chair for each is responsible for running the Committee meetings, formulating agendas for those meetings, and coordinating with management to serve as a liaison between the Committee members and management on matters within the scope of the responsibilities of the Committee as set forth in its Board-approved charter. The Funds have determined that this leadership structure is appropriate given the specific characteristics and circumstances of the Funds. The Funds made this determination in consideration of, among other things, the fact that the Independent Trustees of the Funds constitute a super-majority of the Board, the assets under management of the Funds, the number of Funds overseen by the Board, the total number of Trustees on the Board, and the fact that an Independent Trustee serves as Chairman of the Board.

Name and Year of Birth of Trustee/Officer	Position(s) Held with	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/Officer+	Other Directorships
	the Trust, Term of Office and Length of Time Served			Held by Trustee During Past 5 Years
<b>Trustees Who Are Interested Persons of the Trust</b>				
Jonathan Steinberg (1964)	Trustee, 2005 present; President, 2005-present	President, WisdomTree Investments, Inc. and WisdomTree Asset Management since 2012; Chief Executive Officer, WisdomTree Investments, Inc. and WisdomTree Asset Management since 2005.	80	Director, WisdomTree Investments, Inc. and WisdomTree Asset Management.
<b>Trustees Who Are Not Interested Persons of the Trust</b>				
David G. Chrencik* (1948)	Trustee, 2014-present	Chief Financial Officer of Sarus Indochina Select LP (hedge fund)	80	Trustee, Vericimetry Funds (2011 to

## Edgar Filing: WisdomTree Trust - Form 485BPOS

since 2012; Chief Financial Officer of GeoGreen BioFuels, Inc. (biodiesel fuel producer) from 2010 to 2014; Audit Partner at PricewaterhouseCoopers LLP (public accounting firm) from 1972 to 2009 (includes positions prior to becoming Audit Partner and predecessor firms).

2014); Director, Bennett Group of Funds (2011 to 2013); Trustee, del Rey Global Investors Funds (2011 to 2012).

**Table of Contents**

Name and Year of Birth of Trustee/Officer	Position(s) Held with	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/Officer+	Other Directorships
	the Trust, Term of Office and Length of Time Served			Held by Trustee During Past 5 Years
Joel Goldberg** (1945)	Trustee, 2012-present	Attorney, Of Counsel at Stroock & Stroock & Lavan LLP ( Stroock ) since 2015; Attorney, Partner at Stroock from 2010 to 2014; Attorney, Partner at Willkie Farr & Gallagher LLP from 2006 to 2010.	80	Director, Better Business Bureau (Metropolitan New York, Long Island and the Mid-Hudson Region).
Toni Massaro*** (1955)	Trustee, 2006-present	Dean Emerita at the University of Arizona James E. Rogers College of Law ( Rogers College of Law ) since 2009 (distinguished Emerita in July 2009); Dean of the Rogers College of Law from 1999 to 2009; Regents Professor since 2006; Milton O. Riepe Chair in Constitutional Law since 1997; Professor at the Rogers College of Law since 1990.	80	None
Melinda A. Raso Kirstein**** (1955)	Trustee, 2014-present	Retired since 2004, Merrill Lynch Investment Management, Vice President; Senior Portfolio Manager, Fixed Income Management; Director, Tax Exempt Fund Management.	80	Associate Alumnae of Douglass College, Member of Investment Committee.
Victor Ugolyn (1947)	Trustee, 2006-present; Chairman of the Board, 2006-present	Private Investor, from 2005 to present; President and Chief Executive Officer of William D. Witter, Inc. from 2005 to 2006; Consultant to AXA Enterprise in 2004; Chairman, President and Chief Executive Officer of Enterprise Capital Management (subsidiary of The MONY Group, Inc.) and Enterprise Group of Funds, Chairman of MONY Securities Corporation, and Chairman of the Fund Board of Enterprise Group of Funds from 1991 to 2004.	80	Member of the Board of Governors of Naismith Memorial Basketball Hall of Fame (2001-2016).
Jonathan Steinberg***** (1964)	President, 2005-present; Trustee, 2005-present	<b>Officers of the Trust</b> President, WisdomTree Investments, Inc. and WisdomTree Asset Management since 2012; Chief Executive Officer, WisdomTree Investments, Inc. and WisdomTree Asset Management since 2005.	80	

## Edgar Filing: WisdomTree Trust - Form 485BPOS

David Castano*****  (1971)	Treasurer, 2013-present	Director of Fund Accounting & Administration, WisdomTree Asset Management, since 2011.	80
Terry Jane Feld*****  (1960)	Chief Compliance Officer, 2012-present	Chief Compliance Officer WisdomTree Asset Management since 2012; Senior Compliance Officer, WisdomTree Asset Management since 2011.	80
Ryan Louvar*****  (1972)	Secretary and Chief Legal Officer, 2013-present	General Counsel, WisdomTree Asset Management since 2013; Vice President and Senior Managing Counsel, State Street, 2005 to 2013.	80
Joanne Antico*****  (1975)	Assistant Secretary, 2018-present	Senior Investment Management Counsel, WisdomTree Asset Management since 2016; Executive Director and Assistant Secretary, Morgan Stanley Investment Management Inc., 2005 to 2016.	80

**Table of Contents**

Name and Year of Birth of Trustee/Officer	Position(s) Held with	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/Officer+	Other Directorships
	the Trust, Term of Office and Length of Time Served			Held by Trustee During Past 5 Years
Clint Martin*****(1977)	Assistant Treasurer, 2015-present	Fund Manager, Fund Accounting & Administration, WisdomTree Asset Management, since 2012; Vice President of Legg Mason & Co. and served as Assistant Treasurer from 2010 to 2012 and Assistant Controller from 2006 to 2010 of certain mutual funds associated with Legg Mason & Co.	80	

\* Chair of the Audit Committee.

\*\* Chair of the Contracts Review Committee.

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

\*\*\*\* Chair of the Investment Committee.

\*\*\*\*\* Elected by and serves at the pleasure of the Board.

+ As of July 27, 2018.

**Audit Committee.** Ms. Raso Kirstein and Messrs. Chrenick and Ugolyn, each an Independent Trustee, are members of the Board's Audit Committee. The principal responsibilities of the Audit Committee are the appointment, compensation and oversight of the Trust's independent registered public accounting firm, including the resolution of disagreements regarding financial reporting between Trust management and such independent registered public accounting firm. The Audit Committee's responsibilities include, without limitation, to (i) oversee the accounting and financial reporting processes of the Trust and to receive reports regarding the Trust's internal control over financial reporting; (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, and independent audits; (iv) approve prior to appointment the engagement of the Trust's independent registered public accounting firm and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Trust's independent registered public accounting firm; and (v) act as a liaison between the Trust's independent auditors and the full Board. The Independent Trustees' independent legal counsel assists the Audit Committee in connection with these duties. The Board has adopted a written charter for the Audit Committee. During the fiscal year ended March 31, 2018, the Audit Committee held four meetings.

**Governance, Nominating and Compliance Committee.** Ms. Massaro and Messrs. Goldberg and Ugolyn, each an Independent Trustee, are members of the Board's Governance, Nominating and Compliance Committee. The principal responsibilities of the Governance, Nominating and Compliance Committee are to (i) provide assistance to the Board in fulfilling its responsibility with respect to the oversight of appropriate and effective governance of the Trust; (ii) identify individuals qualified to serve as Independent Trustees of the Trust and to recommend its nominees for consideration by the full Board; and (iii) provide assistance to the Board in fulfilling its responsibility with respect to overseeing the CCO and overseeing compliance matters involving the Funds and their service providers as reported to the Board. While the Governance, Nominating and Compliance Committee is solely responsible for the selection and nomination of the Trust's Independent Trustees, the Governance, Nominating and Compliance Committee may consider nominations for the office of Trustee made by Trust shareholders as it deems appropriate. The Governance, Nominating and Compliance 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 shareholders 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. The Board has adopted a written charter for the Governance, Nominating and Compliance Committee. During the fiscal year ended March 31, 2018, the Governance, Nominating and Compliance Committee held four meetings.

**Contracts Review Committee.** Ms. Massaro and Messrs. Goldberg and Ugolyn, each an Independent Trustee, are members of the Board's Contracts Review Committee. The principal responsibilities of the Contracts Review Committee are to provide assistance to the Board in fulfilling its responsibilities under Section 15 of the 1940 Act, and other applicable Sections, rules and interpretative guidance related thereto, with respect to reviewing the performance of, and reasonableness of fees paid to, the Adviser, Sub-Advisers, and core service providers for each

## Edgar Filing: WisdomTree Trust - Form 485BPOS

series of the Trust, and to make recommendations to the Board regarding the contractual arrangements for such services. On March 12, 2014, the Board created the Contracts Review Committee. The Board has adopted a written charter for the Contracts Review Committee. During the fiscal year ended March 31, 2018, the Contracts Review Committee held four meetings.

## Table of Contents

**Investment Committee.** Ms. Raso Kirstein and Messrs. Goldberg and Ugolyn, each an Independent Trustee, are members of the Board's Investment Committee. The principal responsibilities of the Investment Committee are to support, oversee and organize on behalf of the Board the process for overseeing Fund performance and related matters (it being the intention of the Board that the ultimate oversight of Fund performance shall remain with the full Board), address such other matters that the Board shall determine and provide recommendations to the Board as needed in respect of the foregoing matters. On December 11, 2015, the Board created the Investment Committee. The Board has adopted a written charter for the Investment Committee. During the fiscal year ended March 31, 2018, the Investment Committee held four meetings.

**Individual Trustee Qualifications.** The Board has concluded that each of the Trustees is qualified to serve on the Board because of his or her ability to review and understand information about the Trust and the Funds provided by management, to identify and request other information he or she may deem relevant to the performance of the Trustees' duties, to question management and other service providers regarding material factors bearing on the management and administration of the Funds, and to exercise his or her business judgment in a manner that serves the best interests of the Funds' shareholders. The Trust has concluded that each of the Trustees is qualified to serve as a Trustee based on his or her own experience, qualifications, attributes and skills as described below.

The Board has concluded that Mr. Steinberg is qualified to serve as Trustee of the Funds because of the experience he has gained as President, Chief Executive Officer and director of WisdomTree Investments and the Adviser, his knowledge of and experience in the financial services industry, and the experience he has gained serving as President and Trustee of the Trust since 2005.

The Board has concluded that Mr. Chrencik is qualified to serve as Trustee of the Funds because of the experience he gained as an audit partner of a public accounting firm as well as his experience in and knowledge of the financial services industry, including his service as the chief financial officer of a hedge fund and his prior service as a board member of several other investment funds, and the experience he has gained serving as an Independent Trustee of the Trust since 2014.

The Board has concluded that Mr. Goldberg is qualified to serve as Trustee of the Funds because of the experience he has gained as a member of the staff of the SEC, including his service as Director of the SEC's Division of Investment Management, his experience as legal counsel for many mutual funds, investment advisers, and independent directors as well as the experience he has gained serving as an Independent Trustee of the Trust since 2012.

The Board has concluded that Ms. Massaro is qualified to serve as Trustee of the Funds because of the experience she has gained as a law professor, dean and advisor at various universities, and the experience she has gained serving as Independent Trustee of the Trust since 2006.

The Board has concluded that Ms. Raso Kirstein is qualified to serve as Trustee of the Funds because of her experience in and knowledge of the financial services industry, including her service as a vice president, senior portfolio manager of fixed income management and director of tax exempt fund research of an investment advisory firm, as well as the experience she has gained serving as an Independent Trustee of the Trust since 2014.

The Board has concluded that Mr. Ugolyn is qualified to serve as Trustee of the Funds because of the experience he gained as chief executive officer of a firm specializing in financial services, his experience in and knowledge of the financial services industry, his experience as a member of the Board of Directors of The New York Society of Security Analysts, Inc., his service as chairman for another mutual fund family, and the experience he has gained serving as an Independent Trustee and Chairman of the Board of the Trust since 2006.

**Fund Shares Owned by Board Members.** The following table shows the dollar amount range of each Trustee's beneficial ownership of shares of the Funds and each series of the Trust as of the end of the most recently completed calendar year. Dollar amount ranges disclosed are established by the SEC. Beneficial ownership is determined in accordance with Rule 16a-1(a)(2) under the 1934 Act. The Trustees and officers of the Trust collectively own less than 1% of the outstanding shares of the Trust.

Name of Trustee	Name of Fund	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*
<b>Interested Trustee</b>				
Jonathan Steinberg	Emerging Markets SmallCap Dividend Fund	\$50,001	\$100,000	Over \$100,000
	U.S. SmallCap Earnings Fund	Over \$100,000		



## Edgar Filing: WisdomTree Trust - Form 485BPOS

Global High Dividend Fund	\$50,001	\$100,000
Emerging Markets High Dividend Fund	Over \$100,000	
Emerging Markets Quality Dividend Growth Fund	\$1	\$10,000
U.S. High Dividend Fund	\$1	\$10,000

**Table of Contents**

Name of Trustee	Name of Fund	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*
<b>Independent Trustees</b>				
David G. Chrencik	U.S. LargeCap Dividend Fund	\$50,001	\$100,000	Over \$100,000
	Emerging Markets High Dividend Fund	\$50,001	\$100,000	
	International LargeCap Dividend Fund	\$10,001	\$50,000	
	International SmallCap Dividend Fund	\$50,001	\$100,000	
	Japan Hedged Equity Fund	\$10,001	\$50,000	
	Emerging Markets SmallCap Dividend Fund	\$10,001	\$50,000	
Joel H. Goldberg	U.S. SmallCap Quality Dividend Growth Fund	Over \$100,000		Over \$100,000
	Global ex-U.S. Quality Dividend Growth Fund	Over \$100,000		
	U.S. Quality Shareholder Yield Fund	\$50,001	\$100,000	
	U.S. MidCap Dividend Fund	\$50,001	\$100,000	
Toni M. Massaro	U.S. Quality Dividend Growth Fund	\$50,001	\$100,000	Over \$100,000
	U.S. LargeCap Dividend Fund	\$50,001	\$100,000	
	U.S. High Dividend Fund	\$50,001	\$100,000	
	U.S. MidCap Dividend Fund	\$50,001	\$100,000	
Melinda A. Raso Kirstein	Japan Hedged Equity Fund	\$10,001	\$50,000	Over \$100,000
	U.S. Earnings 500 Fund	\$10,001	\$50,000	
	U.S. Total Dividend Fund	\$10,001	\$50,000	
Victor Ugolyn	U.S. Earnings 500 Fund	\$10,001	\$50,000	\$50,001 \$100,000

\*These values are based on the Trustees' ownership as of December 31, 2017.

**Board Compensation.** The following table sets forth the compensation paid by the Trust to each Trustee for the fiscal year ended March 31, 2018.

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	\$ 0	None	None	\$ 0

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*
David G. Chrencik	\$ 314,600	None	None	\$ 314,600
Joel Goldberg	\$ 314,600	None	None	\$ 314,600
Toni Massaro	\$ 314,600	None	None	\$ 314,600
Melinda A. Raso Kirstein	\$ 314,600	None	None	\$ 314,600
Victor Ugolyn	\$ 429,000	None	None	\$ 429,000

\*The Trust is the only trust in the Fund Complex.

**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 29, 2018, 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:

Edgar Filing: WisdomTree Trust - Form 485BPOS

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree U.S. Total Dividend Fund</b>	Charles Schwab & Co., Inc. 101 Montgomery Street San Francisco, CA 94104	13.87%
	Merrill Lynch, Pierce, Fenner & Smith Inc. 1 Bryant Park New York, NY 10036	12.85%

32

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree U.S. LargeCap Dividend Fund</b>	National Financial Services Corporation	11.90%
	200 Liberty Street	
	New York, NY 10281	
	LPL Financial Corporation	9.41%
	4707 Executive Drive	
	San Diego, CA 92121	
	Morgan Stanley Smith Barney LLC	8.82%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	TD Ameritrade Clearing, Inc.	8.10%
	4211 South 102nd Street	
	Omaha, NE 68127	
	E*Trade Clearing, LLC	5.48%
	10951 White Rock Road	
	Rancho Cordova, CA 95670	
Wells Fargo Clearing Services, LLC	5.29%	
One North Jefferson Avenue		
St. Louis, MO 63103		
Morgan Stanley Smith Barney LLC	15.09%	
1 Harborside Financial Center, Plaza II		
Jersey City, NJ 07311		
Charles Schwab & Co., Inc.	13.13%	
101 Montgomery Street		
San Francisco, CA 94104		
National Financial Services Corporation	11.73%	
200 Liberty Street		
New York, NY 10281		
PNC Bank, N.A.	9.22%	
8800 Tincum Boulevard		

## Edgar Filing: WisdomTree Trust - Form 485BPOS

	Philadelphia, PA 19153	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	6.12%
	1 Bryant Park	
	New York, NY 10036	
	TD Ameritrade Clearing, Inc.	5.64%
	4211 South 102nd Street	
	Omaha, NE 68127	
<b>WisdomTree U.S. MidCap Dividend Fund</b>	Charles Schwab & Co., Inc.	17.75%
	101 Montgomery Street	
	San Francisco, CA 94104	
	American Enterprise Investment Services Inc.	12.27%
	2723 Ameriprise Financial Center	
	Minneapolis, MN 55474	
	National Financial Services Corporation	12.13%
	200 Liberty Street	
	New York, NY 10281	
	TD Ameritrade Clearing, Inc.	9.39%
	4211 South 102nd Street	
	Omaha, NE 68127	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree U.S. SmallCap Dividend Fund</b>	Morgan Stanley Smith Barney LLC	6.56%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	5.56%
	1 Bryant Park	
	New York, NY 10036	
	Wells Fargo Clearing Services, LLC	5.54%
	One North Jefferson Avenue	
	St. Louis, MO 63103	
	Raymond James & Associates, Inc.	5.09%
	880 Carillon Parkway	
	St. Petersburg, FL 33733	
	Charles Schwab & Co., Inc.	29.99%
	101 Montgomery Street	
	San Francisco, CA 94104	
National Financial Services Corporation	13.32%	
200 Liberty Street		
New York, NY 10281		
TD Ameritrade Clearing, Inc.	7.31%	
4211 South 102nd Street		
Omaha, NE 68127		
Morgan Stanley Smith Barney LLC	6.93%	
1 Harborside Financial Center, Plaza II		
Jersey City, NJ 07311		
Wells Fargo Clearing Services, LLC	5.43%	
One North Jefferson Avenue		
St. Louis, MO 63103		
UBS Financial Services Inc.	5.27%	
1000 Harbor Boulevard		

## Edgar Filing: WisdomTree Trust - Form 485BPOS

<b>WisdomTree U.S. High Dividend Fund</b>	Weehawken, NJ 07086	
	Charles Schwab & Co., Inc.	20.35%
	101 Montgomery Street	
	San Francisco, CA 94104	
	National Financial Services Corporation	15.77%
	200 Liberty Street	
	New York, NY 10281	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	7.70%
	1 Bryant Park	
	New York, NY 10036	
	Morgan Stanley Smith Barney LLC	7.50%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Wells Fargo Clearing Services, LLC	7.43%
	One North Jefferson Avenue	
St. Louis, MO 63103		
Pershing LLC	6.55%	
One Pershing Plaza		
Jersey City, NJ 07399		
TD Ameritrade Clearing, Inc.	6.33%	
4211 South 102nd Street		
Omaha, NE 68127		

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree U.S. Dividend ex-Financials Fund</b>	Charles Schwab & Co., Inc.	22.05%
	101 Montgomery Street	
	San Francisco, CA 94104	
	National Financial Services Corporation	16.53%
	200 Liberty Street	
	New York, NY 10281	
	TD Ameritrade Clearing, Inc.	11.10%
	4211 South 102nd Street	
	Omaha, NE 68127	
	Morgan Stanley Smith Barney LLC	7.12%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	6.45%
	1 Bryant Park	
New York, NY 10036		
Pershing LLC	5.68%	
One Pershing Plaza		
Jersey City, NJ 07399		
Wells Fargo Clearing Services, LLC	5.51%	
One North Jefferson Avenue		
St. Louis, MO 63103		
<b>WisdomTree U.S. Quality Dividend Growth Fund</b>	PNC Bank, N.A.	19.92%
	8800 Tincum Boulevard	
	Philadelphia, PA 19153	
	Charles Schwab & Co., Inc.	13.61%
	101 Montgomery Street	
	San Francisco, CA 94104	
Merrill Lynch, Pierce, Fenner & Smith Inc.	12.31%	
1 Bryant Park		



Edgar Filing: WisdomTree Trust - Form 485BPOS

**WisdomTree U.S. SmallCap Quality Dividend Growth Fund**

New York, NY 10036	
National Financial Services Corporation	8.04%
200 Liberty Street	
New York, NY 10281	
Brown Brothers Harriman & Co.	6.48%
525 Washington Blvd.	
Jersey City, NJ 07310	
Charles Schwab & Co., Inc.	46.20%
101 Montgomery Street	
San Francisco, CA 94104	
Morgan Stanley Smith Barney LLC	11.81%
1 Harborside Financial Center, Plaza II	
Jersey City, NJ 07311	
National Financial Services Corporation	9.31%
200 Liberty Street	
New York, NY 10281	
TD Ameritrade Clearing, Inc.	6.30%
4211 South 102nd Street	
Omaha, NE 68127	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree U.S. Total Earnings Fund</b>	National Financial Services Corporation	22.71%
	200 Liberty Street	
	New York, NY 10281	
	Charles Schwab & Co., Inc.	16.96%
	101 Montgomery Street	
	San Francisco, CA 94104	
	TD Ameritrade Clearing, Inc.	12.61%
	4211 South 102nd Street	
	Omaha, NE 68127	
	E*Trade Clearing, LLC	7.38%
	10951 White Rock Road	
	Rancho Cordova, CA 95670	
	Pershing LLC	6.11%
	One Pershing Plaza	
Jersey City, NJ 07399		
Wells Fargo Clearing Services, LLC	5.16%	
One North Jefferson Avenue		
St. Louis, MO 63103		
TD Ameritrade Clearing, Inc.	22.63%	
4211 South 102nd Street		
Omaha, NE 68127		
Morgan Stanley Smith Barney LLC	17.60%	
1 Harborside Financial Center, Plaza II		
Jersey City, NJ 07311		
Charles Schwab & Co., Inc.	9.11%	
101 Montgomery Street		
San Francisco, CA 94104		
National Financial Services Corporation	8.53%	
200 Liberty Street		
<b>WisdomTree U.S. Earnings 500 Fund</b>		

Edgar Filing: WisdomTree Trust - Form 485BPOS

	New York, NY 10281	
	Brown Brothers Harriman & Co.	6.83%
	525 Washington Blvd.	
	Jersey City, NJ 07310	
<b>WisdomTree U.S. Multifactor Fund</b>	TD Ameritrade Clearing, Inc.	63.66%
	4211 South 102nd Street	
	Omaha, NE 68127	
	Charles Schwab & Co., Inc.	11.70%
	101 Montgomery Street	
	San Francisco, CA 94104	
	National Financial Services Corporation	11.11%
	200 Liberty Street	
	New York, NY 10281	
	Merrill Lynch Professional Clearing Corp.	8.91%
	101 Hudson Street	
	Jersey City, NJ 07302	
<b>WisdomTree U.S. MidCap Earnings Fund</b>	Charles Schwab & Co., Inc.	15.78%
	101 Montgomery Street	
	San Francisco, CA 94104	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
	National Financial Services Corporation	13.01%
	200 Liberty Street	
	New York, NY 10281	
	TD Ameritrade Clearing, Inc.	11.30%
	4211 South 102nd Street	
	Omaha, NE 68127	
	Morgan Stanley Smith Barney LLC	10.02%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Pershing LLC	5.93%
	One Pershing Plaza	
	Jersey City, NJ 07399	
	Raymond James & Associates, Inc.	5.72%
	880 Carillon Parkway	
	St. Petersburg, FL 33733	
<b>WisdomTree U.S. SmallCap Earnings Fund</b>	Charles Schwab & Co., Inc.	28.61%
	101 Montgomery Street	
	San Francisco, CA 94104	
	Morgan Stanley Smith Barney LLC	10.53%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	TD Ameritrade Clearing, Inc.	9.73%
	4211 South 102nd Street	
	Omaha, NE 68127	
	National Financial Services Corporation	9.10%
	200 Liberty Street	
	New York, NY 10281	
	UBS Financial Services Inc.	6.37%
	1000 Harbor Boulevard	

Edgar Filing: WisdomTree Trust - Form 485BPOS

	Weehawken, NJ 07086	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	5.50%
	1 Bryant Park	
	New York, NY 10036	
<b>WisdomTree U.S. Quality Shareholder Yield Fund</b>	Charles Schwab & Co., Inc.	16.87%
	101 Montgomery Street	
	San Francisco, CA 94104	
	Merrill Lynch Professional Clearing Corp.	11.03%
	101 Hudson Street	
	Jersey City, NJ 07302	
	National Financial Services Corporation	10.23%
	200 Liberty Street	
	New York, NY 10281	
	TD Ameritrade Clearing, Inc.	8.78%
	4211 South 102nd Street	
	Omaha, NE 68127	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	7.74%
	1 Bryant Park	
	New York, NY 10036	
	Pershing LLC	5.34%
	One Pershing Plaza	
	Jersey City, NJ 07399	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree Global High Dividend Fund</b>	Morgan Stanley Smith Barney LLC	5.27%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	LPL Financial Corporation	14.12%
	4707 Executive Drive	
	San Diego, CA 92121	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	10.90%
	1 Bryant Park	
	New York, NY 10036	
	National Financial Services Corporation	10.39%
<b>WisdomTree Global ex-U.S. Quality Dividend Growth Fund</b>	200 Liberty Street	
	New York, NY 10281	
	Charles Schwab & Co., Inc.	9.05%
	101 Montgomery Street	
	San Francisco, CA 94104	
	TD Ameritrade Clearing, Inc.	8.82%
	4211 South 102nd Street	
	Omaha, NE 68127	
	American Enterprise Investment Services Inc.	5.91%
	2723 Ameriprise Financial Center	
<b>WisdomTree Global ex-U.S. Quality Dividend Growth Fund</b>	Minneapolis, MN 55474	
	Morgan Stanley Smith Barney LLC	5.57%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	19.51%
	1 Bryant Park	
	New York, NY 10036	
	TD Ameritrade Clearing, Inc.	19.20%
	4211 South 102nd Street	

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Omaha, NE 68127 Charles Schwab & Co., Inc.	13.17%
101 Montgomery Street San Francisco, CA 94104 UBS Financial Services Inc.	8.19%
1000 Harbor Boulevard Weehawken, NJ 07086 Wells Fargo Clearing Services, LLC	5.67%
One North Jefferson Avenue St. Louis, MO 63103 Pershing LLC	5.58%
One Pershing Plaza Jersey City, NJ 07399 Morgan Stanley Smith Barney LLC	5.57%
1 Harborside Financial Center, Plaza II Jersey City, NJ 07311 National Financial Services Corporation	5.09%
200 Liberty Street New York, NY 10281	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree Global ex-U.S. Real Estate Fund</b>	Charles Schwab & Co., Inc.	17.44%
	101 Montgomery Street	
	San Francisco, CA 94104	
	TD Ameritrade Clearing, Inc.	15.97%
	4211 South 102nd Street	
	Omaha, NE 68127	
	National Financial Services Corporation	13.96%
	200 Liberty Street	
	New York, NY 10281	
	Wells Fargo Clearing Services, LLC	11.50%
<b>WisdomTree Asia Pacific ex-Japan Fund</b>	One North Jefferson Avenue	
	St. Louis, MO 63103	
	Morgan Stanley Smith Barney LLC	7.83%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	TD Ameritrade Clearing, Inc.	24.43%
	4211 South 102nd Street	
	Omaha, NE 68127	
	J.P. Morgan Securities LLC/JPMC	13.16%
	383 Madison Avenue	
	New York, NY 10179	
	National Financial Services Corporation	12.98%
	200 Liberty Street	
	New York, NY 10281	
	Charles Schwab & Co., Inc.	9.97%
	101 Montgomery Street	
	San Francisco, CA 94104	
	Pershing LLC	5.56%
	One Pershing Plaza	



