

Edgar Filing: WisdomTree Trust - Form 485APOS

WisdomTree Trust
Form 485APOS
April 30, 2008

As filed with the Securities and Exchange Commission on April 30, 2008

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 |X|
Pre-Effective Amendment No. _____ |_
Post-Effective Amendment No. 15 |X|

and/or

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940 |X|
Post-Effective Amendment No. 17 |X|

(Check appropriate box or boxes.)

WISDOMTREE TRUST
(Exact Name of Registrant as Specified in Charter)

380 Madison Avenue
21st Floor
New York, NY 10017

(Address of Principal Executive Offices) (Zip Code)
(Registrant's Telephone Number, including Area Code): 1-866-909-9973

JONATHAN STEINBERG
WISDOMTREE TRUST
380 Madison Avenue
21st Floor
New York, NY 10017

(Name and Address of Agent for Service)

Counsel for the Trust: Richard Morris, Esq.
Ropes & Gray LLP WisdomTree Asset Management, Inc.
1211 Avenue of the Americas 380 Madison Avenue, 21st Floor
New York, New York 10036 New York, NY 10017
Attention: Robert J. Borzone, Jr., Esq.

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

- Immediately upon filing pursuant to paragraph (b)
- On (date) pursuant to paragraph (b)
- 60 days after filing pursuant to paragraph (a) (1)
- On (date) pursuant to paragraph (a) (1)
- 75 days after filing pursuant to paragraph (a) (2)
- On (date) pursuant to paragraph (a) (2) 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.

Edgar Filing: WisdomTree Trust - Form 485APOS

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

SUBJECT TO COMPLETION
PRELIMINARY PROSPECTUS
Dated as of April 30, 2008

[WISDOMTREE LOGO]

PROSPECTUS
dated _____2008

WisdomTree (SM) Trust

WisdomTree Funds

WisdomTree LargeCap Growth Fund

WisdomTree International LargeCap Growth Fund

WisdomTree Middle East Dividend Fund

WisdomTree Global Dividend Fund

WisdomTree Global SmallCap Dividend Fund

WisdomTree Global Equity Income Fund

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

WisdomTree Trust

WisdomTree Trust (the "Trust") is a registered investment company that consists of separate investment portfolios called "Funds." Each Fund seeks investment results that closely correspond to the price and yield performance, before fees and expenses, of a particular index that defines a specific segment of the U.S. or international stock market. The indexes are created using proprietary methodologies developed by WisdomTree Investments, Inc. The Funds described in this Prospectus are listed in the Table of Contents.

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

Each Fund described in this Prospectus issues and redeems shares at NAV only in large blocks of shares, typically 50,000 shares or more ("Creation Units"). These transactions are usually in exchange for a basket of securities and an amount of cash. As a practical matter, only institutions or large investors

Edgar Filing: WisdomTree Trust - Form 485APOS

purchase or redeem Creation Units. Except when aggregated in Creation Units, shares of each Fund are not redeemable securities.

A NOTE TO RETAIL INVESTORS

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

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

WisdomTree Trust

Table of Contents

Overview

Investment Objective

Principal Investment Strategies

Principal Risk Factors Common to All Funds

Portfolio Holdings Information

WisdomTree Funds

WisdomTree LargeCap Growth Fund

WisdomTree International LargeCap Growth Fund

WisdomTree Middle East Dividend Fund

WisdomTree Global Dividend Fund

WisdomTree Global SmallCap Dividend Fund

WisdomTree Global Equity Income Fund

Management

Investment Adviser

Sub-Adviser

Portfolio Managers

Administrator, Custodian and Transfer Agent

Shareholder Information

Buying and Selling Shares

Share Trading Prices

Determination of Net Asset Value

Dividends and Distributions

Book Entry

Delivery of Shareholder Documents - Householding

Frequent Purchases and Redemptions of Fund Shares

Investments by Registered Investment Companies

Edgar Filing: WisdomTree Trust - Form 485APOS

Taxes

Taxes on Distributions
Taxes When Fund Shares are Sold
Taxes on Creation and Redemption of Creation Units
Creation and Redemption
Authorized Participants and the Continuous Offering of Shares
Creation and Redemption Transaction Fees for Creation Units
Distribution
Additional Notices
Financial Highlights

WisdomTree Trust Prospectus 1

Overview

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

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

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

Investment Objective

Each Fund seeks investment returns that closely correspond to the price and yield performance, before fees and expenses, of a particular index ("Index") developed by WisdomTree Investments. Each Index consists of securities in the market suggested by its name that meet specific criteria developed by WisdomTree Investments.