## Edgar Filing: WisdomTree Trust - Form 485BPOS

	Jersey City, NJ 07399	
	SEI Private Trust Company	5.25%
	1 Freedom Valley Drive	
	Oaks, PA 19456	
<b>WisdomTree Emerging Markets High Dividend Fund</b>	Morgan Stanley Smith Barney LLC	12.35%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Charles Schwab & Co., Inc.	12.31%
	101 Montgomery Street	
	San Francisco, CA 94104	
	National Financial Services Corporation	9.16%
	200 Liberty Street	
	New York, NY 10281	
	TD Ameritrade Clearing, Inc.	8.12%
	4211 South 102nd Street	
	Omaha, NE 68127	
	Bank of America N.A./ GWIM TRUST	7.07%
	OPERATIONS	
	414 N. Akard Street, 5 <sup>th</sup> Floor	
	Dallas, TX 75201	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree Emerging Markets SmallCap Dividend Fund</b>	Wells Fargo Clearing Services, LLC	6.51%
	One North Jefferson Avenue	
	St. Louis, MO 63103	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	6.04%
	1 Bryant Park	
	New York, NY 10036	
	UBS Financial Services Inc.	5.99%
	1000 Harbor Boulevard	
	Weehawken, NJ 07086	
	American Enterprise Investment Services Inc.	5.28%
	2723 Ameriprise Financial Center	
	Minneapolis, MN 55474	
	Charles Schwab & Co., Inc.	19.79%
	101 Montgomery Street	
	San Francisco, CA 94104	
National Financial Services Corporation	11.05%	
200 Liberty Street		
New York, NY 10281		
Brown Brothers Harriman & Co.	8.32%	
525 Washington Blvd.		
Jersey City, NJ 07310		
TD Ameritrade Clearing, Inc.	8.23%	
4211 South 102nd Street		
Omaha, NE 68127		
The Bank of New York Mellon	5.91%	
One Wall Street, 5 <sup>th</sup> Floor		
New York, NY 10286		
Wells Fargo Clearing Services, LLC	5.09%	
One North Jefferson Avenue		

Edgar Filing: WisdomTree Trust - Form 485BPOS

<b>WisdomTree Emerging Markets Consumer Growth Fund</b>	St. Louis, MO 63103	
	J.P. Morgan Clearing Corp.	22.21%
	245 Park Avenue	
	New York, NY 10167	
	Charles Schwab & Co., Inc.	17.36%
	101 Montgomery Street	
	San Francisco, CA 94104	
	National Bank Financial, Inc.	10.49%
	1155 Metcalfe Street	
	Montreal, QC, Canada H3B 4S9	
TD Ameritrade Clearing, Inc.	8.78%	
4211 South 102nd Street		
Omaha, NE 68127		
Morgan Stanley & Co. LLC/International plc	8.13%	
25 Cabot Square		
Canary Wharf, London E14 4QA		
Pershing LLC	6.53%	
One Pershing Plaza		
Jersey City, NJ 07399		
Charles Schwab & Co., Inc.	23.49%	
101 Montgomery Street		
San Francisco, CA 94104		

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
	Morgan Stanley Smith Barney LLC	12.52%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Pershing LLC	7.29%
	One Pershing Plaza	
	Jersey City, NJ 07399	
	National Financial Services Corporation	7.22%
	200 Liberty Street	
	New York, NY 10281	
	National Bank Financial, Inc.	6.76%
	1155 Metcalfe Street	
	Montreal, QC, Canada H3B 4S9	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	6.55%
	1 Bryant Park	
	New York, NY 10036	
	TD Ameritrade Clearing, Inc.	5.71%
	4211 South 102nd Street	
	Omaha, NE 68127	
<b>WisdomTree Emerging Markets ex-State-Owned Enterprises Fund</b>	Morgan Stanley Smith Barney LLC	25.65%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	TD Ameritrade Clearing, Inc.	18.95%
	4211 South 102nd Street	
	Omaha, NE 68127	
	Charles Schwab & Co., Inc.	11.43%
	101 Montgomery Street	
	San Francisco, CA 94104	
	Pershing LLC	7.63%
	One Pershing Plaza	

## Edgar Filing: WisdomTree Trust - Form 485BPOS

	Jersey City, NJ 07399	
	National Financial Services Corporation	6.83%
	200 Liberty Street	
	New York, NY 10281	
	The Bank of New York Mellon	5.52%
	One Wall Street, 5th Floor	
	New York, NY 10286	
<b>WisdomTree India Earnings Fund</b>	Brown Brothers Harriman & Co.	14.32%
	525 Washington Blvd.	
	Jersey City, NJ 07310	
	The Bank of New York Mellon	14.31%
	One Wall Street, 5th Floor	
	New York, NY 10286	
	Morgan Stanley Smith Barney LLC	8.10%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	National Financial Services Corporation	6.10%
	200 Liberty Street	
	New York, NY 10281	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
	J.P. Morgan Clearing Corp.	5.98%
	245 Park Avenue	
	New York, NY 10167	
	Citibank, N.A.	5.22%
	3800 Citigroup Center Tampa	
	Tampa, FL 33610	
<b>WisdomTree Middle East Dividend Fund</b>	TD Ameritrade Clearing, Inc.	26.04%
	4211 South 102nd Street	
	Omaha, NE 68127	
	National Financial Services Corporation	12.42%
	200 Liberty Street	
	New York, NY 10281	
	Charles Schwab & Co., Inc.	8.91%
	101 Montgomery Street	
	San Francisco, CA 94104	
	Pershing LLC	8.22%
	One Pershing Plaza	
	Jersey City, NJ 07399	
	J.P. Morgan Securities LLC/JPMC	5.53%
	383 Madison Avenue	
	New York, NY 10179	
<b>WisdomTree China ex-State-Owned Enterprises Fund</b>	State Street Bank And Trust Company	34.10%
	1776 Heritage Drive	
	North Quincy, MA 02171	
	Charles Schwab & Co., Inc.	7.65%
	101 Montgomery Street	
	San Francisco, CA 94104	
	TD Ameritrade Clearing, Inc.	7.26%
	4211 South 102nd Street	

## Edgar Filing: WisdomTree Trust - Form 485BPOS

	Omaha, NE 68127	
	J.P. Morgan Securities LLC/JPMC	7.16%
	383 Madison Avenue	
	New York, NY 10179	
	National Financial Services Corporation	7.08%
	200 Liberty Street	
	New York, NY 10281	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	6.56%
	1 Bryant Park	
	New York, NY 10036	
	Bank of America/Client Assets	6.12%
	414 N. Akard Street, 5th Floor	
	Dallas, TX 75201	
<b>WisdomTree International Equity Fund</b>	Charles Schwab & Co., Inc.	21.55%
	101 Montgomery Street	
	San Francisco, CA 94104	
	Morgan Stanley Smith Barney LLC	13.06%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree International High Dividend Fund</b>	UBS Financial Services Inc.	12.16%
	1000 Harbor Boulevard	
	Weehawken, NJ 07086	
	TD Ameritrade Clearing, Inc.	9.81%
	4211 South 102nd Street	
	Omaha, NE 68127	
	National Financial Services Corporation	9.21%
	200 Liberty Street	
	New York, NY 10281	
	Wells Fargo Clearing Services, LLC	5.01%
	One North Jefferson Avenue	
	St. Louis, MO 63103	
	Fifth Third Bank (The)	21.30%
	38 Fountain Square Plaza, MD 116311	
Cincinnati, OH 45263		
Charles Schwab & Co., Inc.	17.44%	
101 Montgomery Street		
San Francisco, CA 94104		
Bank of America N.A./ GWIM TRUST	10.37%	
OPERATIONS		
414 N. Akard Street, 5 <sup>th</sup> Floor		
Dallas, TX 75201		
Merrill Lynch, Pierce, Fenner & Smith Inc.	8.89%	
1 Bryant Park		
New York, NY 10036		
TD Ameritrade Clearing, Inc.	6.00%	
4211 South 102nd Street		
Omaha, NE 68127		
Morgan Stanley Smith Barney LLC	5.04%	



Edgar Filing: WisdomTree Trust - Form 485BPOS

<b>WisdomTree International LargeCap Dividend Fund</b>	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Charles Schwab & Co., Inc.	25.03%
	101 Montgomery Street	
	San Francisco, CA 94104	
	TD Ameritrade Clearing, Inc.	20.25%
	4211 South 102nd Street	
	Omaha, NE 68127	
	National Financial Services Corporation	9.26%
	200 Liberty Street	
New York, NY 10281		
Pershing LLC	7.04%	
One Pershing Plaza		
Jersey City, NJ 07399		
Morgan Stanley Smith Barney LLC	5.87%	
1 Harborside Financial Center, Plaza II		
Jersey City, NJ 07311		
Wells Fargo Clearing Services, LLC	5.00%	
One North Jefferson Avenue		
St. Louis, MO 63103		

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree International MidCap Dividend Fund</b>	Charles Schwab & Co., Inc.	21.14%
	101 Montgomery Street	
	San Francisco, CA 94104	
	National Financial Services Corporation	16.67%
	200 Liberty Street	
	New York, NY 10281	
	Morgan Stanley Smith Barney LLC	12.01%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Wells Fargo Clearing Services, LLC	6.69%
<b>WisdomTree International SmallCap Dividend Fund</b>	One North Jefferson Avenue	
	St. Louis, MO 63103	
	TD Ameritrade Clearing, Inc.	6.28%
	4211 South 102nd Street	
	Omaha, NE 68127	
	Charles Schwab & Co., Inc.	39.54%
	101 Montgomery Street	
	San Francisco, CA 94104	
	TD Ameritrade Clearing, Inc.	11.29%
	4211 South 102nd Street	
<b>WisdomTree International Dividend ex-Financials Fund</b>	Omaha, NE 68127	
	National Financial Services Corporation	10.73%
	200 Liberty Street	
	New York, NY 10281	
	Charles Schwab & Co., Inc.	19.54%
	101 Montgomery Street	
	San Francisco, CA 94104	
	TD Ameritrade Clearing, Inc.	12.26%
	4211 South 102nd Street	

## Edgar Filing: WisdomTree Trust - Form 485BPOS

	Omaha, NE 68127	
	Wells Fargo Clearing Services, LLC	11.19%
	One North Jefferson Avenue	
	St. Louis, MO 63103	
	Morgan Stanley Smith Barney LLC	9.28%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	National Financial Services Corporation	8.90%
	200 Liberty Street	
	New York, NY 10281	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	6.50%
	1 Bryant Park	
	New York, NY 10036	
	UBS Financial Services Inc.	5.86%
	1000 Harbor Boulevard	
	Weehawken, NJ 07086	
<b>WisdomTree International Quality Dividend Growth Fund</b>	State Street Bank And Trust Company	30.64%
	1776 Heritage Drive	
	North Quincy, MA 02171	
	TD Ameritrade Clearing, Inc.	16.16%
	4211 South 102nd Street	
	Omaha, NE 68127	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree Europe Quality Dividend Growth Fund</b>	Wells Fargo Clearing Services, LLC	14.10%
	One North Jefferson Avenue	
	St. Louis, MO 63103	
	Charles Schwab & Co., Inc.	13.48%
	101 Montgomery Street	
	San Francisco, CA 94104	
	Pershing LLC	8.55%
	One Pershing Plaza	
	Jersey City, NJ 07399	
	National Financial Services Corporation	5.74%
	200 Liberty Street	
	New York, NY 10281	
	TD Ameritrade Clearing, Inc.	34.74%
	4211 South 102nd Street	
	Omaha, NE 68127	
Merrill Lynch, Pierce, Fenner & Smith Inc.	14.52%	
1 Bryant Park		
New York, NY 10036		
Morgan Stanley Smith Barney LLC	11.63%	
1 Harborside Financial Center, Plaza II		
Jersey City, NJ 07311		
National Financial Services Corporation	10.09%	
200 Liberty Street		
New York, NY 10281		
Pershing LLC	6.41%	
One Pershing Plaza		
Jersey City, NJ 07399		
Charles Schwab & Co., Inc.	6.25%	
101 Montgomery Street		

## Edgar Filing: WisdomTree Trust - Form 485BPOS

<b>WisdomTree Europe SmallCap Dividend Fund</b>	San Francisco, CA 94104 Morgan Stanley Smith Barney LLC	15.96%
	1 Harborside Financial Center, Plaza II  Jersey City, NJ 07311 Charles Schwab & Co., Inc.	11.93%
	101 Montgomery Street  San Francisco, CA 94104 National Financial Services Corporation	9.54%
	200 Liberty Street  New York, NY 10281 Deutsche Bank AG	8.97%
	60 Wall Street  New York, NY 10005 UBS Financial Services Inc.	7.79%
	1000 Harbor Boulevard  Weehawken, NJ 07086 TD Ameritrade Clearing, Inc.	6.08%
	4211 South 102nd Street  Omaha, NE 68127	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree Japan SmallCap Dividend Fund</b>	Bank of America/Client Assets	28.64%
	414 N. Akard Street, 5th Floor	
	Dallas, TX 75201	
	Janney Montgomery Scott LLC	12.64%
	1717 Arch Street	
	Philadelphia, PA 19103	
	Citibank, N.A.	7.09%
	3800 Citigroup Center Tampa	
	Tampa, FL 33610	
	Morgan Stanley Smith Barney LLC	6.77%
<b>WisdomTree Australia Dividend Fund</b>	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Charles Schwab & Co., Inc.	6.10%
	101 Montgomery Street	
	San Francisco, CA 94104	
	National Financial Services Corporation	5.12%
	200 Liberty Street	
	New York, NY 10281	
	Interactive Brokers, LLC/Retail Clearance	32.44%
	Two Pickwick Plaza, 2nd Floor	
<b>WisdomTree Australia Dividend Fund</b>	Greenwich, CT 06830	
	Charles Schwab & Co., Inc.	12.99%
	101 Montgomery Street	
	San Francisco, CA 94104	
	National Financial Services Corporation	10.83%
	200 Liberty Street	
	New York, NY 10281	
	TD Ameritrade Clearing, Inc.	9.10%
	4211 South 102nd Street	

Edgar Filing: WisdomTree Trust - Form 485BPOS

<b>WisdomTree Japan Hedged Equity Fund</b>	Omaha, NE 68127	
	Morgan Stanley Smith Barney LLC	11.78%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Brown Brothers Harriman & Co.	10.03%
	525 Washington Blvd.	
	Jersey City, NJ 07310	
	The Bank of New York Mellon	8.11%
	One Wall Street, 5th Floor	
	New York, NY 10286	
	Charles Schwab & Co., Inc.	7.26%
	101 Montgomery Street	
San Francisco, CA 94104		
National Financial Services Corporation	5.85%	
200 Liberty Street		
New York, NY 10281		
Merrill Lynch, Pierce, Fenner & Smith Inc.	5.82%	
1 Bryant Park		
New York, NY 10036		
Goldman, Sachs & Co.	5.54%	
180 Maiden Lane		
New York, NY 10038		

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree Japan Hedged Quality Dividend Growth Fund</b>	Citibank, N.A.	5.41%
	3800 Citigroup Center Tampa	
	Tampa, FL 33610	
	Charles Schwab & Co., Inc.	24.07%
	101 Montgomery Street	
	San Francisco, CA 94104	
	J.P. Morgan Securities LLC/JPMC	18.10%
	383 Madison Avenue	
	New York, NY 10179	
	Pershing LLC	11.01%
<b>WisdomTree Japan Hedged SmallCap Equity Fund</b>	One Pershing Plaza	
	Jersey City, NJ 07399	
	Morgan Stanley & Co. LLC/International plc	10.59%
	25 Cabot Square	
	Canary Wharf, London E14 4QA	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	7.04%
	1 Bryant Park	
	New York, NY 10036	
	National Financial Services Corporation	6.91%
	200 Liberty Street	
<b>WisdomTree Japan Hedged SmallCap Equity Fund</b>	New York, NY 10281	
	Vanguard Marketing Corporation	6.21%
	100 Vanguard Boulevard	
	Malvern, PA 19355	
	Charles Schwab & Co., Inc.	14.71%
	101 Montgomery Street	
	San Francisco, CA 94104	
	Morgan Stanley Smith Barney LLC	10.57%
	1 Harborside Financial Center, Plaza II	



## Edgar Filing: WisdomTree Trust - Form 485BPOS

Jersey City, NJ 07311 The Bank of New York Mellon	9.64%
One Wall Street, 5th Floor New York, NY 10286 National Financial Services Corporation	9.38%
200 Liberty Street New York, NY 10281 Citibank, N.A.	8.20%
3800 Citigroup Center Tampa Tampa, FL 33610 TD Ameritrade Clearing, Inc.	5.97%
4211 South 102nd Street Omaha, NE 68127 Merrill Lynch Professional Clearing Corp.	5.89%
101 Hudson Street Jersey City, NJ 07302 Merrill Lynch, Pierce, Fenner & Smith Inc.	5.81%
1 Bryant Park New York, NY 10036	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
<b>WisdomTree Europe Hedged Equity Fund</b>	Goldman, Sachs & Co.	11.58%
	180 Maiden Lane	
	New York, NY 10038	
	Morgan Stanley Smith Barney LLC	9.24%
	1 Harborside Financial Center, Plaza II	
	Jersey City, NJ 07311	
	Charles Schwab & Co., Inc.	8.48%
	101 Montgomery Street	
	San Francisco, CA 94104	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	8.35%
	1 Bryant Park	
	New York, NY 10036	
	National Financial Services Corporation	6.92%
	200 Liberty Street	
New York, NY 10281		
The Bank of New York Mellon	6.43%	
One Wall Street, 5th Floor		
New York, NY 10286		
UBS Financial Services Inc.	6.16%	
1000 Harbor Boulevard		
Weehawken, NJ 07086		
<b>WisdomTree Europe Hedged SmallCap Equity Fund</b>	Janney Montgomery Scott LLC	29.89%
	1717 Arch Street	
	Philadelphia, PA 19103	
	Charles Schwab & Co., Inc.	24.86%
	101 Montgomery Street	
	San Francisco, CA 94104	
TD Ameritrade Clearing, Inc.	7.21%	
4211 South 102nd Street		

## Edgar Filing: WisdomTree Trust - Form 485BPOS

	Omaha, NE 68127	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	6.80%
	1 Bryant Park	
	New York, NY 10036	
	UBS Financial Services Inc.	6.12%
	1000 Harbor Boulevard	
	Weehawken, NJ 07086	
	National Financial Services Corporation	5.79%
	200 Liberty Street	
	New York, NY 10281	
<b>WisdomTree Germany Hedged Equity Fund</b>	National Financial Services Corporation	13.84%
	200 Liberty Street	
	New York, NY 10281	
	Merrill Lynch Professional Clearing Corp.	9.09%
	101 Hudson Street	
	Jersey City, NJ 07302	
	Charles Schwab & Co., Inc.	8.70%
	101 Montgomery Street	
	San Francisco, CA 94104	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
	The Bank of New York Mellon	7.55%
	One Wall Street, 5th Floor	
	New York, NY 10286	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	6.00%
	1 Bryant Park	
	New York, NY 10036	
	Pershing LLC	5.92%
	One Pershing Plaza	
	Jersey City, NJ 07399	
	Citibank, N.A.	5.76%
	3800 Citigroup Center Tampa	
	Tampa, FL 33610	
	J.P. Morgan Clearing Corp.	5.30%
	245 Park Avenue	
	New York, NY 10167	
<b>WisdomTree Japan Hedged Financials Fund</b>	Merrill Lynch Professional Clearing Corp.	27.00%
	101 Hudson Street	
	Jersey City, NJ 07302	
	Citibank, N.A.	12.67%
	3800 Citigroup Center Tampa	
	Tampa, FL 33610	
	HSBC Bank USA, NA/Clearing	9.92%
	452 Fifth Avenue	
	New York, NY 10018	
	J.P. Morgan Securities LLC/JPMC	9.86%
	383 Madison Avenue	
	New York, NY 10179	
	Merrill Lynch, Pierce, Fenner & Smith Inc.	5.57%
	1 Bryant Park	

Edgar Filing: WisdomTree Trust - Form 485BPOS

**WisdomTree International Hedged Quality Dividend  
Growth Fund**

New York, NY 10036 TD Ameritrade Clearing, Inc.	5.24%
4211 South 102nd Street Omaha, NE 68127 Brown Brothers Harriman & Co.	5.07%
525 Washington Blvd. Jersey City, NJ 07310 Charles Schwab & Co., Inc.	18.44%
101 Montgomery Street San Francisco, CA 94104 Morgan Stanley Smith Barney LLC	15.30%
1 Harborside Financial Center, Plaza II Jersey City, NJ 07311 Merrill Lynch, Pierce, Fenner & Smith Inc.	12.36%
1 Bryant Park New York, NY 10036 State Street Bank And Trust Company	7.43%
1776 Heritage Drive North Quincy, MA 02171 National Financial Services Corporation	6.92%
200 Liberty Street New York, NY 10281	

**Table of Contents**

<b>Fund Name</b>	<b>Participant Name</b>	<b>Percentage of Ownership</b>
	TD Ameritrade Clearing, Inc.	6.29%
	4211 South 102nd Street	
	Omaha, NE 68127	

Certain officers, employees, accounts or affiliates of WisdomTree Asset Management (such as WisdomTree Investments, 245 Park Avenue, 35th Floor, New York, NY), including other funds advised by WisdomTree Asset Management or third parties, may from time to time own a substantial amount of a Fund's shares, including as an initial or seed investor. Such positions may be held for a limited period of time, including to facilitate commencement of a Fund, to facilitate the Funds' achieving size or scale or in seeking to track model portfolios of ETFs developed and maintained by the Adviser. Such shareholders, individually and/or collectively, could at times be considered to control the Fund (i.e., own greater than 25% of the Fund shares) and may purchase or sell shares, including large blocks of shares, at any given time. There can be no assurance that any such entity or person would not redeem or sell its investment, that the size of a Fund would be maintained at such levels or that a Fund would continue to meet applicable listing requirements, which could negatively impact a Fund and its shares. In addition, such transactions may account for a large percentage of secondary market trading volume and may, therefore, not be sustainable and/or may have a material upward or downward effect on the market price of the shares.

**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 (the "Investment Advisory Agreement"). WisdomTree Asset Management 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 245 Park Avenue, 35th Floor, New York, New York 10167.

Under the Investment Advisory Agreement, WisdomTree Asset Management is responsible for the overall management and administration of the Trust. WisdomTree Asset Management provides an investment program for each Fund. The Adviser also provides proactive oversight of the Sub-Adviser daily monitoring of the Sub-Adviser's buying and selling of securities for each Fund, and regular review of the Sub-Adviser's performance. In addition, the Adviser arranges for, and oversees, sub-advisory, transfer agency, custody, fund administration, securities lending, and all other non-distribution related services necessary for the Funds to operate. The Adviser furnishes to the Trust all office facilities, equipment, services and executive and administrative personnel necessary for managing the investment program of the Trust for each Fund, including:

Overseeing the Trust's insurance program;

Overseeing and coordinating all governance matters for the Trust;

Coordinating meetings of the Board of Trustees;

Devoting time and resources to maintaining an efficient market for each Fund's shares;

Coordinating with outside counsel on all Trust related legal matters;

Coordinating the preparation of the Trust's financial statements;

Coordinating all regulatory filings and shareholder reporting;

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Overseeing each Fund's tax status and tax filings;

Maintaining and updating a website for certain required disclosures; and

Providing shareholders with additional information about the Funds.

Each Fund pays WisdomTree Asset Management the Management Fee, based on a percentage of the Fund's average daily net assets, indicated below.

<b>Name of Fund</b>	<b>Management Fee</b>
U.S. Total Dividend Fund	0.28%
U.S. LargeCap Dividend Fund	0.28%
U.S. MidCap Dividend Fund	0.38%
U.S. SmallCap Dividend Fund	0.38%
U.S. High Dividend Fund	0.38%
U.S. Dividend ex-Financials Fund	0.38%
U.S. Quality Dividend Growth Fund	0.28%
U.S. SmallCap Quality Dividend Growth Fund	0.38%
U.S. Total Earnings Fund	0.28%
U.S. Earnings 500 Fund	0.28%
U.S. MidCap Earnings Fund	0.38%
U.S. SmallCap Earnings Fund	0.38%

**Table of Contents**

<b>Name of Fund</b>	<b>Management Fee</b>
U.S. Quality Shareholder Yield Fund	0.38%
U.S. Multifactor Fund	0.28%
International Equity Fund	0.48%
International High Dividend Fund	0.58%
International LargeCap Dividend Fund	0.48%
International MidCap Dividend Fund	0.58%
International SmallCap Dividend Fund	0.58%
International Dividend ex-Financials Fund	0.58%
International Quality Dividend Growth Fund	0.38%*
Europe Quality Dividend Growth Fund	0.58%
Europe SmallCap Dividend Fund	0.58%
Japan SmallCap Dividend Fund	0.58%
Australia Dividend Fund	0.58%
Japan Hedged Equity Fund	0.48%
Japan Hedged Quality Dividend Growth Fund	0.43%*
Japan Hedged SmallCap Equity Fund	0.58%
Japan Hedged Financials Fund	0.48%
Europe Hedged Equity Fund	0.58%
Europe Hedged SmallCap Equity Fund	0.58%
Germany Hedged Equity Fund	0.48%
International Hedged Quality Dividend Growth Fund	0.58%
Global High Dividend Fund	0.58%
Global ex-U.S. Quality Dividend Growth Fund	0.58%
Global ex-U.S. Real Estate Fund	0.58%
Asia Pacific ex-Japan Fund	0.48%
Emerging Markets High Dividend Fund	0.63%
Emerging Markets SmallCap Dividend Fund	0.63%
Emerging Markets Consumer Growth Fund	0.32%*
Emerging Markets Quality Dividend Growth Fund	0.32%*
Emerging Markets ex-State-Owned Enterprises Fund	0.32%*
India Earnings Fund	0.83%
Middle East Dividend Fund	0.88%
China ex-State-Owned Enterprises Fund	0.32%*

\* Reflects a contractual expense limitation in place through at least July 31, 2019.

Pursuant to an investment advisory agreement on behalf of all Funds, except for the U.S. Multifactor Fund, U.S. Quality Dividend Growth Fund, U.S. SmallCap Quality Dividend Growth Fund, Japan Hedged SmallCap Equity Fund, Emerging Markets Quality Dividend Growth Fund, Emerging Markets Consumer Growth Fund, Germany Hedged Equity Fund, Japan Hedged Financials Fund, Europe Quality Dividend Growth Fund, International Quality Dividend Growth Fund, International Hedged Quality Dividend Growth Fund, Japan Hedged Quality Dividend Growth Fund, Europe Hedged SmallCap Equity Fund, and Emerging Markets ex-State-Owned Enterprises Fund (together, the New Investment Advisory Agreement Funds), 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 CCO; (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. The internal expenses of pooled investment vehicles in which these Funds may invest (acquired fund fees and expenses) are not expenses of such Funds and are not paid by WisdomTree Asset Management.

Pursuant to an investment advisory agreement on behalf of the New Investment Advisory Agreement Funds, WisdomTree Asset Management has agreed to pay all expenses of the Trust, except for: (i) brokerage expenses and other fees, charges, taxes, levies or expenses (such as stamp taxes) incurred in connection with the execution of portfolio transactions or in connection with creation and redemption transactions (including without limitation any fees, charges, taxes, levies or expenses related to the purchase or sale of an amount of any currency, or the patriation or repatriation of any security or other asset, related to the execution of portfolio transactions or any creation or 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



## Edgar Filing: WisdomTree Trust - Form 485BPOS

Independent Trustees; (v) compensation and expenses of the Trust's CCO; (vi) extraordinary expenses (in each case as determined by a majority of the Independent Trustees); (vii) distribution fees and expenses paid by the Trust under any distribution plan adopted pursuant to Rule 12b-1 under the 1940 Act; (viii) interest and

**Table of Contents**

taxes of any kind or nature (including, but not limited to, income, excise, transfer and withholding taxes); (ix) fees and expenses related to the provision of securities lending services; and (x) the advisory fee payable to WisdomTree Asset Management. The internal expenses of pooled investment vehicles in which the New Investment Advisory Agreement Funds may invest (acquired fund fees and expenses) are not expenses of such Funds and are not paid by WisdomTree Asset Management.

**Table of Contents**

Pursuant to a separate contractual arrangement, WisdomTree Asset Management arranges for the provision of CCO services with respect to each Fund, and is liable and responsible for, and administers, payments to the CCO, the Independent Trustees and counsel to the Independent Trustees. WisdomTree Asset Management receives a fee of up to 0.0044% of the Fund's average daily net assets for providing such services and paying such expenses. WisdomTree Asset Management provides CCO services to the Trust.

The India Portfolio, a wholly-owned subsidiary of the India Earnings Fund through which the Fund invests a portion of its assets, is advised by WisdomTree Asset Management. Compensation for WisdomTree Asset Management in advising the India Earnings Fund (including the India Portfolio) is included in the table below and otherwise as described herein.

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

Name	Commencement of Operations	For the Fiscal Year Ended March 31, 2016			For the Fiscal Year Ended March 31, 2017			For the Fiscal Year Ended March 31, 2018		
		Gross Advisory Fee	Waived / Expenses Reimbursed	Net Advisory Fee	Gross Advisory Fee	Waived / Expenses Reimbursed	Net Advisory Fee	Gross Advisory Fee	Waived / Expenses Reimbursed	Net Advisory Fee
U.S. Total Dividend Fund	6/16/06	\$ 1,412,887	\$ (336)	\$ 1,412,551	\$ 1,474,991	\$ (246)	\$ 1,474,745	\$ 1,684,933	\$ (1,350)	\$ 1,683,583
U.S. High Dividend Fund	6/16/06	3,618,575	(3,505)	3,615,070	4,673,129	(5,874)	4,667,255	4,602,234	(10,032)	4,592,202
International Equity Fund	6/16/06	3,168,653	(2,846)	3,165,807	3,060,671	(1,959)	3,058,712	3,985,669	(3,264)	3,982,405
International High Dividend Fund	6/16/06	1,783,677	(1,413)	1,782,264	1,443,432	(609)	1,442,823	1,832,110	(2,126)	1,829,984
Australia Dividend Fund	6/16/06	206,536		206,536	209,369		209,369	214,836		214,836
Asia Pacific ex-Japan Fund	6/16/06	225,640	(407)	225,233	223,304		223,304	218,228	(223)	218,005
Global High Dividend Fund	6/16/06	595,448	(573)	594,875	452,595		452,595	572,765	(176)	572,589
Europe SmallCap Dividend Fund	6/16/06	5,660,782	(7,672)	5,653,110	4,778,122	(5,055)	4,773,067	6,176,377	(8,379)	6,167,998
Japan Hedged Equity Fund	6/16/06	75,240,202		75,240,202	37,719,978		37,719,978	40,425,914		40,425,914
Global ex-U.S. Quality Dividend Growth Fund	6/16/06	455,278	(146)	455,132	371,754		371,754	343,629	(303)	343,326
Japan SmallCap Dividend Fund	6/16/06	1,975,700	(1,731)	1,973,969	2,506,384	(1,459)	2,504,925	3,879,045	(3,157)	3,875,888
U.S. Dividend ex-Financials	6/16/06	3,872,643	(11,255)	3,861,388	3,555,051	(1,766)	3,553,285	3,320,076	(7,479)	3,312,597

Edgar Filing: WisdomTree Trust - Form 485BPOS

Fund										
U.S.										
LargeCap										
Dividend										
Fund	6/16/06	4,967,081	(8,198)	4,958,883	5,283,864	(510)	5,283,354	5,540,671	(7,397)	5,533,274
U.S. MidCap										
Dividend										
Fund	6/16/06	5,798,838	(4,393)	5,794,445	8,159,937	(3,854)	8,156,083	11,335,796	(12,950)	11,322,846
U.S.										
SmallCap										
Dividend										
Fund	6/16/06	4,514,411	(12,702)	4,501,709	6,235,746	(21,097)	6,214,649	7,558,121	(26,919)	7,531,202
International										
LargeCap										
Dividend										
Fund	6/16/06	1,835,591	(2,015)	1,833,576	1,723,982	(2,763)	1,721,219	1,949,683	(4,123)	1,945,560
International										
Dividend										
ex-Financials										
Fund	6/16/06	1,695,519	(3,535)	1,691,984	1,288,246	(1,913)	1,286,333	1,192,440	(5,052)	1,187,388
International										
MidCap										
Dividend										
Fund	6/16/06	897,286	(446)	896,840	908,326	(328)	907,998	1,377,136	(1,533)	1,375,603
International										
SmallCap										
Dividend										
Fund	6/16/06	6,039,734	(10,707)	6,029,027	6,638,588	(9,851)	6,628,737	9,628,815	(22,795)	9,606,020

**Table of Contents**

Name	Commencement of Operations	For the Fiscal Year Ended March 31, 2016			For the Fiscal Year Ended March 31, 2017			For the Fiscal Year Ended March 31, 2018		
		Gross Advisory Fee	Advisory Fee Waived / Expenses Reimbursed	Net Advisory Fee	Gross Advisory Fee	Advisory Fee Waived / Expenses Reimbursed	Net Advisory Fee	Gross Advisory Fee	Advisory Fee Waived / Expenses Reimbursed	Net Advisory Fee
U.S. Total Earnings Fund	2/23/07	218,074		218,074	169,464		169,464	187,053		187,053
U.S. Earnings 500 Fund	2/23/07	369,836	(193)	369,643	337,796		337,796	428,271	(290)	427,981
U.S. MidCap Earnings Fund	2/23/07	2,722,923	(2,368)	2,720,555	2,691,366	(4,817)	2,686,549	3,442,012	(6,326)	3,435,686
U.S. SmallCap Earnings Fund	2/23/07	1,485,408	(2,930)	1,482,478	1,569,399	(1,856)	1,567,543	1,995,482	(3,669)	1,991,813
U.S. Quality Shareholder Yield Fund	2/23/07	137,447	(103)	137,344	631,224		631,224	172,166	(461)	171,705
Global ex-U.S. Real Estate Fund	6/5/07	638,097		638,097	498,699		498,699	520,672		520,672
Emerging Markets High Dividend Fund	7/13/07	10,911,297	(5,162)	10,906,135	9,404,879	(3,936)	9,400,943	12,424,961	(102,356)	12,322,605
Emerging Markets SmallCap Dividend Fund	10/30/07	6,962,000	(6,830)	6,955,170	6,105,819	(4,382)	6,101,437	8,849,448	(8,717)	8,840,731
India Earnings Fund/Portfolio	2/22/08	15,795,713		15,795,713	11,590,454		11,590,454	14,349,121		14,349,121
Middle East Dividend Fund	7/16/08	237,697		237,697	170,270		170,270	144,754		144,754
Europe Hedged Equity Fund	12/31/09	108,535,454		108,535,454	58,602,815		58,602,815	49,755,169		49,755,169
China ex-State-Owned Enterprises Fund	9/19/12	76,674	(7,648)	69,026	52,184	(8,283)	43,901	513,016	(247,644)	265,372
U.S. Quality Dividend Growth Fund	5/22/13	1,476,847		1,476,847	2,390,109		2,390,109	4,844,182		4,844,182
Japan Hedged SmallCap Equity Fund	6/28/13	1,016,609		1,016,609	479,680		479,680	985,498		985,498
U.S. SmallCap Quality Dividend Growth Fund	7/25/13	111,123		111,123	245,370		245,370	389,262		389,262
Emerging Markets Quality Dividend Growth Fund	8/1/13	224,118		224,118	234,687		234,687	395,981	(155,836)	240,145
Emerging Markets Consumer Growth Fund	9/27/13	94,991		94,991	110,924		110,924	222,812	(90,225)	132,587
Germany Hedged Equity	10/17/13	1,452,851		1,452,851	734,067		734,067	548,588		548,588

Fund

54

**Table of Contents**

Name	Commencement of Operations	For the Fiscal Year Ended March 31, 2016			For the Fiscal Year Ended March 31, 2017			For the Fiscal Year Ended March 31, 2018		
		Gross Advisory Fee	Expenses Reimbursed /	Net Advisory Fee	Gross Advisory Fee	Expenses Reimbursed /	Net Advisory Fee	Gross Advisory Fee	Expenses Reimbursed /	Net Advisory Fee
Japan Hedged Financials Fund	4/8/14	108,539	(3,476)	105,063	118,708		118,708	147,131		147,131
Europe Quality Dividend Growth Fund	5/7/14	99,611		99,611	92,828		92,828	242,623		242,623
International Hedged Quality Dividend Growth Fund	5/7/14	2,913,182		2,913,182	2,865,801		2,865,801	3,007,290		3,007,290
Emerging Markets ex-State-Owned Enterprises Fund	12/10/14	20,652		20,652	13,019		13,019	141,377	(61,559)	79,818
Europe Hedged SmallCap Equity Fund	3/4/15	1,309,783		1,309,783	1,205,893		1,205,893	912,696		912,696
Japan Hedged Quality Dividend Growth Fund	4/9/15	82,170	(8,559)	73,611	58,860	(6,131)	52,729	65,223	(6,794)	58,429
International Quality Dividend Growth Fund	4/7/16	N/A	N/A	N/A	17,053	(3,553)	13,500	72,858	(15,179)	57,679
U.S. Multifactor Fund	6/29/17	N/A	N/A	N/A	N/A	N/A	N/A	6,917		6,917

## **Table of Contents**

The Adviser, from its own resources, including profits from advisory fees received from the Funds, provided such fees are legitimate and not excessive, may make payments to broker-dealers and other financial institutions for their expenses in connection with the distribution of Fund shares, and otherwise currently pays all distribution costs for Fund shares.

The Investment Advisory Agreement with respect to each Fund continues in effect for two years from its effective date, and thereafter is subject to annual approval by (i) the Board 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 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 thirty (30) days nor more than sixty (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 Advisory Agreement will terminate automatically and immediately in the event of its assignment (as defined in the 1940 Act).

**Sub-Adviser.** BNY Mellon Asset Management North America Corporation (the Sub-Adviser) serves as sub-adviser to, and is responsible for the day-to-day management of, each Fund. The Sub-Adviser, a registered investment adviser, manages global quantitative-based investment strategies for institutional and private investors. Its principal office is located at One Boston Place, 201 Washington Street, Boston, MA 02108. The Sub-Adviser is an independently operated indirect subsidiary of The Bank of New York Mellon Corporation (BNYM), a publicly traded financial holding company. The Sub-Adviser manages 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 these Funds.

The India Portfolio, a wholly-owned subsidiary of the India Earnings Fund through which the Fund invests a portion of its assets, is sub-advised by the Sub-Adviser. The Sub-Adviser does not receive any additional compensation for sub-advising the India Portfolio.

The Sub-Adviser 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 the Sub-Adviser from continuing to perform services for the Trust. If this happens, the Board would consider selecting other qualified firms.

The Sub-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 or (ii) the vote of a majority of the outstanding voting securities (as defined in the 1940 Act) of the applicable Fund, provided that in either event such continuance is also 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 a Fund fail to approve that Fund's Sub-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 Sub-Advisory Agreement is terminable without any penalty, by vote of the Board or by vote of a majority of the outstanding voting securities (as defined in the 1940 Act) of the Fund, or by WisdomTree Asset Management, in each case on not less than thirty (30) days nor more than sixty (60) days prior written notice to the other party; provided that a shorter notice period shall be permitted for the Funds in the event its shares are no longer listed on a national securities exchange. The Sub-Advisory Agreement will terminate automatically and immediately in the event of its assignment (as defined in the 1940 Act).

**Portfolio Managers.** Each Fund is managed by the Sub-Adviser's Equity Index Strategies Portfolio Management team. The individual members of the team jointly and primarily responsible for the day-to-day management of each Fund's portfolio are Karen Q. Wong, Richard A. Brown, and Thomas J. Durante.

Including the WisdomTree ETFs, as of June 30, 2018, the Sub-Adviser's Equity Index Strategies Portfolio Management team managed 119 registered investment companies with approximately \$107 billion in assets; 100 pooled investment vehicles with approximately \$99 billion in assets and 66 other accounts with approximately \$84 billion in assets.

### ***Portfolio Manager Fund Ownership***

As of March 31, 2018, none of the portfolio managers owned shares of the Fund.





**Table of Contents**

***Portfolio Manager Compensation***

The firm's rewards program is designed to be market-competitive and align our compensation with the goals of our clients. This alignment is achieved through an emphasis on deferred awards, which incentivizes our investment personnel to focus on long-term alpha generation.

Our incentive model is designed to compensate for quantitative and qualitative objectives achieved during the performance year. An individual's final annual incentive award is tied to the firm's overall performance, the team's investment performance, as well as individual performance.

Awards are paid in cash on an annual basis; however, some portfolio managers may receive a portion of their annual incentive award in deferred vehicles. Annual incentive as a percentage of fixed pay varies with the profitability of the firm and the product team.

The following factors encompass our investment professional rewards program.

Base salary

Annual cash incentive

Long-Term Incentive Plan

Deferred cash for investment

BNY Mellon restricted stock units and/or

BNY Mellon Asset Management North America equity

Awards for selected senior portfolio managers are based on a two-stage model: an opportunity range based on the current level of business and an assessment of long-term business value. A significant portion of the opportunity awarded is structured and based upon the performance of the portfolio manager's accounts relative to the performance of appropriate peers, with longer-term performance more heavily weighted.

---

## **Table of Contents**

### ***Description of Material Conflicts of Interest***

It is the policy of the Sub-Adviser to make business decisions free from conflicting outside influences. The Sub-Adviser's objective is to recognize potential conflicts of interest and work to eliminate or control and disclose such conflicts as they are identified. The Sub-Adviser's business decisions are based on its duty to its clients, and not driven by any personal interest or gain. As an asset manager operating in a number of different jurisdictions with a diverse client base in a variety of strategies, conflicts of interest are inherent. Furthermore, as an indirect subsidiary of BNYM, potential conflicts may also arise between the Firm and other BNYM companies.

The Sub-Adviser will take steps to provide reasonable assurance that no client or group of clients is advantaged at the expense of any other client. As such, the Sub-Adviser has adopted a Code of Ethics (the Code) and compliance policy manual to address such conflicts. These potential and inherent conflicts include but are not limited to: the allocation of investment opportunities, side-by-side management, execution of portfolio transactions, brokerage conflicts, compensation conflicts, related party arrangements, personal interests, and other investment and operational conflicts of interest. Our compliance policies are designed to ensure that all client accounts are treated equitably over time. Additionally, the Sub-Adviser has structured compensation of investment personnel to reasonably safeguard client accounts from being adversely impacted by any potential or related conflicts.

All material conflicts of interest are presented in greater detail within Part 2A of our Form ADV.

***Performance Fees.*** The Portfolio Managers have entered into performance-based fee arrangements for certain client accounts and funds. Most of these arrangements provide for an asset-based management fee, based on the market value of the account at month end, quarter end or based on average market value, plus a performance fee based on the portfolio's net return in excess of a specified benchmark and/or hurdle rate during a designated period of time. The performance is based on both realized and unrealized gains and losses. Some performance fee calculations include a high water mark, which keeps track of the highest level of performance on which a performance fee has been paid and which must be exceeded in order for an additional performance fee to be assessed. For more detailed information on how performance fees are calculated, please see the applicable private placement memorandum or your investment management agreement.

***Side-by-Side Management.*** Side-by-side management refers to a Portfolio Manager's simultaneous management of multiple types of client accounts/investment products. For example, the Portfolio Managers manage separate accounts, managed accounts/wrap-fee programs, and pooled investment vehicles for clients at the same time. The Portfolio Managers' clients have a variety of investment objectives, policies, strategies, limitations, and restrictions. Side-by-side management gives rise to a variety of potential and actual conflicts of interest for the Portfolio Managers. Below is a discussion of the conflicts that the Portfolio Managers face when engaging in side-by-side management and how they deal with them. Note that certain of the Sub-Adviser's employees are also officers or employees of one or more the Sub-Adviser's affiliates (dual officers). These dual officers undertake investment management duties for the affiliates of which they are officers. When the Portfolio Managers concurrently manage client accounts/investment products, and in particular when dual officers or dual employees are involved, this presents the same conflicts as described below. Note that Portfolio Managers manage their accounts consistent with applicable laws, and they follow procedures that are reasonably designed to treat clients fairly and to prevent any client or group of clients from being systematically favored or disadvantaged.

***Conflicts of Interest Relating to Side-by-Side Management of Discretionary and Non-Discretionary Accounts.*** In limited circumstances, Portfolio Managers may provide to a third party for which they provide non-discretionary advisory services the same model portfolio used to manage certain of the Portfolio Managers' clients' accounts. In those cases where Portfolio Managers are implementing the model results for only a portion of the assets affected (for example, only the assets over which Portfolio Managers have discretionary management authority) and therefore, they cannot apply their internal trade allocation procedures, Portfolio Managers will (i) use reasonable efforts to agree on procedures with such non-discretionary clients designed to prevent one group of clients from receiving preferential trading treatment over another group, or (ii) determine that, due to the nature of the assets to be traded or the market on which they are traded, no client would likely be adversely affected if such procedures are not established.

***Conflicts of Interest Relating to Performance-Based Fees When Engaging in Side-by-Side Management.*** Portfolio Managers manage accounts that are charged a performance-based fee and other accounts that are charged a different type of fee, such as a flat asset-based fee. Portfolio Managers have a financial incentive to favor accounts with performance-based fees because they (and the

---

## **Table of Contents**

Sub-Adviser's employees and supervised persons) may have an opportunity to earn greater fees on such accounts as compared to client accounts without performance-based fees. Thus, Portfolio Managers have an incentive to direct their best investment ideas to client accounts that pay performance-based fees, and to allocate, aggregate, or sequence trades in favor of such accounts. Portfolio Managers also have an incentive to give accounts with performance-based fees better execution and better brokerage commissions.

***Conflicts of Interest Relating to Accounts with Different Strategies.*** Portfolio Managers manage numerous accounts with a variety of strategies, which may present conflicts of interest. For example, a long/short position in two client accounts simultaneously can result in a loss to one client based on a decision to take a gain in the other. Taking concurrent conflicting positions in certain derivative instruments can likewise cause a loss to one client and a gain to another. Portfolio Managers also may face conflicts of interest when they have uncovered option strategies and significant positions in illiquid securities in side-by-side accounts.

***Conflicts of Interest Relating to the Management of Multiple Client Accounts.*** Portfolio Managers perform investment advisory services for various clients. Portfolio Managers may give advice and take action in the performance of their duties with respect to any of their other clients which may differ from the advice given, or the timing or nature of action taken, with respect another client. Portfolio Managers have no obligation to purchase or sell for a client any security or other property which they purchase or sell for their own account or for the account of any other client, if they believe it is undesirable or impractical to take such action. Portfolio Managers may give advice or take action in the performance of their duties with respect to any of their clients which may differ from the advice given, or the timing or nature of action taken, by their affiliates on behalf of their clients.

***Conflicts of Interest Relating to Investment in Affiliated Accounts.*** To the extent permissible under applicable law, the Portfolio Managers may decide to invest some or all of their temporary investments in money market or similar accounts advised or managed by a BNY Mellon affiliate. In addition, the Portfolio Managers may invest client accounts in affiliated pooled vehicles. The Portfolio Managers have an incentive to allocate investments to these types of affiliated accounts in order to generate additional fees for themselves or their affiliates. In certain instances, Portfolio Managers may enter into revenue sharing arrangements with affiliates where they may receive a portion of the fee, or bill the full fee to the client and reimburse the affiliate. Portfolio Managers may also enter into wholesale arrangements with affiliates where they receive only a portion of the client fee. For certain accounts with affiliates, some of the fees, such as custody fees, may be waived or rebated.

***Conflicts of Interest Relating to the Discretion to Redeem from and Invest in Pooled Investment Vehicles.*** The Portfolio Manager's clients may give them discretion to allocate client assets to, and/or redeem client assets from, certain pooled investment vehicles they manage or sub-advise. Sometimes, such discretionary authority is restricted by asset allocation parameters which may limit the Portfolio Manager's discretion to allocate to a percentage range of the value of a client's account. When a client grants Portfolio Managers that discretion, a conflict could arise with respect to such client, and also with respect to other investors in such pooled investment vehicle. The Portfolio Managers may, for example, have an incentive to maintain a larger percentage of a client's assets in a fund in order for such assets to act as seed capital, to increase the fund's assets under management and thus, to make investment by other investors more attractive, or to maintain the continuity of a performance record if the client is the sole remaining investor. Likewise, as the manager or sub-adviser, they will have information that investors will not have about the investments held by a fund and about other investors' intentions to invest or redeem. Such information could potentially be used to favor one investor over another.

***Conflicts of Interest Relating to Proprietary Accounts.*** The Portfolio Managers, and the Sub-Adviser's existing and future employees may from time to time invest in products managed by the Sub-Adviser and they or related persons may establish seeded funds or accounts for the purpose of developing new investment strategies and products (collectively, Proprietary Accounts). Investment by the Sub-Adviser, or its employees in Proprietary Accounts that invest in the same securities as other client accounts may create conflicts of interest. Portfolio Managers have an incentive to favor these Proprietary Accounts by directing their best investment ideas to these accounts or allocating, aggregating, or sequencing trades in favor of such accounts, to the disadvantage of other accounts. Portfolio Managers also have an incentive to dedicate more time and attention to their Proprietary Accounts and to give them better execution and brokerage commissions than their other client accounts. The Portfolio Managers also may waive fees for Proprietary Accounts or for certain affiliated persons who invest in such Proprietary Accounts.

***Valuations.*** A majority of the Sub-Adviser's fees are based on the valuations provided by clients' custodians or pooled accounts administrators. However, a conflict of interest may arise in overseeing the valuation of investments in the limited situations where the Sub-Adviser is involved in the determination of the valuation of an investment. In such circumstances, the Sub-Adviser requires, to the extent possible, pricing from an independent third party pricing vendor. If vendor pricing is unavailable, the Sub-Adviser then looks to other observable inputs for the valuations. In the event that a vendor price or other observable inputs are unavailable or deemed unreliable, the Sub-Adviser has established a Securities Pricing Committee to make a reasonable determination of a security's fair value.

***Other Conflicts of Interest.*** As noted previously, Portfolio Managers manage numerous accounts with a variety of interests. This necessarily creates potential conflicts of interest for the Portfolio Managers. For example, Portfolio Managers may cause multiple accounts to invest in the same investment. Such accounts may have conflicting interests and objectives in connection with such investment, including differing views on

## Edgar Filing: WisdomTree Trust - Form 485BPOS

the operations or activities of the portfolio company, the targeted returns for the transaction, and the timeframe for and method of exiting the investment. Conflicts may also arise in cases where multiple Sub-Adviser and/or affiliate client accounts are invested in different parts of an issuer's capital structure. For example, one of the Portfolio Manager's client accounts could acquire debt obligations of a company while an affiliate's client account acquires an equity investment. In

---

## Table of Contents

negotiating the terms and conditions of any such investments, Portfolio Managers may find that the interests of the debt-holding client accounts and the equity-holding client accounts may conflict. If that issuer encounters financial problems, decisions over the terms of the workout could raise conflicts of interest (including, for example, conflicts over proposed waivers and amendments to debt covenants). For example, debt holding accounts may be better served by a liquidation of an issuer in which it could be paid in full, while equity holding accounts might prefer a reorganization of the issuer that would have the potential to retain value for the equity holders. As another example, holders of an issuer's senior securities may be able to act to direct cash flows away from junior security holders, and both the junior and senior security holders may be Sub-Adviser client accounts. Any of the foregoing conflicts of interest will be discussed and resolved on a case-by-case basis. Any such discussions will factor in the interests of the relevant parties and applicable laws.

**Addressing Conflicts of Interest.** Portfolio Managers have a fiduciary duty to manage all client accounts in a fair and equitable manner. To accomplish this, the Sub-Adviser has adopted various policies and procedures (including, but not limited to, policies relating to trading operations, best execution, trade order aggregation and allocation, short sales, cross-trading, code of conduct, personal securities trading, and purchases of securities from affiliated underwriters). These procedures are intended to help employees identify and mitigate potential side-by-side conflicts of interest such as those described above. The Sub-Adviser has also developed a conflicts matrix listing potential side-by-side conflicts, the compliance policies and procedures reasonably designed to mitigate such potential conflicts of interest and the corresponding compliance testing program established with the goal of confirming the Sub-Adviser's adherence to such policies and procedures.

**Codes of Ethics.** The Trust, the Advisers and the Distributor have each adopted a Code of Ethics pursuant to Rule 17j-1 under the 1940 Act and Rule 204A-1 under the Advisers Act, where applicable. Each Code of Ethics permits personnel subject to that Code of Ethics to invest in securities for their personal investment accounts, subject to certain limitations, including securities that may be purchased or held by the Funds. Each Code of Ethics is on public file with, and is available from, the SEC.

**Administrator, Custodian, Transfer Agent and Securities Lending Agent.** State Street Bank and Trust Company (State Street) serves as administrator, custodian, transfer agent and securities lending agent for the Funds. State Street's principal address is One Lincoln Street, Boston, Massachusetts 02110. Under the Fund Administration Agreement with the Trust, State Street provides certain administrative, legal, tax, and financial reporting services for the maintenance and operations of the Trust and each Fund. Under the Master Custodian Agreement with the Trust, State Street acts as custodian of assets of the Trust, including securities which the Trust, on behalf of each Fund, desires to be held in places within the United States and securities it desires to be held outside the United States, and provides accounting and other services. State Street is required, upon the order of the Trust, to deliver securities held by State Street and to make payments for securities purchased by the Trust and for each Fund. Also, under the Master Custodian Agreement, State Street 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, State Street acts as transfer agent for the authorized and issued shares of beneficial interest for the Funds, and as dividend disbursing agent of the Trust. State Street also provides services, as applicable, for any wholly-owned subsidiary of a WisdomTree Fund. As compensation for the foregoing services, State Street receives certain out-of-pocket costs, transaction fees and asset-based fees which are accrued daily and paid monthly. State Street also serves as the Funds' securities lending agent. As compensation for providing such services, State Street receives a portion of the income earned by the Funds in connection with the lending program. With respect to the foregoing agreements, the Trust has agreed to limitation of liability for State Street and/or to indemnify State Street for certain liabilities.

**Securities Lending Activities.** State Street serves as securities lending agent to the Trust. As securities lending agent, State Street is responsible for the implementation and administration of the securities lending program pursuant to the Securities Lending Authorization Agreement (Securities Lending Agreement). State Street acts as agent to the Trust to lend available securities with any person on its list of approved borrowers, including State Street Bank and Trust Company and any affiliate thereof. State Street determines whether a loan shall be made and negotiates and establishes the terms and conditions of the loan with the borrower. State Street ensures that all substitute interest, dividends, and other distributions paid with respect to loan securities is credited to the applicable Fund's relevant account on the date such amounts are delivered by the borrower to State Street. State Street receives and holds, on the Fund's behalf, collateral from borrowers to secure obligations of borrowers with respect to any loan of available securities. State Street marks loaned securities and collateral to their market value each business day based upon the market value of the collateral and loaned securities at the close of business employing the most recently available pricing information and receives and delivers collateral in order to maintain the value of the collateral at no less than 100% of the market value of the loaned securities. At the termination of the loan, State Street returns the collateral to the borrower upon the return of the loaned securities to State Street. State Street invests cash collateral in accordance with the Securities Lending Agreement. State Street maintains such records as are reasonably necessary to account for loans that are made and the income derived therefrom and makes available to the Funds a monthly statement describing the loans made, and the income derived from the loans, during the period. State Street performs compliance monitoring and testing of the securities lending program and, on a monthly basis, State Street will make available to the Trust's Board of Trustees a statement describing the outstanding loans and income made on such loans during the period.