Principal Investment Strategies

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

Each Fund uses a "Representative Sampling" strategy in seeking to track the

Edgar Filing: WisdomTree Trust - Form 485APOS

performance of its Index. A Fund using a Representative Sampling strategy generally will invest in a sample of the securities in its Index whose risk, return and other characteristics closely resemble the risk, return and other characteristics of the Index as a whole.

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

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

WisdomTree Trust Prospectus 2

Principal Risk Factors Common to All Funds

Each Fund is subject to the principal risks described below. Certain additional risks associated with a Fund are discussed in the specific section describing that Fund. Some or all of these risks may adversely affect a Fund's NAV, trading price, yield, total return and/or its ability to meet its objectives.

Stock Market Risk

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

Investment Style Risk

The returns from the types of securities in which 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.

Interest Rate Risk

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

Investment Approach Risk

Each Fund invests in the securities included in, or representative of, its Index regardless of their investment merit. The Funds do not attempt to outperform their Indexes or take defensive positions in declining markets. As a result, each Fund's performance may be adversely affected by a general decline in the U.S. or foreign market segments relating to its Index.

Concentration Risk

Edgar Filing: WisdomTree Trust - Form 485APOS

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

WisdomTree Trust Prospectus 3

The Funds generally invest a relatively large percentage of their assets in securities in the Financial industry and therefore the performance of the Funds will be impacted by events affecting the Financial industry. This industry can be significantly affected by changes in interest rates, the rate of corporate and consumer debt defaulted, price competition, and the availability and cost of capital funds.

Non-Diversification Risk

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

Foreign Securities Risk

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

Emerging Markets Risk

Each Fund (except the WisdomTree LargeCap Growth Fund) invests all or a portion of its assets in securities listed and traded in emerging markets. Investing in securities listed and traded in emerging markets may be subject to additional risks associated with emerging market economies. Such risks may include: (i) greater market volatility, (ii) lower trading volume, (iii) greater social, political and economic uncertainty, (iv) governmental controls on foreign investments and limitations on repatriation of invested capital, (v) the risk that companies may be held to lower disclosure, corporate governance, auditing and financial reporting standards than companies in more developed markets, and (vi) the risk that there may be less protection of property rights than in other countries. Emerging markets are generally less liquid and less efficient than developed securities markets.

Edgar Filing: WisdomTree Trust - Form 485APOS

Currency Risk

Because a 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 a Fund's holdings goes up.

WisdomTree Trust Prospectus 4

Cash Redemption Risk

Unlike most ETFs, the WisdomTree Middle East Dividend Fund, (with respect to the portion of its assets invested in emerging markets) does not generally make in-kind redemptions because of the nature of its underlying investments. Similarly, the WisdomTree Global Dividend Fund, WisdomTree Global Equity Income Fund and WisdomTree Global SmallCap Dividend Fund intend to redeem that portion of their respective assets invested in certain emerging market securities for cash.

The Fund may be required to sell portfolio securities in order to obtain the cash needed to distribute redemption proceeds. This will generally cause the Fund to recognize a capital gain that it might not have incurred if it had made a redemption in-kind.

Issuer-Specific Risk

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

Non-Correlation Risk

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 not incurred by its Index. In addition, a Fund may not be fully invested in the securities of its Index at all times. The use of sampling techniques may affect a Fund's ability to achieve close correlation with its Index. A Fund using a Representative Sampling strategy generally can be expected to have a greater non-correlation risk.

Management Risk

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

Market Trading Risk

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

Lack of Market Liquidity

Edgar Filing: WisdomTree Trust - Form 485APOS

Trading of shares of a Fund on a stock exchange may be halted if exchange officials deem such action appropriate, if the Fund is delisted, or if the activation of marketwide "circuit breakers" halts stock trading generally. If a Fund's shares are delisted, the Fund may seek to list its shares

WisdomTree Trust Prospectus 5

on another market, merge with another ETF or traditional mutual fund, or redeem its shares at NAV. WisdomTree Asset Management believes that, under normal market conditions, large market price discounts or premiums to NAV will not be sustained because of arbitrage opportunities.

Shares of the 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 each Fund will approximate the respective Fund's NAV, there may be times when the market price and the NAV vary significantly. Thus, you may pay more than NAV when you buy shares of a Fund in the secondary market, and you may receive less than NAV when you sell those shares in the secondary market.