The dollar amounts of gross and net income from securities lending activities received and the related fees and/or compensation paid by each applicable Fund during the most recent fiscal year were as follows:



**Table of Contents**

Fund Name	Fees and/or compensation for securities lending activities and related services								
	Gross income from securities lending activities	Fees paid to securities lending agent from a revenue split	Fees paid for any cash collateral management service (including fees deducted from a pooled cash collateral reinvestment vehicle) that are not included in the revenue split	Administrative fees not included in revenue split	Indemnification fee not included in revenue split	Borrower Rebates	Other fees not included in revenue split (specify)	Aggregate fees/compensation for securities lending activities	Net income from securities lending activities
WisdomTree U.S. Dividend ex-Financials Fund	\$ 159,929	29,455	N/A	N/A	N/A	42,121	N/A	\$ 71,576	\$ 88,353
WisdomTree U.S. Earnings 500 Fund	\$ 7,726	1,674	N/A	N/A	N/A	1,032	N/A	\$ 2,706	\$ 5,020
WisdomTree U.S. High Dividend Fund	\$ 184,821	40,611	N/A	N/A	N/A	22,382	N/A	\$ 62,993	\$ 121,828
WisdomTree U.S. LargeCap Dividend Fund	\$ 58,187	13,557	N/A	N/A	N/A	3,932	N/A	\$ 17,489	\$ 40,698
WisdomTree U.S. MidCap Dividend Fund	\$ 1,642,864	366,386	N/A	N/A	N/A	176,834	N/A	\$ 543,220	\$ 1,099,644
WisdomTree U.S. MidCap Earnings Fund	\$ 798,790	181,419	N/A	N/A	N/A	73,303	N/A	\$ 254,722	\$ 544,068
WisdomTree U.S. Multifactor Fund <sup>^</sup>	\$ 670	159	N/A	N/A	N/A	34	N/A	\$ 193	\$ 477
WisdomTree U.S. Quality Dividend Growth Fund	\$ 84,259	18,154	N/A	N/A	N/A	11,679	N/A	\$ 29,833	\$ 54,426
WisdomTree U.S. Quality Shareholder Yield Fund	\$ 12,139	2,656	N/A	N/A	N/A	1,523	N/A	\$ 4,179	\$ 7,960
WisdomTree U.S. SmallCap Dividend Fund	\$ 3,633,450	830,840	N/A	N/A	N/A	308,205	N/A	\$ 1,139,045	\$ 2,494,405
WisdomTree U.S. SmallCap Earnings Fund	\$ 1,323,549	312,906	N/A	N/A	N/A	72,133	N/A	\$ 385,039	\$ 938,510
WisdomTree U.S. SmallCap Quality Dividend Growth Fund	\$ 166,398	37,621	N/A	N/A	N/A	15,956	N/A	\$ 53,577	\$ 112,821
WisdomTree U.S. Total Dividend Fund	\$ 67,633	15,286	N/A	N/A	N/A	6,528	N/A	\$ 21,814	\$ 45,819
WisdomTree U.S. Total Earnings Fund	\$ 12,847	2,983	N/A	N/A	N/A	961	N/A	\$ 3,944	\$ 8,903
WisdomTree Asia Pacific ex-Japan Fund	\$ 3,823	910	N/A	N/A	N/A	187	N/A	\$ 1,097	\$ 2,726
	\$ 159,750	38,959	N/A	N/A	N/A	3,964	N/A	\$ 42,923	\$ 116,827



Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree China  
ex-State-Owned  
Enterprises Fund  
WisdomTree  
Emerging Markets  
Consumer Growth  
Fund

<b>\$ 31,883</b>	7,319	N/A	N/A	N/A	2,777	N/A	<b>\$ 10,096</b>	<b>\$ 21,787</b>
------------------	-------	-----	-----	-----	-------	-----	------------------	------------------

**Table of Contents**

Fund Name	Fees and/or compensation for securities lending activities and related services								
	Gross income from securities lending activities	Fees paid to securities lending agent from a revenue split	Fees paid for any cash collateral management service (including fees deducted from a pooled cash collateral reinvestment vehicle) that are not included in the revenue split	Administrative fees not included in revenue split	Indemnification fee not included in revenue split	Borrower Rebates	Other fees not included in revenue split (specify)	Aggregate fees/compensation for securities lending activities	Net income from securities lending activities
WisdomTree Emerging Markets ex-State-Owned Enterprises Fund	\$ 7,144	1,751	N/A	N/A	N/A	153	N/A	\$ 1,904	\$ 5,240
WisdomTree Emerging Markets High Dividend Fund	\$ 1,679,584	409,020	N/A	N/A	N/A	170,321	N/A	\$ 579,341	\$ 1,100,243
WisdomTree Emerging Markets Quality Dividend Growth Fund	\$ 28,684	6,593	N/A	N/A	N/A	2,330	N/A	\$ 8,923	\$ 19,761
WisdomTree Emerging Markets SmallCap Dividend Fund	\$ 4,009,127	1,067,857	N/A	N/A	N/A	60,396	N/A	\$ 1,128,253	\$ 2,880,874
WisdomTree Global ex-U.S. Quality Dividend Growth Fund	\$ 26,074	5,610	N/A	N/A	N/A	3,651	N/A	\$ 9,261	\$ 16,813
WisdomTree Global ex-U.S. Real Estate Fund	\$ 53,139	12,033	N/A	N/A	N/A	5,320	N/A	\$ 17,353	\$ 35,786
WisdomTree Global High Dividend Fund	\$ 44,111	9,917	N/A	N/A	N/A	4,398	N/A	\$ 14,315	\$ 29,796
WisdomTree India Earnings Fund	\$		N/A	N/A	N/A		N/A	\$	\$
WisdomTree Middle East Dividend Fund	\$		N/A	N/A	N/A		N/A	\$	\$
WisdomTree Australia Dividend Fund	\$ 83,332	19,379	N/A	N/A	N/A	5,835	N/A	\$ 25,214	\$ 58,118
WisdomTree Europe Hedged Equity Fund	\$ 5,976,547	1,242,142	N/A	N/A	N/A	941,770	N/A	\$ 2,183,912	\$ 3,792,635
WisdomTree Europe Hedged SmallCap Equity Fund	\$ 199,358	47,983	N/A	N/A	N/A	7,311	N/A	\$ 55,294	\$ 144,064
	\$ 19,035	4,329	N/A	N/A	N/A	1,732	N/A	\$ 6,061	\$ 12,974

Edgar Filing: WisdomTree Trust - Form 485BPOS

WisdomTree Europe Quality Dividend Growth Fund										
WisdomTree Europe SmallCap Dividend Fund	\$ 2,888,260	697,372	N/A	N/A	N/A	101,980	N/A	\$ 799,352	\$ 2,088,908	
WisdomTree Germany Hedged Equity Fund	\$ 35,224	8,065	N/A	N/A	N/A	2,976	N/A	\$ 11,041	\$ 24,183	
WisdomTree International Dividend ex-Financials Fund	\$ 249,912	58,668	N/A	N/A	N/A	11,367	N/A	\$ 70,035	\$ 179,877	
WisdomTree International Equity Fund	\$ 642,347	145,618	N/A	N/A	N/A	61,086	N/A	\$ 206,704	\$ 435,643	
WisdomTree International Hedged Quality Dividend Growth Fund	\$ 228,564	51,404	N/A	N/A	N/A	23,109	N/A	\$ 74,513	\$ 154,051	
WisdomTree International High Dividend Fund	\$ 294,243	68,332	N/A	N/A	N/A	21,580	N/A	\$ 89,912	\$ 204,331	
WisdomTree International LargeCap Dividend Fund	\$ 268,431	61,232	N/A	N/A	N/A	24,667	N/A	\$ 85,899	\$ 182,532	

**Table of Contents**

Fund Name	Fees and/or compensation for securities lending activities and related services								
	Gross income from securities lending activities	Fees paid to securities lending agent from a revenue split	Fees paid for any cash collateral management service (including fees deducted from a pooled cash collateral reinvestment vehicle) that are not included in the revenue split	Administrative fees not included in the revenue split	Indemnification fee not included in the revenue split	Borrower Rebates	Other fees not included in revenue split (specify)	Aggregate fees/compensation for securities lending activities	Net income from securities lending activities
WisdomTree International MidCap Dividend Fund	\$ 125,002	26,543	N/A	N/A	N/A	16,786	N/A	\$ 43,329	\$ 81,673
WisdomTree International Quality Dividend Growth Fund	\$ 7,133	1,533	N/A	N/A	N/A	1,018	N/A	\$ 2,551	\$ 4,582
WisdomTree International SmallCap Dividend Fund	\$ 3,300,417	784,067	N/A	N/A	N/A	167,148	N/A	\$ 951,215	\$ 2,349,202
WisdomTree Japan Hedged Equity Fund	\$ 1,296,207	254,601	N/A	N/A	N/A	264,849	N/A	\$ 519,450	\$ 776,757
WisdomTree Japan Hedged Financials Fund	\$ 5,108	894	N/A	N/A	N/A	1,553	N/A	\$ 2,447	\$ 2,661
WisdomTree Japan Hedged Quality Dividend Growth Fund	\$ 2,179	468	N/A	N/A	N/A	333	N/A	\$ 801	\$ 1,378
WisdomTree Japan Hedged SmallCap Equity Fund	\$ 206,498	46,001	N/A	N/A	N/A	22,751	N/A	\$ 68,752	\$ 137,746
WisdomTree Japan SmallCap Dividend Fund	\$ 679,085	150,933	N/A	N/A	N/A	75,986	N/A	\$ 226,919	\$ 452,166

^For the period June 29, 2017 (commencement of operations) through March 31, 2018.

**Distributor.** Foreside Fund Services, LLC serves as Distributor for the Trust and its principal address is Three Canal Plaza, Suite 100, Portland, Maine 04101. 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 Unit 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 Financial Industry Regulatory Authority ( FINRA ). The Distributor is not affiliated with WisdomTree Investments, WisdomTree Asset Management, or 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

## Edgar Filing: WisdomTree Trust - Form 485BPOS

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).

**Intermediary Compensation.** WisdomTree Asset Management or its affiliates, out of their own resources and not out of Fund assets (*i.e.*, without additional cost to a Fund or its shareholders), may pay certain broker-dealers, banks and other financial intermediaries ( Intermediaries ) for certain activities related to the Funds, including participation in activities that are designed to make Intermediaries more knowledgeable about exchange traded products, including the Funds, for other activities, such as marketing and educational training or support, or for data or platform access. In addition, WisdomTree Asset Management has entered into one or more agreements with various platforms, including E\*Trade, Schwab, TD Financial and Cetera, whereby such platforms have generally agreed not to charge its customers certain fees or commissions (*e.g.*, brokerage commissions) for the purchase of shares of applicable Funds made through such platforms and WisdomTree Asset Management has agreed to pay such platforms in relation thereto, including for certain additional services. WisdomTree Asset Management expects to enter into additional arrangements, including with platforms to make model portfolios of WisdomTree ETFs available. These arrangements are not financed by the Funds, and, thus, do not result in increased Fund expenses. They are not reflected in the

**Table of Contents**

fees and expenses listed in the fees and expenses sections of the Funds Prospectuses and they do not change the price paid by investors for the purchase of the Funds shares or the amount received by a shareholder as proceeds from the redemption of Fund shares.

Such compensation may be paid to Intermediaries that provide services to the Funds, including marketing and education support (such as through conferences, webinars and printed communications). WisdomTree Asset Management periodically assesses the advisability of continuing to make these payments. Payments to an Intermediary may be significant to the Intermediary, and amounts that Intermediaries pay to your adviser, broker or other investment professional, if any, may also be significant to such adviser, broker or investment professional. Because an Intermediary may make decisions about what investment options it will make available or recommend, and what services to provide in connection with various products, based on payments it receives or is eligible to receive, such payments create conflicts of interest between the Intermediary and its clients. For example, these financial incentives may cause the Intermediary to recommend the Fund over other investments. The same conflict of interest exists with respect to your financial adviser, broker or investment professionals if he or she receives similar payments from his or her Intermediary firm.

Intermediary information is current only as of the date of this SAI. Please contact your adviser, broker or other investment professional for more information regarding any payments his or her Intermediary firm may receive. Any payments made by WisdomTree Asset Management or its affiliates to an Intermediary may create the incentive for an Intermediary to encourage customers to buy shares of WisdomTree Funds.

If you have any additional questions, please call 1-866-909-9473.

**BROKERAGE TRANSACTIONS**

The Sub-Adviser assumes general supervision over placing orders on behalf of each Fund that it sub-advises 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 or foreign 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. To the extent creation or redemption transactions are conducted on a cash or cash in lieu basis, a Fund may contemporaneously transact with broker-dealers for the purchase or sale of portfolio securities in connection with such transactions (see Creation and Redemption of Creation Unit Aggregations herein). Such orders may be placed with an Authorized Participant in its capacity as broker-dealer or with an affiliated broker-dealer of such Authorized Participant.

**Brokerage Commissions**

The table below sets forth the brokerage commissions paid by each Fund for the fiscal years ended March 31, 2016, 2017, and 2018.

Name	Commissions Paid	Commissions Paid	Commissions Paid
	for Fiscal Year Ended for March 31, 2016	for Fiscal Year Ended for March 31, 2017	for Fiscal Year Ended for March 31, 2018
U.S. Total Dividend Fund	\$ 13,451	\$ 11,884	\$ 8,700
U.S. LargeCap Dividend Fund	32,949	33,081	17,865
U.S. MidCap Dividend Fund	127,809	153,778	149,218
U.S. SmallCap Dividend Fund	162,547	261,817	214,898
U.S. High Dividend Fund	41,634	47,726	27,614
U.S. Dividend ex-Financials Fund	57,573	57,094	33,309
U.S. Quality Dividend Growth Fund	31,711	26,039	51,653
U.S. SmallCap Quality Dividend Growth Fund	4,790	8,561	10,596
U.S. Total Earnings Fund	2,435	1,890	1,329
U.S. Earnings 500 Fund	5,284	2,909	2,085

## Edgar Filing: WisdomTree Trust - Form 485BPOS

U.S. MidCap Earnings Fund	81,139	66,851	85,776
U.S. SmallCap Earnings Fund	112,151	78,191	81,911
U.S. Quality Shareholder Yield Fund	5,101	18,344	2,400
U.S. Multifactor Fund <sup>1</sup>	N/A	N/A	469
International Equity Fund	40,054	64,681	167,161

**Table of Contents**

Name	Commissions Paid for Fiscal Year Ended March 31, 2016	Commissions Paid for Fiscal Year Ended March 31, 2017	Commissions Paid for Fiscal Year Ended March 31, 2018
International High Dividend Fund	25,392	56,624	94,040
International LargeCap Dividend Fund	19,832	37,742	65,008
International MidCap Dividend Fund	11,633	29,863	44,556
International SmallCap Dividend Fund	216,306	363,560	522,298
International Dividend ex-Financials Fund	32,828	50,145	82,562
Europe Quality Dividend Growth Fund	2,354	3,145	6,006
Europe SmallCap Dividend Fund	229,440	319,404	426,432
Japan SmallCap Dividend Fund	45,693	121,377	95,272
Australia Dividend Fund	6,195	7,413	13,250
Japan Hedged Equity Fund	1,921,706	2,007,024	1,240,028
Japan Hedged Quality Dividend Growth Fund	3,029	2,703	2,879
Japan Hedged SmallCap Equity Fund	31,686	25,331	29,873
Japan Hedged Financials Fund	2,082	1,947	4,648
Global ex-U.S. Real Estate Fund	31,925	17,070	15,683
Europe Hedged Equity Fund	2,613,236	2,262,409	1,968,519
Europe Hedged SmallCap Equity Fund	42,832	71,502	46,283
Germany Hedged Equity Fund	54,144	33,688	27,064
International Hedged Quality Dividend Growth Fund	106,508	192,286	200,035
Global High Dividend Fund	49,636	10,863	9,387
Global ex-U.S. Quality Dividend Growth Fund	43,783	51,063	36,740
Asia Pacific ex-Japan Fund	11,712	17,336	13,277
Emerging Markets High Dividend Fund	929,882	931,707	1,154,842
Emerging Markets SmallCap Dividend Fund	748,446	659,208	1,084,671
Emerging Markets Consumer Growth Fund	8,093	22,643	40,556
Emerging Markets Quality Dividend Growth Fund	24,136	30,093	65,287
Emerging Markets ex-State-Owned Enterprises Fund	4,400	425	59,468
India Earnings Fund	1,298,100	715,916	512,374
Middle East Dividend Fund	39,805	35,481	47,271
China ex-State-Owned Enterprises Fund	23,914	1,495	51,727
International Quality Dividend Growth Fund <sup>2</sup>	N/A	1,033	5,194

<sup>1</sup> The Fund commenced operations after the fiscal year ended March 31, 2017 and, therefore, did not pay any brokerage commissions for the fiscal year ended March 31, 2017.

<sup>2</sup> The Fund commenced operations after the fiscal year ended March 31, 2016 and, therefore, did not pay any brokerage commissions for the fiscal year ended March 31, 2016.

The higher brokerage commissions paid during the fiscal year ended March 31, (i) 2016 U.S. SmallCap Earnings Fund, Germany Hedged Equity Fund, Global High Dividend Fund, China ex-State-Owned Enterprises Fund, (ii) 2017 for the U.S. SmallCap Dividend Fund, U.S. Quality Shareholder Yield Fund, Japan SmallCap Dividend Fund, Europe Hedged SmallCap Equity Fund, and International Hedged Quality Dividend Growth Fund, and (iii) 2018 for the International Equity Fund, International High Dividend Fund, International LargeCap Dividend Fund, International SmallCap Dividend Fund, Europe SmallCap Dividend Fund, Emerging Markets SmallCap Dividend Fund, Emerging Markets ex-State-Owned Enterprises Fund, and China ex-State-Owned Enterprises Fund were caused primarily by an increase in each Fund's assets and the related increase in brokerage activity along with Fund rebalancing activities.

**Affiliated Brokers**

During the fiscal year ended March 31, 2018, the Funds did not pay any commissions to any affiliated brokers.

**Regular Broker-Dealers**

The following table lists each Fund's acquisitions of securities of its regular brokers or dealers (as defined in the 1940 Act) or of their parents during the fiscal year ended March 31, 2018, 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, 2018.



**Table of Contents**

<b>Name of Fund</b>	<b>Name of Broker or Dealer</b>	<b>Aggregate Value of Holdings as of March 31, 2018</b>
U.S. Total Dividend Fund	JPMorgan Chase & Co.	\$ 10,091,507
	Merrill Lynch & Co., Inc.	6,390,539
	Citigroup, Inc.	3,690,157
	Morgan Stanley	2,251,751
	Goldman Sachs Group, Inc. (The)	1,420,994
	BB&T Corp.	1,310,784
	MarketAxess Holdings, Inc.	33,268
U.S. High Dividend Fund	BB&T Corp.	4,513,898
U.S. Dividend ex-Financials Fund	None	
U.S. LargeCap Dividend Fund	JPMorgan Chase & Co.	39,825,855
	Merrill Lynch & Co., Inc.	25,531,837
	Citigroup, Inc.	14,949,158
	Morgan Stanley	9,001,230
	Goldman Sachs Group, Inc. (The)	5,510,445
	BB&T Corp.	5,289,502
U.S. MidCap Dividend Fund	MarketAxess Holdings, Inc.	1,594,705
U.S. SmallCap Dividend Fund	None	
U.S. Quality Dividend Growth Fund	Morgan Stanley	20,688,426
	MarketAxess Holdings, Inc.	586,218
U.S. SmallCap Quality Dividend Growth Fund	None	
U.S. Total Earnings Fund	JPMorgan Chase & Co.	1,545,298
	Merrill Lynch & Co., Inc.	1,216,095
	Citigroup, Inc.	771,728
	Goldman Sachs Group, Inc. (The)	487,349
	Morgan Stanley	415,438
	BB&T Corp.	139,779
	MarketAxess Holdings, Inc.	6,523
U.S. Earnings 500 Fund	JPMorgan Chase & Co.	4,631,716
	Merrill Lynch & Co., Inc.	3,649,453
	Citigroup, Inc.	2,332,597
	Goldman Sachs Group, Inc. (The)	1,470,862
	Morgan Stanley	1,246,854
	BB&T Corp.	418,506
	MarketAxess Holdings, Inc.	1,363,349
U.S. MidCap Earnings Fund	None	
U.S. SmallCap Earnings Fund	None	
U.S. Quality Shareholder Yield Fund	BB&T Corp.	256,817
	Merrill Lynch & Co., Inc.	206,211
	Goldman Sachs Group, Inc. (The)	251,608
	Citigroup, Inc.	184,748
U.S. Multifactor Fund	None	
International Equity Fund	HSBC Securities, Inc.	14,525,650
	Societe Generale S.A.	2,893,593
	Credit Suisse Group AG	2,554,042
	Deutsche Bank A.G.	522,655
International High Dividend Fund	HSBC Securities, Inc.	6,614,610
	Societe Generale S.A.	1,299,697
	Credit Suisse Group AG	1,204,844
International LargeCap Dividend Fund	HSBC Securities, Inc.	9,530,539
	Societe Generale S.A.	1,820,912
	Credit Suisse Group AG	1,547,721
	Deutsche Bank A.G.	338,426
International MidCap Dividend Fund	None	
International SmallCap Dividend Fund	None	
International Dividend ex-Financials Fund	None	
Europe Quality Dividend Growth Fund	None	
Europe SmallCap Dividend Fund	None	

Edgar Filing: WisdomTree Trust - Form 485BPOS

Australia Dividend Fund	None
Japan SmallCap Dividend Fund	None
Japan Hedged Equity Fund	None

**Table of Contents**

<b>Name of Fund</b>	<b>Name of Broker or Dealer</b>	<b>Aggregate Value of Holdings as of March 31, 2018</b>
Japan Hedged SmallCap Equity Fund	None	
Europe Hedged Equity Fund	None	
Europe Hedged SmallCap Equity Fund	None	
Germany Hedged Equity Fund	Deutsche Bank A.G.	828,305
Japan Hedged Financials Fund	None	
International Hedged Quality Dividend Growth Fund	None	
Global High Dividend Fund	HSBC Securities, Inc.	819,536
	Societe Generale S.A.	167,927
	BB&T Corp.	152,685
	Credit Suisse Group AG	136,323
Global ex-U.S. Quality Dividend Growth Fund	None	
Asia Pacific ex-Japan Fund	None	
Global ex-U.S. Real Estate Fund	None	
China ex-State-Owned Enterprises Fund	None	
Emerging Markets Quality Dividend Growth Fund	None	
Emerging Markets High Dividend Fund	None	
Emerging Markets SmallCap Dividend Fund	None	
Emerging Markets Consumer Growth Fund	None	
Middle East Dividend Fund	None	
India Earnings Fund	None	
Emerging Markets ex-State-Owned Enterprises Fund	None	
Japan Hedged Quality Dividend Growth Fund	None	
International Quality Dividend Growth Fund	None	

**Portfolio Turnover**

Portfolio turnover rates for each Fund are disclosed in each Fund's Prospectus. 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 and may result in a substantial amount of distributions from a Fund to be taxed as ordinary income which may limit the tax efficiency of such Fund. The overall reasonableness of brokerage commissions is evaluated by each Sub-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 for the fiscal years or fiscal year ended March 31, 2017 and 2018.

<b>Name</b>	<b>Portfolio Turnover Rate for Fiscal Year Ended March 31, 2017</b>	<b>Portfolio Turnover Rate for Fiscal Year Ended March 31, 2018</b>
U.S. Total Dividend Fund	12%	11%
U.S. LargeCap Dividend Fund	11	10
U.S. MidCap Dividend Fund	33	27
U.S. SmallCap Dividend Fund	44	36
U.S. High Dividend Fund	23	17
U.S. Dividend ex-Financials Fund	33	34
U.S. Quality Dividend Growth Fund	29	29
U.S. SmallCap Quality Dividend Growth Fund	56	51
U.S. Total Earnings Fund	19	22
U.S. Earnings 500 Fund	19	17
U.S. MidCap Earnings Fund	42	45
U.S. SmallCap Earnings Fund	51	48
U.S. Quality Shareholder Yield Fund	106	82
U.S. Multifactor Fund <sup>1</sup>	N/A	143
Global High Dividend Fund	21	21
Global ex-U.S. Quality Dividend Growth Fund	66	67

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Global ex-U.S. Real Estate Fund	19	23
Asia Pacific ex-Japan Fund	27	26
Emerging Markets High Dividend Fund	41	41
Emerging Markets SmallCap Dividend Fund	47	48
Emerging Markets Consumer Growth Fund	72	63
Emerging Markets Quality Dividend Growth Fund	49	62
India Earnings Fund	30	22
Middle East Dividend Fund	29	46

**Table of Contents**

Name	Portfolio Turnover Rate for Fiscal Year Ended March 31, 2017	Portfolio Turnover Rate for Fiscal Year Ended March 31, 2018
China ex-State-Owned Enterprises Fund	37	20
International Equity Fund	14	19
International High Dividend Fund	29	26
International LargeCap Dividend Fund	15	16
International MidCap Dividend Fund	31	23
International SmallCap Dividend Fund	38	28
International Dividend ex-Financials Fund	30	35
Europe Quality Dividend Growth Fund	35	18
Europe SmallCap Dividend Fund	45	33
Japan SmallCap Dividend Fund	33	18
Australia Dividend Fund	30	28
Japan Hedged Equity Fund	37	18
Japan Hedged SmallCap Equity Fund	48	30
Europe Hedged Equity Fund	24	20
Germany Hedged Equity Fund	28	20
Japan Hedged Financials Fund	20	30
International Hedged Quality Dividend Growth Fund	53	42
Emerging Markets ex-State-Owned Enterprises Fund	15	68
Europe Hedged SmallCap Equity Fund	41	37
Japan Hedged Quality Dividend Growth Fund	37	30
International Quality Dividend Growth Fund	38	39

<sup>1</sup> The U.S. Multifactor Fund commenced operations on June 29, 2017 and, therefore, did not have a portfolio turnover rate for the fiscal year ended March 31, 2017.

**ADDITIONAL INFORMATION CONCERNING THE TRUST**

**Shares.** The Trust was established as a Delaware statutory trust on December 15, 2005, and consists of multiple series or funds. Each Fund issues shares of beneficial interest, with \$0.001 par value. The Board may establish additional funds. The Trust is registered with the SEC as an open-end management investment 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 within the Trust vote together as a single class except that if the matter being voted on affects only a particular fund or 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 non-cumulative 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 accurately predict the length of time for which one or more shareholders may remain a control person or persons of the Fund.

Shareholders may make inquiries by writing to the Trust, c/o Foreside Fund Services, LLC, Three Canal Plaza, Suite 100, Portland, Maine 04101.

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)

## Edgar Filing: WisdomTree Trust - Form 485BPOS

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 the 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

---

## **Table of Contents**

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 circumstances, the Trust may make redemptions in-kind, for cash, or for a combination of cash and securities.

***Role of the Depository Trust Company ( 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 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 which (and/or their representatives) own DTC. More specifically, DTC is owned by a number of DTC Participants and by the NYSE and FINRA. 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 ).

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 Depository 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 and 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. The foregoing processes may be conducted by the Trust via a third party.

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 immediately credit 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 its service with respect to shares of the Trust at any time by giving reasonable notice to the Trust and discharging its 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 AND 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, of an order in proper form.

***Fund Deposit.*** The consideration for purchase of Creation Unit Aggregations of a Fund generally consists of the in-kind deposit of a portfolio of equity securities (the Deposit Securities ) and/or an amount of cash denominated in U.S. dollars (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

## Edgar Filing: WisdomTree Trust - Form 485BPOS

subsequent investment amount for a Creation Unit Aggregation of any Fund.

The Fund or Advisers may permit or require the submission of a basket of equity securities, non-U.S. currency or cash denominated in U.S. dollars that differs from the composition of the published basket(s). The Fund or Advisers may permit or require the consideration for Creation Unit Aggregations to consist solely of cash. The Fund or Advisers reserve the right to permit or require the substitution of an amount of cash denominated in U.S. dollars or non-U.S. currency (*i.e.*, a "cash in lieu" amount) to be added, at its discretion, to the Cash Component to replace any Deposit Security. For example, cash may be substituted 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 or Advisers reserve 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 prohibited or restricted under applicable securities laws, or in certain other situations at the sole discretion of the Trust.



## **Table of Contents**

The portion of the Cash Component that does not serve to replace a Deposit Security is sometimes also referred to as the Balancing Amount. The Balancing Amount is an amount equal to the difference between the NAV of the shares (per Creation Unit Aggregation) and the value of Deposit Securities. If the Balancing Amount is a positive number, the Authorized Participant will deliver the Balancing Amount. If the Balancing Amount is a negative number, the Authorized Participant will receive the Balancing Amount. The Balancing Amount does not include any stamp duty tax or other similar fees and expenses payable upon transfer of beneficial ownership of the Deposit Securities. These are the sole responsibility of the Authorized Participant.

Each Fund, through the National Securities Clearing Corporation ( NSCC ), makes available on each Business Day, immediately 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 and/or applicable Cash Component 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 herein, 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 Deposit for each Fund changes from time to time based on changes to a Fund s Underlying Index and other factors.

***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. In each case, such entity must have executed an agreement with the Distributor with respect to creations and redemptions of Creation Unit Aggregations (a Participant Agreement ). A Participating Party or DTC Participant that has entered a Participant Agreement is 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. All orders to create Creation Unit Aggregations must be received by the Distributor by the designated closing time, which is 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) on the date such orders are placed in order to receive that day s NAV. All orders must be received in proper form. The date on which an order to create Creation Unit Aggregations is placed is referred to as the Transmittal Date. Orders must be transmitted by an Authorized Participant by telephone, online portal or other transmission method acceptable to State Street and the Distributor pursuant to procedures set forth in the Participant Agreement, as described below, which procedures may change from time to time without notice at the discretion of the Trust. Economic or market disruptions or changes, or telephone or other communication failure, may impede the ability to reach State Street and the Distributor or an Authorized Participant. On days when the Listing Exchange or U.S. or non-U.S. markets close earlier than normal, the Fund may require purchase orders to be placed earlier in the day. All questions as to the number of Deposit Securities and/or Cash Component 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 or Advisers, whose determination shall be final and binding.

All orders to create Creation Unit Aggregations through an Authorized Participant shall be placed with an Authorized Participant, in the form required by such Authorized Participant. In addition, the Authorized Participant may require an 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, in that case, orders to create Creation Unit Aggregations of a Fund have to be placed by each 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 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 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 the Cash Component.

***Placement of Creation Orders Using the Clearing Process.*** 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 or State Street to transmit through State Street to NSCC, on behalf of the Participating Party, such trade instructions as are necessary to effect the Participating Party s

## Edgar Filing: WisdomTree Trust - Form 485BPOS

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.

## Table of Contents

**Placement of Creation Orders 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 second Business Day following the Transmittal Date. Each Fund reserves the right to settle transactions on a basis other than T plus two Business Days (*i.e.*, days on which the NYSE is open) ( T+2 ). 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.

On days when the Listing Exchange or U.S. markets close earlier than normal, the Fund may require purchase orders to be placed earlier in the day. All questions as to the number of Deposit Securities and/or Cash Component 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 or Advisers, whose determination shall be final and binding. The amount of cash equal to the Cash Component must be transferred directly to State Street through the Federal Reserve Bank wire transfer system in a timely manner so as to be received by State Street no later than 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 State Street does not receive both the required Deposit Securities and the Cash Component by the specified time on the Settlement Date, the Trust may cancel or revoke acceptance of such order. Upon written notice to the Distributor, such canceled or revoked order may be resubmitted the following Business Day using a Fund Deposit as newly constituted to reflect the then-current NAV of the Funds. The delivery of Creation Unit Aggregations so created generally will occur no later than the Settlement Date.

Creation Unit Aggregations 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, U.S. cash must be deposited in an amount equal to the sum of (i) the Cash Component, plus (ii) generally between 102%-110%, as directed by the Trust or Advisers, which the Trust or Advisers 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 State Street the appropriate amount of federal funds by 2:00 p.m., Eastern time (or such other time as specified by the Trust), on the Settlement Date. If the Authorized Participant does not place its purchase order by the closing time or State Street 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 State Street, pending delivery of the missing Deposit Securities to the extent necessary to maintain the Additional Cash Deposit with the Trust in an amount generally between 102%-110%, as directed by the Trust or Advisers, which the Trust or Advisers 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 the specified time, on the Settlement Date or in the event a marked-to-market payment is not made within one Business Day following notification by the Distributor that such a payment is required, the Trust may use the Additional Cash Deposit to purchase the missing Deposit Securities. The Trust also requires delivery of Deposit Securities and/or an Additional Cash Deposit prior to settlement date by the Authorized Participant in relation to certain international markets.

The Authorized Participant 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 State Street 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. In no event will an Authorized Participant receive or be entitled to interest or other consideration associated with or in relation to the Additional Cash Deposit.

**Cash Purchases.** When, in the sole discretion of the Trust or Advisers, cash purchases of Creation Unit Aggregations of shares are available or specified for a Fund, such purchases shall be effected in essentially the same manner as in-kind purchases thereof. In the case of a cash purchase, the Authorized Participant must pay the cash equivalent of the Deposit Securities it would otherwise be required to provide through an in-kind purchase, plus the same Cash Component required to be paid by an in-kind purchaser. In addition, to offset brokerage and other costs associated with using cash to purchase the requisite Deposit Securities, the Authorized Participant must pay the Transaction Fees required by each Fund. If

the Authorized Participant acts as a broker for the Fund in

**Table of Contents**

connection with the purchase of Deposit Securities, the Authorized Participant will also be required to pay certain brokerage commissions, taxes, and transaction and market impact costs as discussed under the heading *Brokerage Transactions* herein. The Trust requires purchases of Creation Units of Shares of the India Earnings Fund and the Middle East Dividend Fund to be paid in cash.

**Acceptance of Orders for Creation Unit Aggregations.** The Trust reserves the absolute right to reject or revoke acceptance of a creation order transmitted to it by the Distributor with respect to any Fund. Orders may be rejected and acceptance may be revoked if, for example: (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 the same as those 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, State Street, 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, State Street or a 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, State Street, 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/Redemption Transaction Fee.** Each Fund imposes a Transaction Fee or CU Fee on investors purchasing or redeeming Creation Units. The purpose of the Transaction Fee is to protect the existing shareholders of the Fund from the dilutive costs associated with the purchase and redemption of Creation Units. Where a Fund permits cash creations (or redemptions) or cash in lieu of depositing one or more Deposit Securities, the purchaser (or redeemer) may be assessed a higher Transaction Fee to offset the transaction cost to the Fund of buying (or selling) those particular Deposit Securities. Transaction Fees for each Fund will differ from Transaction Fees for other WisdomTree Funds, depending on the transaction expenses related to each Fund's portfolio securities, and will be limited to amounts that have been determined by WisdomTree Asset Management to be appropriate. The maximum Transaction Fee, as set forth in the table below for each Fund, may be charged in cases where a Fund permits cash or cash in lieu of Deposit Securities. Investors purchasing or redeeming through the DTC process generally will pay a higher Transaction Fee than will investors doing so through the NSCC process. Also, investors who use the services of a broker or other such intermediary may be charged a fee for such services, in addition to the Transaction Fee imposed by a Fund.

The following table sets forth the standard and maximum creation and redemption Transaction Fee for each of the Funds. These fees may be changed by the Trust.

<b>Fund Ticker</b>	<b>Fund Name</b>	<b>CU Fee*</b>	<b>Maximum CU Fee*</b>
AUSE	WisdomTree Australia Dividend Fund	1,000	4,000
AXJL	WisdomTree Asia Pacific ex-Japan Fund	2,000	8,000
CXSE	WisdomTree China ex-State-Owned Enterprises Fund	1,000	4,000
DEM	WisdomTree Emerging Markets High Dividend Fund	5,000	20,000
DES	WisdomTree U.S. SmallCap Dividend Fund	1,500	6,000
DEW	WisdomTree Global High Dividend Fund	4,000	16,000
DFE	WisdomTree Europe SmallCap Dividend Fund	3,000	12,000
DFJ	WisdomTree Japan SmallCap Dividend Fund	3,000	12,000
DGRE	WisdomTree Emerging Markets Quality Dividend Growth Fund	4,000	16,000
DGRS	WisdomTree U.S. SmallCap Quality Dividend Growth Fund	500	2,000
DGRW	WisdomTree U.S. Quality Dividend Growth Fund	500	2,000
DGS	WisdomTree Emerging Markets SmallCap Dividend Fund	7,000	28,000
DHS	WisdomTree U.S. High Dividend Fund	1,000	4,000
DIM	WisdomTree International MidCap Dividend Fund	5,000	20,000
DLN	WisdomTree U.S. LargeCap Dividend Fund	500	2,000

## Edgar Filing: WisdomTree Trust - Form 485BPOS

DLS	WisdomTree International SmallCap Dividend Fund	7,000	28,000
DNL	WisdomTree Global ex-U.S. Quality Dividend Growth Fund	2,500	10,000
DOL	WisdomTree International LargeCap Dividend Fund	2,500	10,000
DON	WisdomTree U.S. MidCap Dividend Fund	1,000	4,000
DOO	WisdomTree International Dividend ex-Financials Fund	1,500	6,000

**Table of Contents**

<b>Fund Ticker</b>	<b>Fund Name</b>	<b>CU Fee*</b>	<b>Maximum CU Fee*</b>
DRW	WisdomTree Global ex-U.S. Real Estate Fund	1,500	6,000
DTD	WisdomTree U.S. Total Dividend Fund	2,500	10,000
DTH	WisdomTree International High Dividend Fund	3,250	13,000
DTN	WisdomTree U.S. Dividend ex-Financials Fund	250	1,000
DWM	WisdomTree International Equity Fund	5,500	22,000
DXGE	WisdomTree Germany Hedged Equity Fund	750	3,000
DXJ	WisdomTree Japan Hedged Equity Fund	2,100	8,400
DXJF	WisdomTree Japan Hedged Financials Fund	800	3,200
DXJS	WisdomTree Japan Hedged SmallCap Equity Fund	5,000	20,000
EES	WisdomTree U.S. SmallCap Earnings Fund	2,500	10,000
EMCG	WisdomTree Emerging Markets Consumer Growth Fund	4,500	18,000
EPI	WisdomTree India Earnings Fund	5,000	20,000
EPS	WisdomTree U.S. Earnings 500 Fund	1,000	4,000
EUDG	WisdomTree Europe Quality Dividend Growth Fund	1,800	7,200
EUSC	WisdomTree Europe Hedged SmallCap Equity Fund	2,000	8,000
EXT	WisdomTree U.S. Total Earnings Fund	3,000	12,000
EZM	WisdomTree U.S. MidCap Earnings Fund	1,500	6,000
QSY	WisdomTree U.S. Quality Shareholder Yield Fund	500	2,000
GULF	WisdomTree Middle East Dividend Fund	5,000	20,000
HEDJ	WisdomTree Europe Hedged Equity Fund	1,000	4,000
IHDG	WisdomTree International Hedged Quality Dividend Growth Fund	1,800	7,200
IQDG	WisdomTree International Quality Dividend Growth Fund	1,800	7,200
JHDG	WisdomTree Japan Hedged Quality Dividend Growth Fund	1,800	7,200
XSOE	WisdomTree Emerging Markets ex-State-Owned Enterprises Fund	7,000	28,000
USMF	WisdomTree U.S. Multifactor Fund	400	1,600

\* Each Fund may charge, either in lieu of or in addition to the Transaction Fees, in the sole discretion of the Trust or as determined by the Adviser, a variable fee for creations and redemptions in order to cover certain brokerage, tax, foreign exchange, execution, market impact and other costs and expenses related to the execution of trades resulting from such transaction, up to any applicable legal limits.

**Placement of Redemption Orders for Using the Clearing Process.** Orders to redeem Creation Unit Aggregations through the Clearing Process must be delivered through a Participating Party that has executed the Participant Agreement. Except as described herein, 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 State Street (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. The consideration for redemption of Creation Unit Aggregations of a Fund generally consists of (i) a portfolio of securities (the Fund Securities ) and/or (ii) an amount of cash denominated in U.S. dollars (the Cash Redemption Amount ) as described below. The requisite Fund Securities and the Cash Redemption Amount generally will be transferred by the second NSCC Business Day following the date on which such request for redemption is deemed received.

**Placement of Redemption Orders Outside the Clearing Process.** Orders to redeem Creation Unit Aggregations outside the Clearing Process must be delivered through a DTC Participant that has executed the Participant Agreement. 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 State Street (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 State Street no later than instructed, which is typically one day after Transmittal Date (presuming T+2 settlement); 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 two 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.

If the requisite number of shares of the Fund is not delivered as described above or an Additional Cash Deposit is not made, as applicable, in the sole discretion of the Trust or Advisers, in no event will an Authorized Participant receive or be entitled to interest or other consideration associated with or in relation to the Additional Cash Deposit, the Fund may reject or revoke acceptance of the redemption request because the Authorized Participant has not satisfied all of the settlement requirements.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

The current procedures for collateralization of missing shares require, among other things, that any Additional Cash Deposit shall be in the form of U.S. dollars in immediately available funds and shall be held by State Street and marked-to-market daily, and that the fees of State Street and any sub-custodians in respect of the delivery, maintenance and redelivery of the Additional Cash Deposit shall



**Table of Contents**

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 State Street 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.

A Fund or the Advisers may also, in their sole discretion, upon request of an Authorized Participant, provide such redeemer a portfolio of securities that differs from the exact composition of the Fund Securities but does not differ in NAV.

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 security 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 that 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.

**Cash Redemptions.** A Fund may pay out the proceeds of redemptions of Creation Unit Aggregations solely in cash or through any combination of cash or securities. 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 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). Proceeds will be paid to the Authorized Participant redeeming shares on behalf of the redeeming investor as soon as practicable after the date of redemption. If the Authorized Participant acts as a broker for the Fund in connection with the sale of Fund Securities, the Authorized Participant will also be required to pay certain brokerage commissions, taxes, and transaction and market impact costs as discussed under the heading "Brokerage Transactions" herein. The Trust intends to pay redemptions of Creation Unit Aggregations of shares of the India Earnings Fund and the Middle East Dividend Fund in cash.

Redemptions of shares for Fund Securities will be subject to compliance with applicable federal and state securities laws and the 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.

**In-Kind Redemptions.** The ability of the Trust to effect in-kind creations and redemptions 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 may 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 the normal settlement period. The Funds will not suspend or postpone redemption beyond seven days, except as permitted under Section 22(e) of the 1940 Act. Section 22(e) provides that the right of redemption may be suspended or the date of payment postponed with respect to any Fund (1) for any period during which the New York Stock Exchange ( NYSE ) is closed (other than customary weekend and holiday closings); (2) for any period during which trading on the NYSE is suspended or restricted; (3) for any period during which an emergency exists as a result of which disposal of the shares of the Fund's portfolio securities or determination of its NAV is not reasonably practicable; or (4) in such other circumstance as is permitted by the SEC.

**REGULAR HOLIDAYS AND OTHER SETTLEMENT MATTERS**

Each Fund generally intends to effect deliveries of Creation Unit Aggregations and portfolio securities on a basis of T+2. Each Fund may effect deliveries of Creation Unit Aggregations and portfolio securities on a basis other than T+2 in order to accommodate local holiday schedules, to

## Edgar Filing: WisdomTree Trust - Form 485BPOS

account for different treatment among foreign and U.S. markets of security delivery practices and/or 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 two 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. New or special holidays, treatment by market participants of certain days as informal holidays (e.g., days on which no or limited

**Table of Contents**

securities transactions occur, as a result of substantially shortened trading hours), the elimination of existing holidays or changes in local securities delivery practices (including lengthening settlement cycles, which may also occur in connection with a security sale and its settlement, with limitations or delays in the settlement itself and/or the convertibility or repatriation of the local proceeds associated therewith), could impede a Fund's ability to satisfy redemption requests in a timely manner. In addition, other unforeseeable closings or changes in a foreign market due to emergencies may also prevent the Trust from delivering redemption proceeds within the normal settlement period or in a timely manner.

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 accuracy of information set forth herein.

**Redemptions.** The longest redemption cycle for a Fund is a function of the longest redemption cycle among the countries whose securities comprise the Funds. In calendar year 2018, the dates of regular holidays affecting the following securities markets present the worst-case redemption cycles\* for a Fund as follows:

**2018**

Country	Trade Date	Settlement Date	Number of Days to Settle
Brazil	02/07/18	02/15/18	8
	02/08/18	02/16/18	8
China	02/09/18	02/19/18	10
	02/12/18	02/22/18	10
	02/13/18	02/23/18	10
	02/14/18	02/26/18	12
	09/26/18	10/08/18	12
	09/27/18	10/09/18	12
Indonesia	09/28/18	10/10/18	12
	06/08/18	06/20/18	12
	06/11/18	06/21/18	10
Israel	06/12/18	06/22/18	10
	03/28/18	04/08/18	11
Japan	03/29/18	04/09/18	11
	09/17/18	10/02/18	15
	09/20/18	10/03/18	13
	04/27/18	05/07/18	10
Malawi	01/08/18	01/16/18	8
	01/09/18	01/17/18	8
	01/10/18	01/18/18	8
	01/11/18	01/19/18	8
	01/12/18	01/22/18	10
	02/26/18	03/06/18	8
	02/27/18	03/07/17	8
	02/28/18	03/08/18	8
	03/01/18	03/09/18	8
	03/02/18	03/12/18	10
	03/23/18	04/03/18	11
	03/26/18	04/04/18	9
	03/27/18	04/05/18	9
03/28/18	04/06/18	9	



**Table of Contents****2018**

<b>Country</b>	<b>Trade Date</b>	<b>Settlement Date</b>	<b>Number of Days to Settle</b>
	03/29/18	04/09/18	11
	04/24/18	05/02/18	8
	04/25/18	05/03/18	8
	04/26/18	05/04/18	8
	04/27/18	05/07/18	10
	04/30/18	05/08/18	8
	05/07/18	05/15/18	8
	05/08/18	05/16/18	8
	05/09/18	05/17/18	8
	05/10/18	05/18/18	8
	05/11/18	05/21/18	10
	06/08/18	06/18/18	10
	06/11/18	06/19/18	8
	06/12/18	06/20/18	8
	06/13/18	06/21/18	8
	06/14/18	06/22/18	8
	06/29/18	07/09/18	10
	07/02/18	07/10/18	8
	07/03/18	07/11/18	8
	07/04/18	07/12/18	8
	07/05/18	07/13/18	8
	10/08/18	10/16/18	8
	10/09/18	10/17/18	8
	10/10/18	10/18/18	8
	10/11/18	10/19/18	8
	10/12/18	10/22/18	10
	12/18/18	12/27/18	9
	12/19/18	12/28/18	9
	12/20/18	12/31/18	11
	12/21/18	01/02/19	12
	12/24/18	01/03/19	10
Mexico	03/26/18	04/03/18	8
	03/27/18	04/04/18	8
	03/28/18	04/05/18	8
Namibia	03/14/18	03/22/18	8
	03/15/18	03/23/18	8
	03/16/18	03/26/18	10
	03/19/18	03/27/18	8
	03/20/18	03/28/18	8
	03/23/18	04/03/18	11

Edgar Filing: WisdomTree Trust - Form 485BPOS

03/26/18	04/04/18	9
03/27/18	04/05/18	9
03/28/18	04/06/18	9
03/29/18	04/09/18	11
04/20/18	04/30/18	10
04/23/18	05/02/18	9
04/24/18	05/03/18	9
04/25/18	05/07/18	12
04/26/18	05/08/18	12
04/30/18	05/09/18	9
05/02/18	05/10/18	8

**Table of Contents****2018**

<b>Country</b>	<b>Trade Date</b>	<b>Settlement Date</b>	<b>Number of Days to Settle</b>
	05/03/18	05/11/18	8
	05/18/18	05/28/18	10
	05/21/18	05/29/18	8
	05/21/18	05/29/18	8
	05/22/18	05/30/18	8
	05/23/18	05/31/18	8
	05/24/18	06/01/18	8
	08/02/18	08/10/18	8
	08/03/18	08/13/18	10
	08/06/18	08/14/18	8
	08/07/18	08/15/18	8
	08/08/18	08/16/18	8
	08/20/18	08/28/18	8
	08/21/18	08/29/18	8
	08/22/18	08/30/18	8
	08/23/18	08/31/18	8
	08/24/18	09/03/18	10
	09/17/18	09/25/18	8
	09/18/18	09/26/18	8
	09/19/18	09/27/18	8
	09/20/18	09/28/18	8
	09/21/18	10/01/18	10
	12/03/18	12/11/18	8
	12/04/18	12/12/18	8
	12/05/18	12/13/18	8
	12/06/18	12/14/18	8
	12/07/18	12/18/18	11
	12/11/18	12/19/18	8
	12/12/18	12/20/18	8
	12/13/18	12/21/18	8
	12/14/18	12/24/18	10
	12/18/18	12/27/18	9
	12/19/18	12/28/18	9
	12/20/18	12/31/18	11
	12/21/18	01/02/19	12
	12/24/18	01/03/19	10
Norway	03/26/18	04/03/18	8
	03/27/18	04/04/18	8
Oman	11/13/18	11/21/18	8
	11/14/18	11/22/18	8

Edgar Filing: WisdomTree Trust - Form 485BPOS

	11/15/18	11/25/18	10
Qatar	06/12/18	06/20/18	8
	06/13/18	06/21/18	8
	06/14/18	06/24/18	10
	08/16/18	08/26/18	10
	08/19/18	08/27/18	8
	08/20/18	08/28/18	8
South Africa	03/14/18	03/22/18	8
	03/15/18	03/23/18	8
	03/16/18	03/26/18	10



**Table of Contents****2018**

<b>Country</b>	<b>Trade Date</b>	<b>Settlement Date</b>	<b>Number of Days to Settle</b>
	03/19/18	03/27/18	8
	03/20/18	03/28/18	8
	03/23/18	04/03/18	11
	03/26/18	04/04/18	9
	03/27/18	04/05/18	9
	03/28/18	04/06/18	9
	03/29/18	04/09/18	11
	04/20/18	04/30/18	10
	04/23/18	05/02/18	9
	04/24/18	05/03/18	9
	04/25/18	05/04/18	9
	04/26/18	05/07/18	11
	04/30/18	05/08/18	8
	08/02/18	08/10/18	8
	08/03/18	08/13/18	10
	08/06/18	08/14/18	8
	08/07/18	08/15/18	8
	08/08/18	08/16/18	8
	09/17/18	09/25/18	8
	09/18/18	09/26/18	8
	09/19/18	09/27/18	8
	09/20/18	09/28/18	8
	09/21/18	10/01/18	10
	12/10/18	12/18/18	8
	12/11/18	12/19/18	8
	12/12/18	12/20/18	8
	12/13/18	12/21/18	8
	12/14/18	12/24/18	10
	12/18/18	12/27/18	9
	12/19/18	12/28/18	9
	12/20/18	12/31/18	11
	12/21/18	01/02/19	12
	12/24/18	01/03/19	10
Swaziland	01/02/18	01/10/18	8
	01/03/18	01/11/18	8
	01/04/18	1/12/18	8
	03/23/18	04/03/18	11
	03/26/18	04/04/18	9
	03/27/18	04/05/18	9
	03/28/18	04/06/18	9

Edgar Filing: WisdomTree Trust - Form 485BPOS

03/29/18	04/09/18	11
04/12/18	04/20/18	8
04/13/18	04/23/18	10
04/16/18	04/24/18	8
04/17/18	04/26/18	9
04/18/18	04/27/18	9
04/20/18	04/30/18	10
04/23/18	05/02/18	9
04/24/18	05/03/18	9
04/26/18	05/04/18	8
04/27/18	05/07/18	10
04/30/18	05/08/18	8

**Table of Contents**

2018

Country	Trade Date	Settlement Date	Number of Days to Settle
	05/03/18	05/11/18	8
	05/04/18	05/14/18	10
	05/07/18	05/15/18	8
	05/08/18	05/16/18	8
	05/09/18	05/17/18	8
	07/16/18	07/24/18	8
	07/17/18	07/25/18	8
	07/18/18	07/26/18	8
	07/19/18	07/27/18	8
	07/20/18	07/30/18	10
	08/20/18	08/28/18	8
	08/21/18	08/29/18	8
	08/22/18	08/30/18	8
	08/23/18	08/31/18	8
	08/24/18	09/03/18	10
	08/30/18	09/07/18	8
	08/31/18	09/10/18	10
	09/03/18	09/11/18	8
	09/04/18	09/12/18	8
	09/05/18	09/13/18	8
	12/18/18	12/27/18	9
	12/19/18	12/28/18	9
	12/20/18	12/31/18	11
	12/21/18	01/02/19	12
	12/24/18	01/03/19	10
Taiwan	02/09/18	02/21/18	12
	02/12/18	02/22/18	10
Tanzania	12/19/18	12/27/18	8
Thailand	12/26/18	01/03/19	8
	12/27/18	01/04/19	8
	12/28/18	01/07/19	10
Turkey	08/17/18	08/27/18	10
	08/20/18	08/28/18	8
Uganda	01/19/18	01/29/18	10
	01/22/18	01/30/18	8
	01/23/18	01/31/18	8
	01/24/18	02/01/18	8
	01/25/18	02/02/18	8
	02/09/18	02/19/18	10
	02/12/18	02/20/18	8

Edgar Filing: WisdomTree Trust - Form 485BPOS

02/13/18	02/21/18	8
02/14/18	02/22/18	8
02/15/18	02/23/18	8
03/01/18	03/09/18	8
03/02/18	03/12/18	10
03/05/18	03/13/18	8
03/06/18	03/14/18	8
03/07/18	03/15/18	8

**Table of Contents****2018**

<b>Country</b>	<b>Trade Date</b>	<b>Settlement Date</b>	<b>Number of Days to Settle</b>
	03/23/18	04/03/18	11
	03/26/18	04/04/18	9
	03/27/18	04/05/18	9
	03/28/18	04/06/18	9
	03/29/18	04/09/18	11
	04/24/18	05/02/18	8
	04/25/18	05/03/18	8
	04/26/18	05/04/18	8
	04/27/18	05/07/18	10
	04/30/18	05/08/18	8
	06/08/18	06/18/18	10
	06/11/18	06/19/18	8
	06/12/18	06/20/18	8
	06/13/18	06/21/18	8
	06/14/18	06/22/18	8
	08/14/18	08/22/18	8
	08/15/18	08/23/18	8
	08/16/18	08/24/18	8
	08/17/18	08/27/18	10
	08/20/18	08/28/18	8
	10/02/18	10/10/18	8
	10/03/18	10/11/18	8
	10/04/18	10/12/18	8
	10/05/18	10/15/18	10
	10/08/18	10/16/18	8
	11/23/18	12/03/18	10
	11/26/18	12/04/18	8
	11/27/18	12/05/18	8
	11/28/18	12/06/18	8
	11/29/18	12/07/18	8
	12/18/18	12/27/18	9
	12/19/18	12/28/18	9
	12/20/18	12/31/18	11
	12/21/18	01/02/19	12
	12/24/18	01/03/19	10
United Arab Emirates	08/19/18	08/27/18	8
	08/20/18	08/28/18	8
Vietnam	02/09/18	02/21/18	12
	02/12/18	02/22/18	10
	02/13/18	02/23/18	10

Edgar Filing: WisdomTree Trust - Form 485BPOS

Zimbabwe	03/23/18	04/03/18	11
	03/26/18	04/04/18	9
	03/27/18	04/05/18	9
	03/28/18	04/06/18	9
	03/29/18	04/09/18	11
	04/11/18	04/19/18	8
	04/12/18	04/20/18	8
	04/13/18	04/23/18	10
	04/16/18	04/24/18	8
	04/17/18	04/25/18	8

**Table of Contents**

2018

Country	Trade Date	Settlement Date	Number of Days to Settle
	04/24/18	05/02/18	8
	04/25/18	05/03/18	8
	04/26/18	05/04/18	8
	04/27/18	05/07/18	10
	04/30/18	05/08/18	8
	05/18/18	05/28/18	10
	05/21/18	05/29/18	8
	05/22/18	05/30/18	8
	05/23/18	05/31/18	8
	05/24/18	06/01/18	8
	08/07/18	08/16/18	9
	08/08/18	08/17/18	9
	08/09/18	08/20/18	11
	08/10/18	08/21/18	11
	08/13/18	08/22/18	9
	12/18/18	12/27/18	9
	12/19/18	12/28/18	9
	12/20/18	12/31/18	11
	12/21/18	01/02/19	12
	12/24/18	01/03/19	10

\*These worst-case redemption cycles are based on information regarding regular holidays, which may be out of date. Based on changes in holidays, longer (worse) redemption cycles are possible.

**TAXES**

The following discussion of certain U.S. federal income tax consequences of investing in the Funds is based on the Code, U.S. Treasury regulations, and other applicable authority, all as in effect as of the date of the filing of this SAI. These authorities are subject to change by legislative or administrative action, possibly with retroactive effect. The following discussion is only a summary of some of the important U.S. federal income tax considerations generally applicable to investments in the Funds. There may be other tax considerations applicable to particular shareholders. Shareholders should consult their own tax advisors regarding their particular situation and the possible application of foreign, state, and local tax laws.

The recently enacted tax legislation commonly referred to as the Tax Cuts and Jobs Act (the Tax Act) makes significant changes to the U.S. federal income tax rules for taxation of individuals and corporations, generally effective for taxable years beginning after December 31, 2017. Many of the changes applicable to individuals are temporary and would apply only to taxable years beginning after December 31, 2017 and before January 1, 2026. There are only minor changes with respect to the specific rules only applicable to a regulated investment company, such as a Fund. The Tax Act, however, makes numerous other changes to the tax rules that may affect shareholders and the Funds. You are urged to consult with your own tax advisor regarding how the Tax Act affects your investment in the Funds.

**Qualification as a Regulated Investment Company.** Each Fund has elected or intends to elect to be treated, and intends to qualify each year, as a RIC under Subchapter M of the Code. In order to qualify for the special tax treatment accorded RICs and their shareholders, each Fund must, among other things:

- (a) derive at least 90% of its gross income each year from (i) dividends, interest, payments with respect to certain securities loans, gains from the sale or other disposition of stock or securities or foreign currencies, or other income (including but not limited to gains from options, futures or forward contracts) derived with respect to its business of investing in such stock, securities or currencies, and (ii) net income derived from interests in qualified publicly traded partnerships (as defined below);

## Edgar Filing: WisdomTree Trust - Form 485BPOS

- (b) diversify its holdings so that, at the end of each quarter of its taxable year, (i) at least 50% of the market value of the Fund's total assets consists of cash and cash items, U.S. government securities, securities of other RICs and other securities, with investments in such other securities limited with respect to any one issuer to an amount not greater than 5% of the value of the Fund's total assets and not greater than 10% of the outstanding voting securities of such issuer, and (ii) not more than 25% of the value of the Fund's total assets is invested, including through corporations in which the Fund owns a 20% or more or more voting stock interest, in (1) the securities (other than those of the U.S. government or other RICs) of any one issuer or two or more issuers that are controlled by the Fund and that are engaged in the same, similar or related trades or businesses or (2) the securities of one or more qualified publicly traded partnerships; and



**Table of Contents**

(c) distribute with respect to each taxable year an amount equal to or greater than the sum of 90% of its investment company taxable income (as that term is defined in the Code without regard to the deduction for dividends paid—generally taxable ordinary income and the excess, if any, of net short-term capital gains over net long-term capital losses) and 90% of its net tax-exempt interest income.

In general, for purposes of the 90% qualifying income test described in (a) above, income derived from a partnership will be treated as qualifying income only to the extent such income is attributable to items of income of the partnership that would be qualifying income if realized directly by a Fund. However, 100% of the net income derived from an interest in a qualified publicly traded partnership (generally, a partnership (i) interests in which are traded on an established securities market or are readily tradable on a secondary market or the substantial equivalent thereof and (ii) that derives less than 90% of its income from the qualifying income described in clause (a)(i) of the description of the 90% qualifying income test applicable to RICs, above) will be treated as qualifying income.

**Taxation of the Funds.** If a Fund qualifies for treatment as a RIC, that Fund will not be subject to federal income tax on income and gains that are distributed in a timely manner to its shareholders in the form of dividends.

If, for any taxable year, a Fund were to fail to qualify as a RIC or were to fail to meet the distribution requirement described above, it would be taxed in the same manner as an ordinary corporation and distributions to its shareholders would not be deductible by the Fund in computing its taxable income. In addition, the Fund's distributions, to the extent derived from the Fund's current and accumulated earnings and profits, including any distributions of net long-term capital gains, would be taxable to shareholders as ordinary dividend income for federal income tax purposes. However, such dividends would be eligible, subject to any generally applicable limitations, (i) to be treated as qualified dividend income in the case of shareholders taxed as individuals and (ii) for the dividends-received deduction in the case of corporate shareholders. Moreover, the Fund would be required to pay out its earnings and profits accumulated in that year in order to qualify for treatment as a RIC in a subsequent year. Under certain circumstances, a Fund may be able to cure a failure to qualify as a RIC, but in order to do so the Fund may incur significant Fund-level taxes and may be forced to dispose of certain assets. If a Fund failed to qualify as a RIC for a period greater than two taxable years, the Fund would generally be required to recognize any net built-in gains with respect to certain of its assets upon a disposition of such assets within five years of qualifying as a RIC in a subsequent year.

Each Fund intends to distribute at least annually to its shareholders substantially all of its investment company taxable income (computed without regard to the dividends-paid deduction) and its net capital gain (the excess of the Fund's net long-term capital gain over its net short-term capital loss). Investment income that is retained by a Fund will generally be subject to tax at regular corporate rates. If a Fund retains any net capital gain, that gain will be subject to tax at corporate rates, but the Fund may designate the retained amount as undistributed capital gains in a notice to its shareholders who (i) will be required to include in income for federal income tax purposes, as long-term capital gain, their shares of such undistributed amount, (ii) will be deemed to have paid their proportionate shares of the tax paid by the Fund on such undistributed amount against their federal income tax liabilities, if any, and (iii) will be entitled to claim refunds on a properly filed U.S. tax returns to the extent the credit exceeds such liabilities. For federal income tax purposes, the tax basis of shares owned by a shareholder of that 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.

If a Fund fails to distribute in a calendar year an amount at least equal to the sum of 98% of its ordinary income for such year and 98.2% of its capital gain net income for the one-year period ending October 31 of such year, plus any retained amount from the prior year, the Fund will be subject to a non-deductible 4% excise tax on the undistributed amount. For these purposes, a Fund will be treated as having distributed any amount on which it has been subject to corporate income tax for the taxable year ending within the calendar year. Each Fund intends to declare and pay dividends and distributions in the amounts and at the times necessary to avoid the application of the 4% excise tax, although there can be no assurance that it will be able to do so. A Fund may elect to treat part or all of any qualified late year loss as if it had been incurred in the succeeding taxable year in determining such Fund's taxable income, net capital gain, net short-term capital gain, and earnings and profits. A qualified late year loss generally includes net capital loss, net long-term capital loss, or net short-term capital loss incurred after October 31 of the current taxable year, and certain other late-year losses.

The treatment of capital loss carryovers for the Funds is similar to the rules that apply to capital loss carryovers of individuals, which provide that such losses are carried over indefinitely. If a Fund has a net capital loss (that is, capital losses in excess of capital gains), for a taxable year beginning after December 22, 2010 (a Post-2010 Loss), the excess of the Fund's net short-term capital losses over its net long-term capital gains is treated as a short-term capital loss arising on the first day of the Fund's next taxable year, and the excess (if any) of the Fund's net long-term capital losses over its net short-term capital gains is treated as a long-term capital loss arising on the first day of the Fund's next taxable year. A Fund's unused capital loss carryforwards that arose in taxable years that began on or before December 22, 2010 (Pre-2011 Losses) are available to be applied against future capital gains, if any, realized by the Fund prior to the expiration of those carryforwards, generally eight years after the year in which they arose. A Fund's Post-2010 Losses must be fully utilized before the Fund will be permitted to utilize carryforwards of Pre-2011 Losses. In addition, the carryover of capital losses may be limited under the general loss limitation rules if a Fund experiences an ownership change as defined in the Code.



---

## Table of Contents

**Fund Distributions.** Distributions are generally taxable whether shareholders receive them in cash or reinvest them in additional shares. Moreover, distributions on the Funds' shares are generally subject to federal income tax as described herein to the extent they do not exceed the Funds' realized income and gains, even though such distributions may economically represent a return of a particular shareholder's investment. Investors may therefore wish to avoid purchasing shares at a time when a Fund's NAV reflects gains that are either unrealized, or realized but not distributed. Realized income and gains must generally be distributed even when a Fund's NAV also reflects unrealized losses.

Dividends and other distributions by a Fund are generally treated under the Code as received by the shareholders at the time the dividend or distribution is made. However, if any dividend or distribution is declared by a Fund in October, November or December of any calendar year and payable to its shareholders of record on a specified date in such a month but is actually paid during the following January, such dividend or distribution will be deemed to have been received by each shareholder on December 31 of the year in which the dividend was declared.

Distributions by the Funds of investment income are generally taxable as ordinary income. Taxes on distributions of capital gains are determined by how long a Fund owned the assets that generated those gains, rather than how long a shareholder has owned his or her Fund shares. Sales of assets held by a Fund for more than one year generally result in long-term capital gains and losses, and sales of assets held by a Fund for one year or less generally result in short-term capital gains and losses. Distributions from a Fund's net capital gain that are properly reported by the Fund as capital gain dividends ( Capital Gain Dividends ) will be taxable as long-term capital gains. For individuals, long-term capital gains are subject to tax at reduced maximum tax rates. Distributions of gains from the sale of investments that the Fund owned for one year or less will be taxable as ordinary income.

For non-corporate shareholders, distributions of investment income reported by a Fund as derived from qualified dividend income will be taxed at the rates applicable to long-term capital gain, provided holding period and other requirements are met at both the shareholder and Fund level. In order for some portion of the dividends received by a Fund shareholder to be qualified dividend income, the Fund making the distribution must meet holding period and other requirements with respect to some portion of the dividend-paying stocks in its portfolio and the shareholder must meet holding period and other requirements with respect to the Fund's shares. A dividend will not be treated as qualified dividend income (at either the Fund or shareholder level) (1) if the dividend is received with respect to any share of stock held for fewer than 61 days during the 121-day period beginning on the date that is 60 days before the date on which such share becomes ex-dividend with respect to such dividend (or, in the case of certain preferred stock, 91 days during the 181-day period beginning 90 days before the ex-dividend date), (2) to the extent that the recipient is under an obligation (whether pursuant to a short sale or otherwise) to make related payments with respect to positions in substantially similar or related property, (3) if the recipient elects to have the dividend income treated as investment income for purposes of the limitation on deductibility of investment interest, or (4) if the dividend is received from a foreign corporation that is (a) not eligible for the benefits of a comprehensive income tax treaty with the United States (with the exception of dividends paid on stock of such a foreign corporation that is readily tradable on an established securities market in the United States) or (b) treated as a passive foreign investment company.

In general, distributions of investment income reported by a Fund as derived from qualified dividend income will be treated as qualified dividend income by a shareholder taxed as an individual, provided the shareholder meets the holding period and other requirements described above with respect to the Fund's shares. If the aggregate qualified dividend income received by a Fund during any taxable year represents 95% or more of its gross income (excluding net long-term capital gain over net short-term capital loss), then 100% of the Fund's dividends (other than Capital Gain Dividends) will be eligible to be reported as qualified dividend income. To the extent that a Fund makes a distribution of income received by the Fund in lieu of dividends (a substitute payment ) with respect to securities on loan pursuant to a securities lending transaction, such income will not constitute qualified dividend income to individual shareholders and will not be eligible for the dividends-received deduction for corporate shareholders.

Certain dividends received by a Fund on stock of U.S. corporations (generally, dividends received by a Fund in respect of any share of stock (1) as to which the Fund has met certain holding period requirements and (2) that is held in an unleveraged position) may be eligible for the dividends-received deduction generally available to corporate shareholders under the Code, provided such dividends are also appropriately reported as eligible for the dividends-received deduction by a Fund. In order to qualify for the dividends-received deduction, corporate shareholders must also meet minimum holding period requirements with respect to their Fund shares, taking into account any holding period reductions from certain hedging or other transactions or positions that diminish their risk of loss with respect to their Fund shares. The trading strategies of certain Funds, particularly the International Equity ETFs, may significantly limit their ability to distribute dividends eligible for the dividends-received deduction for corporations.

Dividends and distributions from a Fund and capital gain on the sale of Fund shares are generally taken into account in determining a shareholder's net investment income for purposes of the Medicare contribution tax applicable to certain individuals, estates and trusts.

If a Fund makes distributions in excess of the Fund's current and accumulated earnings and profits in any taxable year, the excess distribution to each shareholder will be treated as a return of capital to the extent of the shareholder's tax basis in its shares, and will reduce the shareholder's tax basis in its shares. After the shareholder's basis has been reduced to zero, any such distributions will result in a capital gain, assuming the

## Edgar Filing: WisdomTree Trust - Form 485BPOS

shareholder holds his or her shares as capital assets. A reduction in a shareholder's tax basis in its shares, will reduce any loss or increase any gain on a subsequent taxable disposition by the shareholder of its shares.

## Table of Contents

***Sale or Exchange of Shares.*** A sale or exchange of shares in a Fund may give rise to a gain or loss. In general, any gain or loss realized upon a taxable disposition of shares will be treated as long-term capital gain or loss if the shares have been held for more than 12 months. Otherwise, the gain or loss on the taxable disposition of shares will be treated as short-term capital gain or loss. However, any loss realized upon a taxable disposition of shares held for six months or less will be treated as long-term, rather than short-term, to the extent of any long-term capital gain distributions received (or deemed received) by the shareholder with respect to the shares. All or a portion of any loss realized upon a taxable disposition of shares will be disallowed if substantially identical shares of a Fund are purchased within 30 days before or after the disposition. In such a case, the basis of the newly purchased shares will be adjusted to reflect the disallowed loss.

***Backup Withholding.*** The Funds (or financial intermediaries, such as brokers, through which a shareholder holds Fund shares) generally are required to withhold and to remit to the U.S. Treasury a percentage of the taxable distributions and sale or redemption proceeds paid to any shareholder who fails to properly furnish a correct taxpayer identification number, who has under-reported dividend or interest income, or who fails to certify that he, she or it is not subject to such withholding. The backup withholding tax rate is 24%. Backup withholding is not an additional tax. Any amounts withheld may be credited against the shareholder's U.S. federal income tax liability, provided the appropriate information is furnished to the Internal Revenue Service (the "IRS").

***Federal Tax Treatment of Certain Fund Investments.*** Transactions of the Funds in options, futures contracts, hedging transactions, forward contracts, swap agreements, participation certificates (the Middle East Dividend Fund only), straddles and foreign currencies may be subject to various special and complex tax rules, including mark-to-market, constructive-sale, straddle, wash-sale and short-sale rules. These rules could affect a Fund's ability to qualify as a RIC, affect whether gains and losses recognized by a Fund are treated as ordinary income or capital gain, accelerate the recognition of income to a Fund, or defer a Fund's ability to recognize losses. These rules may in turn affect the amount, timing or character of the income distributed to shareholders by a Fund.

A 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 as of the end of such year on certain regulated futures contracts, foreign currency contracts and options that qualify as Section 1256 contracts in addition to the gains and losses actually realized with respect to such contracts during the year. Except as described below under ***Certain Foreign Currency Tax Issues***, gain or loss from Section 1256 contracts that are required to be marked to market annually will generally 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.

***Certain Foreign Currency Tax Issues.*** The U.S. Treasury Department has authority to issue regulations that would exclude foreign currency gains from the 90% test described above if such gains are not directly related to a fund's business of investing in stock or securities. Accordingly, regulations may be issued in the future that could treat some or all of the Fund's non-U.S. currency gains as non-qualifying income, thereby potentially jeopardizing the Fund's status as a RIC for all years to which the regulations are applicable.

Under the Code, gains or losses attributable to fluctuations in exchange rates which occur between the time the Fund accrues income or other receivables or accrues expenses or other liabilities denominated in a foreign currency and the time the Fund actually collects such income or receivables or pays such expenses or liabilities generally are treated as ordinary income or loss. Similarly, on disposition of debt securities denominated in a foreign currency and on disposition of certain other instruments, gains or losses attributable to fluctuations in the value of the foreign currency between the date of acquisition of the security or contract and the date of disposition are also treated as ordinary gain or loss. The gains and losses may increase or decrease the amount of the Fund's income to be distributed to its shareholders as ordinary income.

A Fund's gain or loss on foreign currency denominated debt securities and on certain other financial instruments, such as forward currency contracts and currency swaps, that is attributable to fluctuations in exchange rates occurring between the date of acquisition and the date of settlement or disposition of such securities or instruments generally will be treated under Section 988 of the Code as ordinary income or loss. A Fund may elect out of the application of Section 988 of the Code with respect to the tax treatment of each of its foreign currency forward contracts to the extent that (i) such contract is a capital asset in the hands of the Fund and is not part of a straddle transaction and (ii) the Fund makes an election by the close of the day the contract is entered into to treat the gain or loss attributable to such contract as capital gain or loss.

A Fund's forward contracts may qualify as so-called "Section 1256 contracts" if the underlying currencies are currencies for which there are futures contracts that are traded on and subject to the rules of a qualified board or exchange. However, a forward currency contract that is a Section 1256 contract would, absent an election out of Section 988 of the Code as described in the preceding paragraph, be subject to Section 988. Accordingly, although such a forward currency contract would be marked to market annually like other Section 1256 contracts, the resulting gain or loss would be ordinary. If a Fund were to elect out of Section 988 with respect to forward currency contracts that qualify as Section 1256 contracts, the tax treatment generally applicable to Section 1256 contracts would apply to those forward currency contracts: that is, the contracts would be marked to market annually and gains and losses with respect to the contracts would be treated as long-term capital gains or losses to the extent of 60% thereof and short-term capital gains or losses to the extent of 40% thereof. If a Fund were to elect out of Section 988 with respect to any of its forward currency contracts that do not qualify as Section 1256 contracts, such contracts would not be

## Edgar Filing: WisdomTree Trust - Form 485BPOS

marked to market annually and the Fund would recognize short-term or long-term capital gain or loss depending on the Fund's holding period therein. A Fund may elect out of Section 988 with respect to some, all or none of its forward currency contracts.

## Table of Contents

Finally, regulated futures contracts and non-equity options that qualify as Section 1256 contracts and are entered into by a Fund with respect to foreign currencies or foreign currency denominated debt instruments will be subject to the tax treatment generally applicable to Section 1256 contracts unless the Fund elects to have Section 988 apply to determine the character of gains and losses from all such regulated futures contracts and non-equity options held or later acquired by the Fund.

**Foreign Investments.** Income received by a Fund from sources within foreign countries (including, for example, dividends or interest on stock or securities of non-U.S. issuers) may be subject to withholding and other taxes imposed by such countries. Tax treaties between such countries and the U.S. may reduce or eliminate such taxes. If more than 50% of the value of a Fund's assets at the close of any taxable year consists of stock or securities of foreign corporations, which for this purpose may include obligations of foreign governmental issuers, the Fund may elect, for U.S. federal income tax purposes, to treat any foreign income or withholding taxes paid by the Fund as paid by its shareholders. For any year that a Fund is eligible for and makes such an election, each shareholder of that Fund will be required to include in income an amount equal to his or her allocable share of qualified foreign income taxes paid by the Fund, and shareholders will be entitled, subject to certain holding period requirements and other limitations, to credit their portions of these amounts against their U.S. federal income tax due, if any, or to deduct their portions from their U.S. taxable income, if any. No deductions for foreign taxes paid by a Fund may be claimed, however, by non-corporate shareholders who do not itemize deductions. No deduction for such taxes will be permitted to individuals in computing their alternative minimum tax liability. Foreign taxes paid by a Fund will reduce the return from the Fund's investments.

If a Fund holds shares in a passive foreign investment company (PFIC), it may be subject to U.S. federal income tax on a portion of any excess distribution or gain from the disposition of such shares even if such income is distributed as a taxable dividend by the Fund to its shareholders. Additional charges in the nature of interest may be imposed on the Fund in respect of deferred taxes arising from such distributions or gains.

A Fund may be eligible to treat a PFIC as a qualified electing fund under the Code in which case, in lieu of the foregoing requirements, such Fund will be required to include in income each year a portion of the ordinary earnings and net capital gains of the qualified electing fund, even if not distributed to the Fund, and such amounts will be subject to the 90% and excise tax distribution requirements described above. In order to make this election, a Fund would be required to obtain certain annual information from the PFICs in which it invests, which may be difficult or impossible to obtain. Alternatively, a Fund may make a mark-to-market election that will result in such Fund being treated as if it had sold and repurchased its PFIC stock at the end of each year. In such case, the Fund would report any gains resulting from such deemed sales as ordinary income and would deduct any losses resulting from such deemed sales as ordinary losses to the extent of previously recognized gains. The election must be made separately for each PFIC owned by the Fund and, once made, is effective for all subsequent taxable years, unless revoked with the consent of IRS. By making the election, a Fund could potentially ameliorate the adverse tax consequences with respect to its ownership of shares in a PFIC, but in any particular year may be required to recognize income in excess of the distributions it receives from PFICs and its proceeds from dispositions of PFIC stock. A Fund may have to distribute this excess income to satisfy the 90% distribution requirement and to avoid imposition of the 4% excise tax. In order to distribute this income and avoid a tax at the Fund level, a Fund might be required to liquidate portfolio securities that it might otherwise have continued to hold, potentially resulting in additional taxable gain or loss.

A U.S. person that owns (directly, indirectly or constructively) 10% or more of the total combined voting power of all classes of stock or 10% or more of the total value of shares of all classes of stock of a foreign corporation is a U.S. Shareholder for purposes of the Controlled Foreign Corporation (CFC) provisions of the Code. A foreign corporation is a CFC if, on any day of its taxable year, more than 50% of the voting power or value of its stock is owned (directly, indirectly or constructively) by U.S. Shareholders. If a Fund is a U.S. Shareholder of a CFC, the Fund will be required to include in its gross income for United States federal income tax purposes the CFC's subpart F income (described below), whether or not such income is distributed by the CFC. Subpart F income generally includes interest, original issue discount, dividends, net gains from the disposition of stocks or securities, receipts with respect to securities loans and net payments received with respect to equity swaps and similar derivatives. Subpart F income also includes the excess of gains over losses from transactions (including futures, forward and similar transactions) in any commodities. A Fund's recognition of subpart F income will increase a Fund's tax basis in the CFC. Distributions by a CFC to a Fund will be tax-free, to the extent of its previously undistributed subpart F income, and will correspondingly reduce the Fund's tax basis in the CFC. Subpart F income is generally treated as ordinary income, regardless of the character of the CFC's underlying income.

In general, each U.S. Shareholder is required to file IRS Form 5471 with its U.S. federal income tax (or information) returns providing information about its ownership of the CFC. In addition, a U.S. Shareholder may in certain circumstances be required to report a disposition of shares in the CFC by attaching IRS Form 5471 to its U.S. federal income tax (or information) return that it would normally file for the taxable year in which the disposition occurs. In general, these filing requirements will apply to investors of a Fund if the investor is a U.S. person who owns directly, indirectly or constructively (within the meaning of Sections 958(a) and (b) of the Code) 10% or more of the total combined voting power of all classes of voting stock or 10% or more of the total value of shares of all classes of stock of a foreign corporation that is a CFC for an uninterrupted period of thirty (30) days or more during any tax year of the foreign corporation, and who owned that stock on the last day of that year.

## Edgar Filing: WisdomTree Trust - Form 485BPOS

***Additional Tax Information Concerning REITs.*** Certain Funds may invest in entities treated as REITs for U.S. federal income tax purposes. A Fund's investments in REIT equity securities may at times result in the Fund's receipt of cash in excess of the REIT's earnings; if the Fund distributes these amounts, these distributions could constitute a return of capital to Fund shareholders for federal income tax purposes. Dividends received by a Fund from a REIT generally will not constitute qualified dividend income. The Tax Act



## Table of Contents

treats qualified REIT dividends (*i.e.*, ordinary REIT dividends other than capital gain dividends and portions of REIT dividends designated as qualified dividend income eligible for capital gain tax rates) as eligible for a 20% deduction by non-corporate taxpayers. This deduction, if allowed in full, equates to a maximum effective tax rate of 29.6% (37% top rate applied to income after 20% deduction). The Tax Act does not contain a provision permitting a RICs, such as a Fund, to pass the special character of this income through to their shareholders. Currently, direct investors in REITs will enjoy the lower rate, but investors in RICs that invest in such REITs will not. It is uncertain whether future technical corrections or administrative guidance will address this issue to enable the Funds to pass through the special character of qualified REIT dividends to shareholders.

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 ( TMPs ). Under certain Treasury guidance, a portion of a Fund's income from a REIT that is attributable to the REIT's residual interest in a REMIC or equity interests in a TMP (referred to in the Code 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 TMP 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, which otherwise might not be required to file a tax return, to file a tax return and pay tax on such income (see Taxes Tax-Exempt Shareholders below), and (iii) in the case of a foreign shareholder, will not qualify for any reduction in U.S. federal withholding tax. No Fund intends to invest a substantial portion of its assets in REITs which generate excess inclusion income.

**Tax-Exempt Shareholders.** Under current law, income of a RIC that would be treated as unrelated business taxable income ( UBTI ) if earned directly by a tax-exempt entity generally will not be attributed as UBTI to a tax-exempt entity that is a shareholder in the RIC. Notwithstanding this blocking effect, a tax-exempt shareholder could realize UBTI by virtue of its investment in a Fund if shares in that Fund constitute debt-financed property in the hands of the tax-exempt shareholder within the meaning of Code Section 514(b) or if the Fund invests in REITs that hold residual interests in REMICs. Under the Tax Act, tax-exempt entities are not permitted to offset losses from one trade or business against the income or gain of another trade or business. Certain net losses incurred prior to January 1, 2018 are permitted to offset gain and income created by an unrelated trade or business, if otherwise available.

A Fund's shares held in a tax-qualified retirement account will generally not be subject to federal taxation on income and capital gains distributions from the Fund until a shareholder begins receiving payments from their retirement account. Because each shareholder's tax situation is different, shareholders should consult their tax advisor about the tax implications of an investment in the Funds.

**Non-U.S. Shareholders.** In general, dividends other than Capital Gain Dividends paid by a Fund to a shareholder that is not a U.S. person within the meaning of the Code are subject to withholding of U.S. federal income tax at a rate of 30% (or lower applicable treaty rate) on distributions derived from taxable ordinary income. A Fund may, under certain circumstances, report all or a portion of a dividend as an interest related dividend or a short term capital gain dividend, which would generally be exempt from this 30% U.S. withholding tax, provided certain other requirements are met. Short term capital gain dividends received by a nonresident alien individual who is present in the U.S. for a period or periods aggregating 183 days or more during the taxable year are not exempt from this 30% withholding tax.

A beneficial holder of shares who is a non-U.S. person is not, in general, subject to U.S. federal income tax on gains (and is not allowed a U.S. income tax deduction for losses) realized on a sale of shares of a Fund or on Capital Gain Dividends unless (i) such gain or dividend is effectively connected with the conduct of a trade or business carried on by such holder within the United States or (ii) in the case of an individual holder, the holder is present in the United States for a period or periods aggregating 183 days or more during the year of the sale or the receipt of the Capital Gain Dividend and certain other conditions are met.

Unless certain non-U.S. entities that hold Fund Shares comply with IRS requirements that generally require them to report information regarding U.S. persons investing in, or holding accounts with, such entities, a 30% withholding tax may apply to Fund distributions payable to such entities and may apply to redemptions and certain capital gain dividends payable to such entities after December 31, 2018. A non-U.S. shareholder may be exempt from the withholding described in this paragraph under an applicable intergovernmental agreement between the U.S. and a foreign government, provided that the shareholder and the applicable foreign government comply with the terms of the agreement.

In order for a non-U.S. investor to qualify for an exemption from backup withholding, described above, the non-U.S. investor must comply with special certification and filing requirements. Non-U.S. investors in the Funds should consult their tax advisors in this regard. A beneficial holder of shares who is a non-U.S. person may be subject to state and local tax and to the U.S. federal estate tax in addition to the federal income tax consequences referred to above. If a shareholder is eligible for the benefits of a tax treaty, any income or gain effectively connected with a U.S. trade or business will generally be subject to U.S. federal income tax on a net basis only if it is also attributable to a permanent establishment

## Edgar Filing: WisdomTree Trust - Form 485BPOS

maintained by the shareholder in the United States.

***Creation and Redemption of Creation Units.*** An Authorized Participant having the U.S. dollar as its functional currency for U.S. federal income tax purposes that exchanges securities for Creation Units generally will recognize a gain or loss equal to the difference between (i) the sum of the market value of the Creation Units at the time of the exchange and any cash received by the Authorized

## Table of Contents

Participant in the exchange and (ii) the sum of the exchanger's aggregate basis in the securities or non-U.S. currency surrendered and any cash paid for such Creation Units. All or a portion of any gain or loss recognized by an Authorized Participant exchanging a currency other than its functional currency for Creation Units may be treated as ordinary income or loss. A person who redeems Creation Units will generally recognize a gain or loss equal to the difference between the exchanger's basis in the Creation Units and the sum of the aggregate U.S. dollar market value of any securities or non-U.S. currency received plus the amount of any cash received for such Creation Units. The IRS, however, may assert that a loss that is realized by an Authorized Participant upon an exchange of securities or non-U.S. currency for Creation Units may not be currently deducted, under the rules governing wash sales (for an Authorized Participant that does not mark-to-market its holdings), or on the basis that there has been no significant change in economic position. All or some portion of any capital gain or loss realized upon the creation of Creation Units in exchange for securities will generally be treated as long-term capital gain or loss if securities exchanged for such Creation Units have been held for more than one year.

Any capital gain or loss realized upon the redemption of Creation Units will generally be treated as long-term capital gain or loss if the Creation Units have been held for more than one year. Otherwise, such capital gains or losses will be treated as short-term capital gains or losses.

A person subject to U.S. federal income tax with the U.S. dollar as its functional currency for U.S. federal income tax purposes who receives non-U.S. currency upon a redemption of Creation Units and does not immediately convert the non-U.S. currency into U.S. dollars may, upon a later conversion of the non-U.S. currency into U.S. dollars, or upon the use of the non-U.S. currency to pay expenses or acquire assets, recognize as ordinary gains or losses any gains or losses resulting from fluctuations in the value of the non-U.S. currency relative to the U.S. dollar since the date of the redemption.

Persons exchanging securities or non-U.S. currency for Creation Units should consult their own tax advisors with respect to the tax treatment of any creation or redemption transaction and whether the wash sales rules apply and when a loss might be deductible.

**Section 351.** The Trust on behalf of each Fund has the right to reject an order for a purchase of shares of the Fund if the purchaser (or any 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 Code, 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.

**Certain Reporting Regulations.** Under U.S. Treasury regulations, generally, if a shareholder recognizes a loss of \$2 million or more for an individual shareholder or \$10 million or more for a corporate shareholder (or certain greater amounts over a combination of years), the shareholder must file with the IRS a disclosure statement on IRS Form 8886. Direct shareholders of portfolio securities are in many cases excepted from this reporting requirement, but under current guidance shareholders of a RIC are not excepted. Significant penalties may be imposed for the failure to comply with the reporting regulations. The fact that a loss is reportable under these regulations does not affect the legal determination of whether the taxpayer's treatment of the loss is proper. Shareholders should consult their tax advisors to determine the applicability of these regulations in light of their individual circumstances.

**Cost Basis Reporting.** The cost basis of shares acquired by purchase will generally be based on the amount paid for the shares and then may be subsequently adjusted for other applicable transactions as required by the Code. The difference between the selling price and the cost basis of shares generally determines the amount of the capital gain or loss realized on the sale or exchange of shares. Contact the broker through whom you purchased your shares to obtain information with respect to the available cost basis reporting methods and elections for your account.

**General Considerations.** The federal income tax discussion set forth above is for general information only. Prospective investors should consult their tax advisors regarding the specific federal income tax consequences of purchasing, holding and disposing of shares of the Funds, as well as the effect of state, local and foreign tax law and any proposed tax law changes.

### DETERMINATION OF NAV

The NAV of each Fund's shares is calculated each day a Fund is open for business as of the regularly scheduled close of regular trading on the New York Stock Exchange, normally 4:00 p.m. Eastern Time (the NAV Calculation Time). NAV per share is calculated by dividing a Fund's net assets by the number of Fund shares outstanding.

In calculating a Fund's NAV, each Fund generally values: (i) equity securities (including preferred stock) traded on any recognized U.S. or non-U.S. exchange at the last sale price or official closing price on the exchange or system on which they are principally traded; (ii) unlisted equity securities (including preferred stock) at the last quoted sale price or, if no sale price is available, at the mean between the highest bid and lowest ask price; and (iii) short-term debt securities with remaining maturities of 60 days or less at current market quotations or mean prices obtained from broker-dealers or independent pricing service providers. In addition, each Fund may invest in money market funds which are

## Edgar Filing: WisdomTree Trust - Form 485BPOS

valued at their NAV per share and affiliated ETFs which are valued at their last sale or official closing price on the exchange on which they are principally traded.

In certain instances, such as when reliable market valuations are not readily available or are not deemed to reflect current market values, a Fund's investments will be valued in accordance with the Fund's pricing policy and procedures. Securities that may be valued using fair value pricing may include, but are not limited to, securities for which there are no current market quotations or whose issuer is in default or bankruptcy, securities subject to corporate actions (such as mergers or reorganizations), securities subject to non-U.S. investment limits or currency controls, and securities affected by significant events. An example of a significant event is

---

## **Table of Contents**

an event occurring after the close of the market in which a security trades but before a Fund's next NAV Calculation Time that may materially affect the value of a Fund's investment (*e.g.*, government action, natural disaster, or significant market fluctuation). Price movements in U.S. markets that are deemed to affect the value of foreign securities, or reflect changes to the value of such securities, also may cause securities to be fair valued.

The sale price a Fund could receive for a security or other asset may differ from the Fund's valuation of the security or other asset and/or from the value used by its index (if applicable), particularly for securities or other assets that trade in low volume or volatile markets or that are valued using a fair value methodology. 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. In addition, particularly for a Fund holding foreign securities or assets, the value of the securities or other assets in such Fund's portfolio may change on days or during time periods when shareholders will not be able to purchase or sell a Fund's shares. As a result, the price received upon the sale of an investment may be less than the value ascribed by a Fund, and the Fund could realize a greater than expected loss or lesser than expected gain upon the sale of the investment. A Fund's ability to value its investment may also be impacted by technological issues, pricing methodology issues and/or errors by pricing services or other third-party service providers.

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**

The U.S. Total Dividend Fund, U.S. High Dividend Fund, U.S. Dividend ex-Financials Fund, U.S. LargeCap Dividend Fund, U.S. MidCap Dividend Fund, U.S. SmallCap Dividend Fund, U.S. Quality Dividend Growth Fund, and U.S. SmallCap Quality Dividend Growth Fund intend to pay out dividends on a monthly basis. The remaining Funds intend to pay out dividends, if any, on a quarterly basis but in any event no less frequently than annually. Nonetheless, a Fund might not make a dividend payment every quarter. Each Fund intends to distribute 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, 2018 and filed electronically with the SEC, 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.** Morgan, Lewis & Bockius LLP with offices located at 1111 Pennsylvania Avenue, NW, Washington, DC 20004, serves as legal 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 registered public accounting firm to the Trust.

**WIS-SAI-002-1018**

---

**Table of Contents**

**PART C. Other Information**

**Item 28. Exhibits**

- (a)(1) Trust Instrument of WisdomTree Trust (the Trust or the Registrant ) dated December 15, 2005 is incorporated herein by reference to Exhibit (a) of the Registrant's Initial Registration Statement on Form N-1A, as filed with the U.S. Securities Exchange Commission (the SEC ) on March 13, 2006.
- (2) Schedule A, as last revised July 30, 2018, to the Trust Instrument dated December 15, 2005 is incorporated herein by reference to Exhibit (a)(2) of the Registrant's Post-Effective Amendment No. 635 filing, as filed with the SEC on July 30, 2018.
- (3) Revised Schedule A, reflecting the addition of WisdomTree Yield Enhanced Global Aggregate Bond Fund, WisdomTree Yield Enhanced International Aggregate Bond Fund, WisdomTree Emerging Markets PutWrite Strategy Fund, WisdomTree International PutWrite Strategy Fund, WisdomTree Long-Term Treasury PutWrite Strategy Fund, and WisdomTree High Yield Corporate Bond PutWrite Strategy Fund to the Trust Instrument dated December 15, 2005, to be filed by amendment.
- (4) Certificate of Trust, as filed with the State of Delaware on December 15, 2005, is incorporated herein by reference to Exhibit (a)(2) of the Registrant's Initial Registration Statement on Form N-1A, as filed with the SEC on March 13, 2006.
- (b) Registrant's By-Laws, as amended June 16, 2016, are incorporated herein by reference to Exhibit (b) of the Registrant's Post-Effective Amendment No. 563 filing, as filed with the SEC on July 28, 2016.
- (c) Portions of the Registrant's Trust Instrument and By-Laws defining the rights of holders of shares of the Registrant are incorporated herein by reference 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 dated December 15, 2005, filed as Exhibit (a)(1) to the Registrant's Initial Registration Statement on Form N-1A, as filed with the SEC on March 13, 2006; and to Articles I, V, and VI of the Registrant's By-Laws, filed as Exhibit (b) to the Registrant's Initial Registration Statement on Form N-1A, as filed with SEC on March 13, 2006.
- (d)(1) Investment Advisory Agreement dated November 20, 2012 between the Registrant and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (d)(1) of the Registrant's Post-Effective Amendment No. 142 filing, as filed with the SEC on December 28, 2012.
- (2) Schedule A, dated January 31, 2013 as updated December 18, 2017, to the Investment Advisory Agreement dated November 20, 2012 between the Registrant and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (d)(2) of the Registrant's Post-Effective Amendment No. 641 filing, as filed with the SEC on September 19, 2018.
- (3) Investment Advisory Agreement dated March 26, 2013 between the Registrant and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (d)(3) of the Registrant's Post-Effective Amendment No. 198 filing, as filed with the SEC on July 29, 2013.
- (4) Schedule A, as last amended July 30, 2018, to the Investment Advisory Agreement dated March 26, 2013 between the Registrant and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (d)(4) of the Registrant's Post-Effective Amendment No. 641 filing, as filed with the SEC on September 19, 2018.

Edgar Filing: WisdomTree Trust - Form 485BPOS

- (5) Revised Schedule A to the Investment Advisory Agreement dated March 26, 2013 between the Registrant and WisdomTree Asset Management, Inc., reflecting the addition of WisdomTree Yield Enhanced Global Aggregate Bond Fund, WisdomTree Yield Enhanced International Aggregate Bond Fund, WisdomTree Emerging Markets PutWrite Strategy Fund, WisdomTree International PutWrite Strategy Fund, WisdomTree Long-Term Treasury PutWrite Strategy Fund, and WisdomTree High Yield Corporate Bond PutWrite Strategy Fund, to be filed by amendment.
- (6) Amended and Restated Sub-Advisory Agreement dated January 1, 2013 between WisdomTree Asset Management, Inc. and BNY Mellon Asset Management North America Corporation (formerly known as Mellon Capital Management Corporation) is incorporated herein by reference to Exhibit (d)(6) of the Registrant's Post-Effective Amendment No. 144 filing, as filed with the SEC on January 11, 2013.

**Table of Contents**

- (7) Appendix A, as last amended June 23, 2017, to the Amended and Restated Sub-Advisory Agreement dated January 1, 2013 between WisdomTree Asset Management, Inc. and BNY Mellon Asset Management North America Corporation (formerly known as Mellon Capital Management Corporation) is incorporated herein by reference to Exhibit (d)(12) of the Registrant's Post-Effective Amendment No. 592 filing, as filed with the SEC on June 26, 2017.
- (8) Sub-Advisory Agreement dated April 4, 2016 between WisdomTree Asset Management, Inc. and Voya Investment Management Co., LLC is incorporated herein by reference to Exhibit (d)(10) of the Registrant's Post-Effective Amendment No. 541 filing, as filed with the SEC on April 14, 2016.
- (9) Amendment dated August 15, 2017 to the Sub-Advisory Agreement dated April 4, 2017 between WisdomTree Asset Management, Inc., and Voya Investment Management Co., LLC is incorporated herein by reference to Exhibit (d)(9) of the Registrant's Post-Effective Amendment No. 612 filing, as filed with the SEC on December 21, 2017.
- (10) Sub-Advisory Agreement between WisdomTree Asset Management, Inc., on behalf of the WisdomTree ICBCCS S&P China 500 Fund, and ICBC Credit Suisse Asset Management (International) Company Limited is incorporated herein by reference to Exhibit (d)(10) of the Registrant's Post-Effective Amendment No. 610 filing, as filed with the SEC on December 18, 2017.
- (11) Sub-Advisory Agreement between WisdomTree Asset Management, Inc., on behalf of the WisdomTree 90/60 U.S. Balanced Fund, and BNY Mellon Asset Management North America Corporation, is incorporated herein by reference to Exhibit (d)(11) of the Registrant's Post-Effective No. 625, as filed with the SEC on June 29, 2018.
- (12) Sub-Advisory Agreement between WisdomTree Asset Management, Inc., on behalf of the WisdomTree Emerging Markets Multifactor Fund, and BNY Mellon Asset Management North America Corporation is incorporated herein by reference to Exhibit (d)(12) of the Registrant's Post-Effective Amendment No. 635 filing, as filed with the SEC on July 30, 2018.
- (13) Sub-Advisory Agreement between WisdomTree Asset Management, Inc., on behalf of the WisdomTree International Multifactor Fund, and BNY Mellon Asset Management North America Corporation is incorporated herein by reference to Exhibit (d)(13) of the Registrant's Post-Effective Amendment No. 636 filing, as filed with the SEC on July 30, 2018.
- (14) Sub-Advisory Agreement between WisdomTree Asset Management, Inc., on behalf of the WisdomTree Yield Enhanced Global Aggregate Bond Fund, and [SUB-ADVISER], to be filed by amendment.
- (15) Sub-Advisory Agreement between WisdomTree Asset Management, Inc., on behalf of the WisdomTree Yield Enhanced International Aggregate Bond Fund, and [SUB-ADVISER], to be filed by amendment.
- (16) Sub-Advisory Agreement between WisdomTree Asset Management, Inc., on behalf of the WisdomTree Emerging Markets PutWrite Strategy Fund, and [SUB-ADVISER], to be filed by amendment.
- (17) Sub-Advisory Agreement between WisdomTree Asset Management, Inc., on behalf of the WisdomTree International PutWrite Strategy Fund, and [SUB-ADVISER], to be filed by amendment.
- (18) Sub-Advisory Agreement between WisdomTree Asset Management, Inc., on behalf of the WisdomTree Long-Term Treasury PutWrite Strategy Fund, and [SUB-ADVISER], to be filed by amendment.
- (19) Sub-Advisory Agreement between WisdomTree Asset Management, Inc., on behalf of the WisdomTree High Yield Corporate Bond PutWrite Strategy Fund, and [SUB-ADVISER], to be filed by amendment.
- (20)



## Edgar Filing: WisdomTree Trust - Form 485BPOS

Investment Advisory Agreement dated February 14, 2008 between WisdomTree Asset Management, Inc. and WisdomTree India Investment Portfolio, Inc. is incorporated herein by reference to Exhibit (d)(7) of the Registrant's Post-Effective Amendment No. 14 filing, as filed with the SEC on April 4, 2008.

- (21) Form of Sub-Advisory Agreement dated November 20, 2012 between WisdomTree Asset Management, Inc., on behalf of the WisdomTree India Investment Portfolio Inc., and BNY Mellon Asset Management North America Corporation (formerly known as Mellon Capital Management Corporation) is incorporated herein by reference to Exhibit (d)(10) of the Registrant's Post-Effective Amendment No. 142 filing, as filed with the SEC on December 28, 2012.

**Table of Contents**

- (22) Fee Waiver Agreement dated May 10, 2017 between the Registrant, on behalf of the WisdomTree Yield Enhanced U.S. Short-Term Aggregate Bond Fund, and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (d)(23) of the Registrant's Post-Effective Amendment No. 587 filing, as filed with the SEC on May 11, 2017.
- (23) Fee Waiver Agreement dated October 23, 2017 between the Registrant, on behalf of the WisdomTree CBOE Russell 2000 PutWrite Strategy Fund, and WisdomTree Asset Management, Inc., is incorporated herein by reference to Exhibit (d)(27) of the Registrant's Post-Effective Amendment No. 603 filing, as filed with the SEC on October 23, 2017.
- (24) Fee Waiver Agreement dated October 28, 2017 between the Registrant, on behalf of the WisdomTree Global Hedged SmallCap Dividend Fund, and WisdomTree Asset Management, Inc., is incorporated herein by reference to Exhibit (d)(25) of the Registrant's Post-Effective Amendment No. 604 filing, as filed with the SEC on October 27, 2017.
- (25) Fee Waiver Agreement dated October 28, 2017 between the Registrant, on behalf of the WisdomTree Dynamic Currency Hedged International Quality Dividend Growth Fund, and WisdomTree Asset Management, Inc., is incorporated herein by reference to Exhibit (d)(26) of the Registrant's Post-Effective Amendment No. 604 filing, as filed with the SEC on October 27, 2017.
- (26) Fee Waiver Agreement dated October 28, 2017 between the Registrant, on behalf of the WisdomTree Fundamental U.S. Corporate Bond Fund, WisdomTree Fundamental U.S. Short-Term Corporate Bond Fund, WisdomTree Fundamental U.S. High Yield Corporate Bond Fund, WisdomTree Fundamental U.S. Short-Term High Yield Corporate Bond Fund, WisdomTree Dynamic Currency Hedged International SmallCap Equity Fund, WisdomTree Dynamic Currency Hedged International Equity Fund, WisdomTree Dynamic Currency Hedged Japan Equity Fund, WisdomTree Dynamic Currency Hedged Europe Equity Fund, WisdomTree Europe Domestic Economy Fund, WisdomTree Dynamic Bearish U.S. Equity Fund, and WisdomTree Dynamic Long/Short U.S. Equity Fund, and WisdomTree Asset Management, Inc., is incorporated herein by reference to Exhibit (d)(27) of the Registrant's Post-Effective Amendment No. 604 filing, as filed with the SEC on October 27, 2017.
- (27) Fee Waiver Agreement dated December 18, 2017 between the Registrant, on behalf of the WisdomTree Balanced Income Fund and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (d)(28) of the Registrant's Post-Effective Amendment No. 612 filing, as filed with the SEC on December 21, 2017.
- (28) Fee Waiver Agreement dated December 18, 2017 between the Registrant, on behalf of the WisdomTree Yield Enhanced U.S. Aggregate Bond Fund, WisdomTree CBOE S&P 500 PutWrite Strategy Fund, WisdomTree Floating Rate Treasury Fund and WisdomTree Managed Futures Strategy Fund, and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (d)(29) of the Registrant's Post-Effective Amendment No. 612 filing, as filed with the SEC on December 21, 2017.
- (29) Fee Waiver Agreement dated July 27, 2018 between the Registrant, on behalf of the WisdomTree International Quality Dividend Growth Fund, WisdomTree Japan Hedged Quality Dividend Growth Fund, WisdomTree International Hedged Quality Dividend Growth Fund, WisdomTree Emerging Markets Consumer Growth Fund, WisdomTree Emerging Markets Quality Dividend Growth Fund, WisdomTree Emerging Markets ex-State-Owned Enterprises Fund and WisdomTree China ex-State-Owned Enterprises Fund, and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (d)(25) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (e)(1) Distribution Agreement dated May 31, 2017 between the Registrant and Foreside Fund Services, LLC is incorporated herein by reference to Exhibit (e)(1) of the Registrant's Post-Effective Amendment No. 634

Edgar Filing: WisdomTree Trust - Form 485BPOS

filing, as filed with the SEC on July 27, 2018.

- (2) Exhibit A, dated July 30, 2018, to the Distribution Agreement dated May 31, 2017 between the Registrant and Foreside Fund Services, LLC is incorporated herein by reference to Exhibit (e)(2) of the Registrant's Post-Effective Amendment No. 635 filing, as filed with the SEC on July 30, 2018.

**Table of Contents**

- (3) Form of Authorized Participant Agreement is incorporated herein by reference to Exhibit (e)(2) of the Registrant's Initial Registration Statement on Form N-1A, as filed with the SEC on March 13, 2006.
- (f) Not applicable.
- (g)(1) Master Custodian Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company is incorporated herein by reference to Exhibit (g)(1) of the Registrant's Post-Effective Amendment No. 346 filing, as filed with the SEC on March 31, 2014.
- (2) Appendix A, as last revised July 30, 2018, to the Master Custodian Agreement, Administration Agreement and Transfer Agency Service Agreement, each dated September 27, 2013, between the Registrant and State Street Bank and Trust Company, is incorporated herein by reference to Exhibit (g)(2) of the Registrant's Post-Effective No. 625, as filed with the SEC on June 29, 2018.
- (3) Revised Appendix A, reflecting the addition of the WisdomTree Yield Enhanced Global Aggregate Bond Fund, WisdomTree Yield Enhanced International Aggregate Bond Fund, WisdomTree Emerging Markets PutWrite Strategy Fund, WisdomTree International PutWrite Strategy Fund, WisdomTree Long-Term Treasury PutWrite Strategy Fund, and WisdomTree High Yield Corporate Bond PutWrite Strategy Fund to the Master Custodian Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company, to be filed by amendment.
- (h)(1) Administration Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company is incorporated herein by reference to Exhibit (h)(1) of the Registrant's Post-Effective Amendment No. 346 filing, as filed with the SEC on March 31, 2014.
- (2) Transfer Agency and Service Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company is incorporated herein by reference to Exhibit (h)(5) of the Registrant's Post-Effective Amendment No. 346 filing, as filed with the SEC on March 31, 2014.
- (3) Schedule A, as last revised July 30, 2018, to the Administration Agreement and Transfer Agency and Service Agreement, each dated September 27, 2013, between the Registrant and State Street Bank and Trust Company, is incorporated herein by reference to Exhibit (h)(3) of the Registrant's Post-Effective No. 625, as filed with the SEC on June 29, 2018.
- (4) Revised Schedule A, reflecting the addition of the WisdomTree Yield Enhanced Global Aggregate Bond Fund, WisdomTree Yield Enhanced International Aggregate Bond Fund, WisdomTree Emerging Markets PutWrite Strategy Fund, WisdomTree International PutWrite Strategy Fund, WisdomTree Long-Term Treasury PutWrite Strategy Fund, and WisdomTree High Yield Corporate Bond PutWrite Strategy Fund to the Administration Agreement and Transfer Agency and Service Agreement, each dated September 27, 2013, between the Registrant and State Street Bank and Trust Company to be filed by amendment.
- (5) License Agreement dated March 21, 2006 between the Registrant and WisdomTree Investments, Inc. is incorporated herein by reference to Exhibit (h)(3) of the Registrant's Post-Effective Amendment No. 2 filing, as filed with the SEC on September 29, 2006.
- (6) Exhibit A, as last revised June 26, 2017, to the License Agreement dated March 21, 2006 between the Registrant and WisdomTree Investments, Inc. is incorporated herein by reference to Exhibit (h)(5) of the Registrant's Post-Effective Amendment No. 611 filing, as filed with the SEC on December 18, 2017.
- (7) Securities Lending Authorization Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company is incorporated herein by reference to Exhibit (h)(8) of the Registrant's Post-Effective Amendment No. 346 filing, as filed with the SEC on March 31, 2014.
- (8)

Edgar Filing: WisdomTree Trust - Form 485BPOS

Tenth Amendment dated November 3, 2016 to the Securities Lending Authorization Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company is incorporated herein by reference to Exhibit (h)(8) of the Registrant's Post-Effective Amendment No. 577 filing, as filed with the SEC on December 22, 2016.

- (9) Twelfth Amendment and revised Schedule B dated April 27, 2017 to the Securities Lending Authorization Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company is incorporated herein by reference to Exhibit (h)(9) of the Registrant's Post-Effective Amendment No. 596 filing, as filed with the SEC on July 28, 2017.

**Table of Contents**

- (10) Thirteenth Amendment and revised Schedule B dated October 23, 2017 to the Securities Lending Authorization Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company, is incorporated herein by reference to Exhibit (h)(10) of the Registrant's Post-Effective Amendment No. 616 filing, as filed with the SEC on February 20, 2018.
- (11) Fourteenth Amendment dated December 19, 2017 to the Securities Lending Authorization Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company, is incorporated herein by reference to Exhibit (h)(11) of the Registrant's Post-Effective Amendment No. 616 filing, as filed with the SEC on February 20, 2018.
- (12) Fifteenth Amendment and revised Schedule B dated January 29, 2018 to the Securities Lending Authorization Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company, reflecting the addition of the WisdomTree ICBCCS S&P China 500 Fund and WisdomTree Balanced Income Fund, is incorporated herein by reference to Exhibit (h)(12) of the Registrant's Post-Effective Amendment No. 616 filing, as filed with the SEC on February 20, 2018.
- (13) Sixteenth Amendment and revised Schedule B dated April 18, 2018 to the Securities Lending Authorization Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company, is incorporated herein by reference to Exhibit (h)(13) of the Registrant's Post-Effective Amendment No. 622 filing, as filed with the SEC on May 29, 2018.
- (14) Seventeenth Amendment and revised Schedule B dated August 1, 2018 to the Securities Lending Authorization Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company, reflecting the addition of the WisdomTree 90/60 U.S. Balanced Fund, WisdomTree Emerging Markets Multifactor Fund, and WisdomTree International Multifactor Fund is incorporated herein by reference to Exhibit (h)(14) of the Registrant's Post-Effective Amendment No. 641 filing, as filed with the SEC on September 19, 2018.
- (15) Amendment and revised Schedule B to the Securities Lending Authorization Agreement dated September 27, 2013 between the Registrant and State Street Bank and Trust Company, reflecting the addition of the WisdomTree Yield Enhanced Global Aggregate Bond Fund, WisdomTree Yield Enhanced International Aggregate Bond Fund, WisdomTree Emerging Markets PutWrite Strategy Fund, WisdomTree International PutWrite Strategy Fund, WisdomTree Long-Term Treasury PutWrite Strategy Fund, and WisdomTree High Yield Corporate Bond PutWrite Strategy Fund, to be filed by amendment.
- (16) Chief Compliance Officer Services Agreement dated October 1, 2009 between the Registrant and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (h)(10) of the Registrant's Post-Effective Amendment No. 27 filing, as filed with the SEC on October 15, 2009.
- (17) Exhibit C, as last revised July 30, 2018, to the Chief Compliance Officer Services Agreement dated October 1, 2009 between the Registrant and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (h)(17) of the Registrant's Post-Effective Amendment No. 635 filing, as filed with the SEC on July 30, 2018.
- (18) Revised Exhibit C, reflecting the addition of WisdomTree Yield Enhanced Global Aggregate Bond Fund, WisdomTree Yield Enhanced International Aggregate Bond Fund, WisdomTree Emerging Markets PutWrite Strategy Fund, WisdomTree International PutWrite Strategy Fund, WisdomTree Long-Term Treasury PutWrite Strategy Fund, and WisdomTree High Yield Corporate Bond PutWrite Strategy Fund to the Chief Compliance Officer Services Agreement dated October 1, 2009 between the Registrant and WisdomTree Asset Management, Inc., to be filed by amendment.
- (19)

Edgar Filing: WisdomTree Trust - Form 485BPOS

Fund Services Agreement dated June 15, 2009 between the Registrant and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (h)(11) of the Registrant's Post-Effective Amendment No. 131 filing, as filed with the SEC on September 10, 2012.

- (20) Exhibit A, as last revised July 30, 2018, to the Fund Services Agreement dated June 15, 2009 between the Registrant and WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (h)(20) of the Registrant's Post-Effective Amendment No. 635 filing, as filed with the SEC on July 30, 2018.

**Table of Contents**

- (21) Revised Exhibit A, reflecting the addition of WisdomTree Yield Enhanced Global Aggregate Bond Fund, WisdomTree Yield Enhanced International Aggregate Bond Fund, WisdomTree Emerging Markets PutWrite Strategy Fund, WisdomTree International PutWrite Strategy Fund, WisdomTree Long-Term Treasury PutWrite Strategy Fund, and WisdomTree High Yield Corporate Bond PutWrite Strategy Fund to the Fund Services Agreement dated June 15, 2009 between the Registrant and WisdomTree Asset Management, Inc., to be filed by amendment.
- (22) WisdomTree Rules-Based Earnings-Weighted Methodology, dated December 2017 is incorporated herein by reference to Exhibit (h)(22) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (23) WisdomTree Rules-Based Methodology (Domestic and International Dividend Indexes), dated April 2018 is incorporated herein by reference to Exhibit (h)(23) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (24) WisdomTree Rules-Based Methodology (Global Dividend Indexes), dated March 2018 is incorporated herein by reference to Exhibit (h)(24) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (25) WisdomTree Rules-Based Methodology (India Earnings Index), dated February 2017 is incorporated herein by reference to Exhibit (h)(25) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (26) WisdomTree Rules-Based Methodology (Global ex-US Quality Dividend Growth Index), dated September 2017 is incorporated herein by reference to Exhibit (h)(26) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (27) WisdomTree Rules-Based Methodology (Middle East and Saudi Arabia Dividend Index), dated September 2017 is incorporated herein by reference to Exhibit (h)(27) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (28) WisdomTree Rules-Based Methodology (Emerging Market Consumer Growth Index), dated October 2017 is incorporated herein by reference to Exhibit (h)(28) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (29) WisdomTree Rules-Based Methodology (Emerging Markets ex-State Owned Enterprises Index and China ex-State Owned Enterprises Index), dated August 2017 is incorporated herein by reference to Exhibit (h)(29) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (30) WisdomTree Rules-Based Methodology (Hedged and Unhedged Equity Indexes), dated April 2018 is incorporated herein by reference to Exhibit (h)(30) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (31) WisdomTree Rules-Based Methodology (Emerging Market Dividend Indexes), dated September 2017 is incorporated herein by reference to Exhibit (h)(31) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (32) WisdomTree Index Methodology (Japan Hedged Financials Index), dated April 2018 is incorporated herein by reference to Exhibit (h)(32) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (33) WisdomTree Index Methodology (Europe Domestic Economy Index), dated March 2017, is incorporated herein by reference to Exhibit (h)(33) of the Registrant's Post-Effective Amendment No. 585 filing, as filed with the SEC on April 6, 2017.



- (34) WisdomTree Index Methodology (Dynamic Long/Short U.S. Equity Index and Dynamic Bearish U.S. Equity Index), dated March 2017 is incorporated herein by reference to Exhibit (h)(34) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.

---

**Table of Contents**

- (35) WisdomTree Index Methodology (Dynamic Hedged/Unhedged Equity Indexes: Dynamic Currency Hedged International SmallCap Equity Index, Dynamic Currency Hedged International Equity Index, Dynamic Currency Hedged Japan Equity Index, Dynamic Currency Hedged Europe Equity Index, and Dynamic Currency Hedged International Quality Dividend Growth Index), dated June 2017 is incorporated herein by reference to Exhibit (h)(35) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (36) WisdomTree Index Methodology (Fundamental U.S. High Yield Corporate Bond Index Family: Fundamental U.S. High Yield Corporate Bond Index and Fundamental U.S. Short-term High Yield Corporate Bond Index), dated May 2016 is incorporated herein by reference to Exhibit (h)(36) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (37) WisdomTree Index Methodology (Fundamental U.S. Corporate Bond Index Family: Fundamental U.S. Corporate Bond Index and Fundamental U.S. Short-term Corporate Bond Index), is incorporated herein by reference to Exhibit (h)(37) of the Registrant's Post-Effective Amendment No. 541 filing, as filed with the SEC on April 14, 2016.
- (38) WisdomTree Rules-Based Methodology (Global ex-Mexico Equity Index), dated September 2017 is incorporated herein by reference to Exhibit (h)(38) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (39) WisdomTree Index Methodology (Managed Futures Index) is incorporated herein by reference to Exhibit (h)(38) of the Registrant's Post-Effective Amendment No. 577 filing, as filed with the SEC on December 22, 2016.
- (40) WisdomTree Index Methodology (U.S. Multifactor Index) is incorporated herein by reference to Exhibit (h)(41) of the Registrant's Post-Effective Amendment No. 592 filing, as filed with the SEC on June 26, 2017.
- (41) WisdomTree Index Methodology (WisdomTree Balanced Income Index) is incorporated herein by reference to Exhibit (h)(41) of the Registrant's Post-Effective Amendment No. 612 filing, as filed with the SEC on December 21, 2017.
- (i)(1) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree CBOE S&P 500 Put Write Strategy Fund, is incorporated herein by reference to Exhibit (i)(21) of the Registrant's Post-Effective Amendment No. 433 filing, as filed with the SEC on June 24, 2015.
- (2) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree International Hedged Equity Fund, is incorporated herein by reference to Exhibit (i)(22) of the Registrant's Post-Effective Amendment No. 434 filing, as filed with the SEC on June 24, 2015.
- (3) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree U.S. Equity Funds and WisdomTree International Equity Funds, is incorporated herein by reference to Exhibit (i)(10) of the Registrant's Post-Effective Amendment No. 445 filing, as filed with the SEC on July 29, 2015.
- (4) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Europe Domestic Economy Fund, is incorporated herein by reference to Exhibit (i)(13) of the Registrant's Post-Effective Amendment No. 474 filing, as filed with the SEC on October 23, 2015.
- (5) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Global SmallCap Dividend Fund, is incorporated herein by reference to Exhibit (i)(14) of the Registrant's Post-Effective Amendment No. 475 filing, as filed with the SEC on October 30, 2015.
- (6) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Global Hedged SmallCap Dividend Fund, is incorporated herein by reference to Exhibit (i)(15) of the Registrant's Post-Effective

Edgar Filing: WisdomTree Trust - Form 485BPOS

Amendment No. 476 filing, as filed with the SEC on November 2, 2015.

- (7) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Dynamic Long/Short U.S. Equity Fund, is incorporated herein by reference to Exhibit (i)(16) of the Registrant's Post-Effective Amendment No. 490 filing, as filed with the SEC on December 10, 2015.

---

**Table of Contents**

- (8) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Dynamic Bearish U.S. Equity Fund, is incorporated herein by reference to Exhibit (i)(17) of the Registrant's Post-Effective Amendment No. 491 filing, as filed with the SEC on December 10, 2015.
- (9) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Currency Income Funds, WisdomTree Fixed Income Funds, and WisdomTree Alternative Funds, is incorporated herein by reference to Exhibit (i)(15) of the Registrant's Post-Effective Amendment No. 497 filing, as filed with the SEC on December 16, 2015.
- (10) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Dynamic Currency Hedged International SmallCap Equity Fund, is incorporated herein by reference to Exhibit (i)(16) of the Registrant's Post-Effective Amendment No. 501 filing, as filed with the SEC on January 5, 2016.
- (11) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Dynamic Currency Hedged International Equity Fund, is incorporated herein by reference to Exhibit (i)(17) of the Registrant's Post-Effective Amendment No. 502 filing, as filed with the SEC on January 5, 2016.
- (12) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Dynamic Currency Hedged Japan Equity Fund, is incorporated herein by reference to Exhibit (i)(18) of the Registrant's Post-Effective Amendment No. 503 filing, as filed with the SEC on January 5, 2016.
- (13) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Dynamic Currency Hedged Europe Equity Fund, is incorporated herein by reference to Exhibit (i)(19) of the Registrant's Post-Effective Amendment No. 504 filing, as filed with the SEC on January 5, 2016.
- (14) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree International Quality Dividend Growth Fund, is incorporated herein by reference to Exhibit (i)(20) of the Registrant's Post-Effective Amendment No. 539 filing, as filed with the SEC on April 4, 2016.
- (15) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Emerging Markets Dividend Fund, is incorporated herein by reference to Exhibit (i)(21) of the Registrant's Post-Effective Amendment No. 540 filing, as filed with the SEC on April 4, 2016.
- (16) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Fundamental U.S. Corporate Bond Fund, is incorporated herein by reference to Exhibit (i)(22) of the Registrant's Post-Effective Amendment No. 541 filing, as filed with the SEC on April 14, 2016.
- (17) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Fundamental U.S. Short-Term Corporate Bond Fund, is incorporated herein by reference to Exhibit (i)(23) of the Registrant's Post-Effective Amendment No. 542 filing, as filed with the SEC on April 14, 2016.
- (18) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Fundamental U.S. High Yield Corporate Bond Fund, is incorporated herein by reference to Exhibit (i)(24) of the Registrant's Post-Effective Amendment No. 543 filing, as filed with the SEC on April 14, 2016.
- (19) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Fundamental U.S. Short-Term High Yield Corporate Bond Fund, is incorporated herein by reference to Exhibit (i)(25) of the Registrant's Post-Effective Amendment No. 544 filing, as filed with the SEC on April 14, 2016.
- (20) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Global ex-Mexico Equity Fund, is incorporated herein by reference to Exhibit (i)(28) of the Registrant's Post-Effective Amendment No. 561 filing, as filed with the SEC on June 24, 2016.
- (21)

Edgar Filing: WisdomTree Trust - Form 485BPOS

Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Dynamic Currency Hedged International Quality Dividend Growth Fund, is incorporated herein by reference to Exhibit (i)(30) of the Registrant's Post-Effective Amendment No. 571 filing, as filed with the SEC on October 28, 2016.

- (22) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Yield Enhanced U.S. Short-Term Aggregate Bond Fund LLC is incorporated herein by reference to Exhibit (i)(31) of the Registrant's Post-Effective Amendment No. 587 filing, as filed with the SEC on May 11, 2017.

**Table of Contents**

- (23) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree U.S. Multifactor Fund, is incorporated herein by reference to Exhibit (i)(32) of the Registrant's Post-Effective Amendment No. 592 filing, as filed with the SEC on June 26, 2017.
- (24) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree CBOE Russell 2000 PutWrite Strategy Fund, is incorporated herein by reference to Exhibit (i)(32) of the Registrant's Post-Effective Amendment No. 603 filing, as filed with the SEC on October 23, 2017.
- (25) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree ICBCCS S&P China 500 Fund is incorporated herein by reference to Exhibit (i)(31) of the Registrant's Post-Effective Amendment No. 610 filing, as filed with the SEC on December 18, 2017.
- (26) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Balanced Income Fund is incorporated herein by reference to Exhibit (i)(32) of the Registrant's Post-Effective Amendment No. 611 filing, as filed with the SEC on December 18, 2017.
- (27) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree 90/60 U.S. Balanced Fund, is incorporated herein by reference to Exhibit (i)(29) of the Registrant's Post-Effective No. 625, as filed with the SEC on June 29, 2018.
- (28) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Emerging Markets Multifactor Fund is incorporated herein by reference to Exhibit (i)(28) of the Registrant's Post-Effective Amendment No. 635 filing, as filed with the SEC on July 30, 2018.
- (29) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree International Multifactor Fund, is incorporated herein by reference to Exhibit (i)(29) of the Registrant's Post-Effective Amendment No. 636 filing, as filed with the SEC on July 30, 2018.
- (30) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Yield Enhanced Global Aggregate Bond Fund, to be filed by amendment.
- (31) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Yield Enhanced International Aggregate Bond Fund, to be filed by amendment.
- (32) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Emerging Markets PutWrite Strategy Fund, to be filed by amendment.
- (33) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree International PutWrite Strategy Fund, to be filed by amendment.
- (34) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree Long-Term Treasury PutWrite Strategy Fund, to be filed by amendment.
- (35) Opinion of counsel, Morgan, Lewis & Bockius LLP, relating to the WisdomTree High Yield Corporate Bond PutWrite Strategy Fund, to be filed by amendment.
- (j) Not applicable.
- (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 the Registrant's Pre-Effective Amendment No. 2 filing, as filed with the SEC on June 9, 2006.
- (m) Not applicable.

(n) Not applicable.

**Table of Contents**

- (o) Not applicable.
- (p)(1) Code of Ethics of the Registrant is incorporated herein by reference to Exhibit (p)(1) of the Registrant's Post-Effective Amendment No. 27 filing, as filed with the SEC on October 15, 2009.
- (2) Code of Ethics of WisdomTree Asset Management, Inc. is incorporated herein by reference to Exhibit (p)(2) of the Registrant's Post-Effective Amendment No. 124 filing, as filed with the SEC on July 27, 2012.
- (3) Code of Ethics of BNY Mellon Asset Management North America Corporation is incorporated herein by reference to Exhibit (p)(3) of the Registrant's Post-Effective Amendment No. 634 filing, as filed with the SEC on July 27, 2018.
- (4) Code of Ethics of Voya Investment Management Co., LLC is incorporated herein by reference to Exhibit (p)(5) of the Registrant's Post-Effective Amendment No. 541 filing, as filed with the SEC on April 14, 2016.
- (5) Code of Ethics of ICBC Credit Suisse Asset Management (International) Company Limited is incorporated herein by reference to Exhibit (p)(5) of the Registrant's Post-Effective Amendment No. 610 filing, as filed with the SEC on December 18, 2017.
- (6) Code of Ethics of [SUB-ADVISER], sub-adviser to the WisdomTree Yield Enhanced Global Aggregate Bond Fund, to be filed by amendment.
- (7) Code of Ethics of [SUB-ADVISER], sub-adviser to the WisdomTree Yield Enhanced International Aggregate Bond Fund, to be filed by amendment.
- (8) Code of Ethics of [SUB-ADVISER], sub-adviser to the WisdomTree Emerging Markets PutWrite Strategy Fund, to be filed by amendment.
- (9) Code of Ethics of [SUB-ADVISER], sub-adviser to the WisdomTree International PutWrite Strategy Fund, to be filed by amendment.
- (10) Code of Ethics of [SUB-ADVISER], sub-adviser to the WisdomTree Long-Term Treasury PutWrite Strategy Fund, to be filed by amendment.
- (11) Code of Ethics of [SUB-ADVISER], sub-adviser to the WisdomTree High Yield Corporate Bond PutWrite Strategy Fund, to be filed by amendment.
- (q)(1) Powers of Attorney dated June 13, 2017 for David Castano, David Chrencik, Joel Goldberg, Melinda Raso Kirstein, Toni Massaro, Jonathan Steinberg and Victor Ugolyn are incorporated herein by reference to Exhibit (q)(1) of the Registrant's Post-Effective Amendment No. 596 filing, as filed with the SEC on July 28, 2017.
- (2) Secretary's Certificate related to certain signatory authority is incorporated herein by reference to Exhibit (r) of the Registrant's Post-Effective Amendment No. 222 filing, as filed with the SEC on September 24, 2013.

**Item 29. Persons Controlled by or Under Common Control with the Registrant**

As of the date of this Registration Statement, the Registrant, through the Managed Futures Strategy Fund, owns 100% of the WisdomTree Managed Futures Portfolio I. WisdomTree Managed Futures Portfolio I is an exempted company organized under Cayman Islands law.

As of the date of this Registration Statement, the Registrant, through the WisdomTree India Earnings Fund, owns 100% of the WisdomTree India Investment Portfolio, Inc., an exempted company organized under the laws of the



Republic of Mauritius.

---

**Table of Contents**

**Item 30. 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 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 attorney's 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.

(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

---

**Table of Contents**

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 31. Business and Other Connections of the Investment Adviser**

WisdomTree Asset Management, Inc. ( "WTAM" ), 245 Park Avenue, 35th Floor, New York, NY 10167, a wholly-owned subsidiary of WisdomTree Investments, Inc., is a registered investment adviser and serves as investment adviser for each series of the Trust. 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 generally have substantial responsibilities (as noted below) as directors and/or officers of WisdomTree Investments, Inc., 245 Park Avenue, 35th Floor, New York, NY 10167. To the knowledge of the Registrant, except as set forth below or otherwise disclosed in the Prospectus or Statement of

## Edgar Filing: WisdomTree Trust - Form 485BPOS

Additional Information as noted above, 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.

		<b>Principal Business(es)</b>
<b>Name</b>	<b>Position with WTAM</b>	<b>During Last Two Fiscal Years</b>
Jonathan Steinberg	Chief Executive Officer, President, and Director	Dual officer/director of WisdomTree Investments, Inc.
Peter Ziemba	EVP Senior Advisor to the Chief Executive Officer, Chief Administrative Officer, and Director	Dual officer of WisdomTree Investments, Inc.
Amit Muni	Chief Financial Officer, EVP of Finance, and Director	Dual officer of WisdomTree Investments, Inc.

**Table of Contents**

		<b>Principal Business(es)</b>
<b>Name</b>	<b>Position with WTAM</b>	<b>During Last Two Fiscal Years</b>
Luciano Siracusano	Chief Investment Strategist and EVP of Sales	Dual officer of WisdomTree Investments, Inc.
Gregory Barton	EVP, Chief Legal Officer, Secretary, and Director	Dual officer of WisdomTree Investments, Inc.
Stuart Bell	EVP and Chief Operating Officer	Dual officer of WisdomTree Investments, Inc.
R. Jarrett Lilien	EVP and Head of Emerging Technologies	Dual officer of WisdomTree Investments, Inc.
Kurt MacAlpine	EVP and Global Head of Distribution	Dual officer of WisdomTree Investments, Inc.
Terry Feld	Chief Compliance Officer	None
Ryan Louvar	General Counsel	None

WTAM, with the approval of the Trust's Board of Trustees, selects the sub-adviser for each of the Trust's series, as applicable. Voya Investment Management Co., LLC serves as sub-adviser for the WisdomTree Fundamental U.S. Corporate Bond Fund, WisdomTree Fundamental U.S. Short-Term Corporate Bond Fund, WisdomTree Fundamental U.S. High Yield Corporate Bond Fund, WisdomTree Fundamental U.S. Short-Term High Yield Corporate Bond Fund, WisdomTree Yield Enhanced U.S. Short-Term Aggregate Bond Fund and WisdomTree Emerging Markets Corporate Bond Fund. ICBC Credit Suisse Asset Management (International) Company Limited serves as sub-adviser for the WisdomTree ICBCCS S&P China 500 Fund. BNY Mellon Asset Management North America Corporation (formerly known as Mellon Capital Management Corporation) serves as sub-adviser for each other series of the Trust. To the knowledge of the Registrant, except as set forth below, none of the directors or executive officers of the sub-advisers 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.

**BNY Mellon Asset Management North America**

		<b>Principal Business(es)</b>
<b>Name</b>	<b>Position Held with BNY Mellon AMNA</b>	<b>During the Last Two Fiscal Years</b>
Thomas Loeb	Board of Directors & Chairman Emeritus	Dual officer of The Bank of New York
Linda Lillard	Executive Vice President, Chief Operating Officer, Board of Directors	Dual officer of The Bank of New York
Jeff Zhang	Executive Vice President, Chief Investment Officer – Multi-Asset and Multi-Factor and Index, Board of Directors	Dual officer of The Bank of New York, employee of The Dreyfus Corporation
Gregory Brisk	Board of Directors	Head of Investment Management Governance, BNY Mellon Investment Management

Edgar Filing: WisdomTree Trust - Form 485BPOS

Alexander Over	Board of Directors, Global Head of Distribution	Dual officer of The Bank of New York
Adam Joffe	Board of Directors, Chief Business Officer	Dual officer of The Bank of New York
Michael Germano	Board of Directors, Head of Strategy	International Strategy Group, The Bank of New York
David Leduc	Board of Directors, Chief Investment Officer Active Fixed Income	Dual officer of The Bank of New York
David Daglio	Board of Directors, Chief Investment Officer Active Equity	Dual officer of The Bank of New York
Jamie Lewin	Board of Directors	Manager Research, The Bank of New York

**Table of Contents**

Matthew Oomen	Board of Directors	IM EMEA Head of Distribution, Global Distribution Admin, The Bank of New York
Edward Ladd	Board of Directors	Director, Standish Mellon Asset Management
James Desmond Mac Intyre	President, Chief Executive Officer, Chairman of the Board of Directors	Head of Investment Process Oversight, Bridgewater Associates
Jennifer Cassedy	Chief Compliance Officer	Dual officer of The Bank of New York
John Shea	Chief Financial Officer	Finance, The Bank of New York
<b>Voya Investment Management Co., LLC</b>		

	<b>Position Held with Voya</b>	<b>Principal Business(es)</b>
<b>Name</b>	<b>Investment Management Co., LLC</b>	<b>During the Last Two Fiscal Years*</b>
Gerald Thomas Lins	Managing Director and General Counsel	Managing Director and General Counsel of VIM and VAAM.
Mark Donald Weber	Senior Managing Director	Director and Senior Managing Director of VIM; Senior Managing Director of VAAM.
Shaun Patrick Mathews	Senior Managing Director	Director and Senior Managing Director of VIM.
Christopher Francis Corapi	Chief Investment Officer of Equities and Senior Managing Director	Chief Investment Officer of Equities and Senior Managing Director of VAAM.
Christine Lynn Hurtsellers	Chief Executive Officer	Chief Investment Officer of Fixed Income & Proprietary Investments and Senior Managing Director of VIM; Chief Investment Officer of Fixed Income & Proprietary Investments and Senior Managing Director of VAAM.
Michael Bruce Pytosh	Co-Head of U.S. Equity Platform and Senior Managing Director	Co-Head of U.S. Equity Platform and Senior Managing Director of VIM; Co-Head of U.S. Equity Platform and Senior Managing Director of VAAM.
Paul Zemsky	Senior Managing Director	Senior Managing Director of VIM and VAAM.
Deborah Ann Hammalian	Senior Vice President and Chief Compliance Officer	Senior Vice President and Chief Compliance Officer of VIM and VAAM.
Amir Sahibzada	Chief Risk Officer and Managing Director	Chief Risk Officer of VIM and VAAM.
Michael Allyn Bell		



Edgar Filing: WisdomTree Trust - Form 485BPOS

Matthew Toms	Chief Financial Officer and Managing Director	Chief Financial Officer and Managing Director of VIM and VAAM.
	Chief Investment Officer of Fixed Income & Proprietary Investments and Senior Managing Director	Managing Director and Head of U.S. Public Investments

\* Voya Investment Management LLC ( VIM ), Voya Alternative Asset Management LLC ( VAAM ).

**Table of Contents**

**ICBC Credit Suisse Asset Management (International) Company Limited**

With respect to information regarding ICBC Credit Suisse Asset Management (International) Company Limited (the sub-adviser ), reference is hereby made to Management Sub-Adviser in the Prospectus. For information as to the business, profession, vocation or employment of a substantial nature of each of the officers and directors of the sub-adviser, reference is made to the current Form ADV of the sub-adviser filed under the Investment Advisers Act of 1940, incorporated herein by reference and the file numbers of which are as follows:

ICBC Credit Suisse Asset Management (International) Company Limited

File No. 801-107885

CRD No. 283218

*[Item 31 information for sub-adviser of WisdomTree Yield Enhanced Global Aggregate Bond Fund, WisdomTree Yield Enhanced International Aggregate Bond Fund, WisdomTree Emerging Markets PutWrite Strategy Fund, WisdomTree International PutWrite Strategy Fund, WisdomTree Long-Term Treasury PutWrite Strategy Fund, and WisdomTree High Yield Corporate Bond PutWrite Strategy Fund, to be filed by amendment].*

**Item 32. Foreside Fund Services, LLC**

(a) Foreside Fund Services, LLC (the Distributor ) serves as principal underwriter for the following investment companies registered under the Investment Company Act of 1940, as amended:

1. ABS Long/Short Strategies Fund
2. Absolute Shares Trust
3. AdvisorShares Trust
4. American Beacon Funds
5. American Beacon Select Funds
6. Archstone Alternative Solutions Fund
7. Ark ETF Trust

8. Avenue Mutual Funds Trust
9. BP Capital TwinLine Energy Fund, Series of Professionally Managed Portfolios
10. BP Capital TwinLine MLP Fund, Series of Professionally Managed Portfolios
11. Braddock Multi-Strategy Income Fund, Series of Investment Managers Series Trust
12. Bridgeway Funds, Inc.
13. Center Coast MLP & Infrastructure Fund
14. Center Coast MLP Focus Fund, Series of Investment Managers Series Trust
15. Context Capital Funds
16. CornerCap Group of Funds
17. Corsair Opportunity Fund
18. Direxion Shares ETF Trust
19. Eaton Vance NextShares Trust
20. Eaton Vance NextShares Trust II
21. EIP Investment Trust
22. Evanston Alternative Opportunities Fund
23. Exchange Listed Funds Trust (*f/k/a Exchange Traded Concepts Trust II*)
24. FEG Absolute Access Fund I LLC

25. FlexShares Trust
26. Forum Funds
27. Forum Funds II
28. FQF Trust
29. FSI Low Beta Absolute Return Fund
30. Guinness Atkinson Funds
31. Henderson Global Funds
32. Horizon Spin-off and Corporate Restructuring Fund, Series of Investment Managers Series Trust (*f/k/a Liberty Street Horizon Fund*)

**Table of Contents**

- 33. Horizons ETF Trust
- 34. Infinity Core Alternative Fund
- 35. Ironwood Institutional Multi-Strategy Fund LLC
- 36. Ironwood Multi-Strategy Fund LLC
- 37. John Hancock Exchange-Traded Fund Trust
- 38. Lyons Funds
- 39. Manor Investment Funds
- 40. Miller/Howard Funds Trust
- 41. Miller/Howard High Income Equity Fund
- 42. Moerus Worldwide Value Fund, Series of Northern Lights Fund Trust IV
- 43. Montage Managers Trust
- 44. Palmer Square Opportunistic Income Fund
- 45. PENN Capital Funds Trust
- 46. Performance Trust Mutual Funds, Series of Trust for Professional Managers
- 47. Pine Grove Alternative Institutional Fund
- 48. Plan Investment Fund, Inc.

49. PMC Funds, Series of Trust for Professional Managers
50. Quaker Investment Trust
51. Ramius Archview Credit and Distressed Feeder Fund
52. Ramius Archview Credit and Distressed Fund
53. Recon Capital Series Trust
54. Renaissance Capital Greenwich Funds
55. RMB Investors Trust (*f/k/a Burnham Investors Trust*)
56. Robinson Opportunistic Income Fund, Series of Investment Managers Series Trust
57. Robinson Tax Advantaged Income Fund, Series of Investment Managers Series Trust
58. Salient MF Trust
59. SharesPost 100 Fund
60. Sound Shore Fund, Inc.
61. Steben Alternative Investment Funds
62. Steben Select Multi-Strategy Fund
63. Strategy Shares
64. The 504 Fund (*f/k/a The Pennant 504 Fund*)
65. The Community Development Fund

66. Third Avenue Trust
67. Third Avenue Variable Series Trust
68. TIFF Investment Program
69. Turner Funds
70. U.S. Global Investors Funds
71. West Loop Realty Fund, Series of Investment Managers Series Trust (*f/k/a Chilton Realty Income & Growth Fund*)
72. Wintergreen Fund, Inc.
73. WisdomTree Trust

**Table of Contents**

- (b) The following are the Officers and Manager of the Distributor, the Registrant's underwriter. The Distributor's main business address is Three Canal Plaza, Suite 100, Portland, Maine 04101.

Name	Address	Position with Underwriter	Position with Registrant
Richard J. Berthy	Three Canal Plaza, Suite 100, Portland, ME 04101	President, Treasurer and Manager	President, Principal  Executive Officer
Mark A. Fairbanks	Three Canal Plaza, Suite 100, Portland, ME 04101	Vice President	None
Jennifer K. DiValerio	899 Cassatt Road, 400 Berwyn Park, Suite 110, Berwyn, PA 19312	Vice President	None
Nanette K. Chern	Three Canal Plaza, Suite 100, Portland, ME 04101	Vice President and Chief Compliance Officer	None
Jennifer E. Hoopes	Three Canal Plaza, Suite 100, Portland, ME 04101	Secretary	None

- (c) Not applicable.

**Item 33. 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 245 Park Avenue, 35th Floor, New York, NY 10167.
- (b) WTAM maintains all Records relating to its services as investment adviser to the Registrant at 245 Park Avenue, 35th Floor, New York, New York 10167.
- (c) BNY Mellon Asset Management North America Corporation (formerly known as Mellon Capital Management Corporation) maintains all Records relating to its services as sub-adviser at 50 Fremont Street, Suite 3900, San Francisco, California 94105.
- (d) Voya Investment Management Co., LLC maintains all Records relating to its services as sub-adviser at 230 Park Avenue New York, New York 10169.
- (e) ICBC Credit Suisse Asset Management (International) Co. Ltd. maintains all Records relating to its services as sub-adviser at Suite 801, 8/F, ICBC Tower, 3 Garden Road, Central, Hong Kong.



(f) Foreside Fund Services, LLC maintains all Records relating to its services as Distributor of the Registrant at Three Canal Plaza, Suite 100, Portland, Maine 04101.

(g) State Street Bank and Trust Company maintains all Records relating to its services as administrator, transfer agent and custodian of the Registrant at 1200 Crown Colony Drive, Quincy, Massachusetts 02189.

*[Location of Accounts and Records for WisdomTree Yield Enhanced Global Aggregate Bond Fund, WisdomTree Yield Enhanced International Aggregate Bond Fund, WisdomTree Emerging Markets PutWrite Strategy Fund, WisdomTree International PutWrite Strategy Fund, WisdomTree Long-Term Treasury PutWrite Strategy Fund, and WisdomTree High Yield Corporate Bond PutWrite Strategy Fund, to be filed by amendment].*

**Item 34. Management Services**

Not applicable.

**Item 35. Undertakings**

Not applicable.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant certifies that it meets all of the requirements for effectiveness of this Registration Statement under Rule 485(b) under the Securities Act and has duly caused this Post-Effective Amendment No. 650 to Registration Statement No. 333-132380 to be signed on its behalf by the undersigned, duly authorized, in the City of New York, State of New York, on the 19<sup>th</sup> day of October, 2018.

**WISDOMTREE TRUST**

(Registrant)

By: /s/ Jonathan Steinberg  
Jonathan Steinberg  
President (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 650 to the Registration Statement has been signed below by the following persons in the capacity and on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
/s/ Jonathan Steinberg Jonathan Steinberg	President (Principal Executive Officer) and Trustee	October 19, 2018
/s/ David Castano* David Castano	Treasurer (Principal Financial and Accounting Officer)	October 19, 2018
/s/ David Chrencik* David Chrencik	Trustee	October 19, 2018
/s/ Joel Goldberg* Joel Goldberg	Trustee	October 19, 2018
/s/ Toni Massaro* Toni Massaro	Trustee	October 19, 2018
/s/ Melinda Raso Kirstein* Melinda Raso Kirstein	Trustee	October 19, 2018

/s/ Victor Ugolyn\*

Trustee

October 19, 2018

Victor Ugolyn

\*By: /s/ Joanne Antico  
Joanne Antico  
(Attorney-in-Fact)