The market price of Fund shares during the trading day, like the price of any exchange-traded security, includes a "bid/ask" spread charged by the exchange specialist, market makers or other participants that trade the Fund shares. The bid/ask spread on ETF shares is likely to be larger on ETFs that are traded less frequently. In addition, in times of severe market disruption, the bid/ask spread can increase significantly. At those times, Fund shares are most likely to be traded at a discount to NAV, and the discount is likely to be greatest when the price of shares is falling fastest, which may be the time that you most want to sell your shares. WisdomTree Asset Management believes that, under normal market conditions, large market price discounts or premiums to NAV will not be sustained because of arbitrage opportunities.

Lack of Governmental Insurance or Guarantee

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

WisdomTree Trust Prospectus 6

WisdomTree Funds

- o WisdomTree LargeCap Growth Fund
- o WisdomTree International LargeCap Growth Fund
- o WisdomTree Middle East Dividend Fund
- o WisdomTree Global Dividend Fund
- o WisdomTree Global SmallCap Dividend Fund
- o WisdomTree Global Equity Income Fund

WisdomTree LargeCap Growth Fund

Fund Facts

Edgar Filing: WisdomTree Trust - Form 485APOS

Cusip Number:

o []

Exchange Trading Symbol:

o []

WisdomTree LargeCap Growth Fund

Investment Objective

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

Primary Investment Strategies

The Fund employs a "passive management" - or indexing - investment approach designed to track the performance of the WisdomTree LargeCap Growth Index. The Fund attempts to invest all, or substantially all, of its assets in the stocks that make up the Index. The Fund generally uses a Representative Sampling strategy to achieve its investment objective.

Index Description

The WisdomTree LargeCap Growth Index is a fundamentally weighted index that measures the performance of growth companies within the broad U.S. stock market. The Index consists of companies that: (i) are incorporated in the United States (including Puerto Rico); (ii) are listed on the New York Stock Exchange, American Stock Exchange, NASDAQ Global Select Market, or NASDAQ Global Market ("NASDAQ"); (iii) have a market capitalization of at least \$100 million as of the index measurement date; (iv) have an average daily dollar volume of at least \$200,000 for each of the six months prior to the index measurement date; (v) have a P/E ratio of at least 2 as of the index measurement date; (vi) have cumulative positive earnings in their prior four fiscal quarters and have posted year-over-year percentage change in earnings per share, book value per share, sales per share and stock price ("growth metrics"); (vii) rank as one of the 1000 largest companies in this group measured by market capitalization; (viii) rank within the top 30% of the 1000 companies that pass these selection requirements, based on four growth metrics which include: annual earnings per share growth; annual sales per share growth; annual book value per share growth; annual stock price growth. Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the index measurement date. For these purposes, "earnings" are determined using a company's reported net income, excluding special items, applicable to common shareholders over their four most recent fiscal quarters. The Index includes primarily large-capitalization securities and is, in this sense, an earnings-weighted index for large-cap growth stocks in the U.S. market. As of March 31, 2008, approximately 80% of the capitalization of the Index consisted of companies with market capitalizations over \$10.0 billion.

WisdomTree Trust Prospectus 7

Primary Investment Risks

The following risks, in addition to the principal risk factors common to all

Edgar Filing: WisdomTree Trust - Form 485APOS

Funds, are risks that can significantly affect the Fund's performance.

- o Growth Investing. "Growth" stocks can react differently to issuer, political, market, and economic developments than the market as a whole and other types of stocks. "Growth" stocks tend to be more expensive relative to their earnings or assets compared to other types of stocks. As a result, "growth" stocks tend to be sensitive to changes in their earnings and more volatile than other types of stocks.
- o Mid-Capitalization Investing. The Fund invests a portion of its assets in securities of mid-capitalization companies. The securities of mid-capitalization companies may be subject to more unpredictable price changes than securities of larger companies or the market as a whole.
- o Technology Investing. The Fund invests a significant portion of its assets in one sector of the market and as such is particularly sensitive to risks to the Technology Sector. These risks include but are not limited to: worldwide economic growth, supply and demand for specific products and services, rapid technological developments, and government regulation.
- o Energy Investing. The Fund invests a significant portion of its assets in one sector of the market and as such is particularly sensitive to the Energy Sector. These risks include but are not limited to: economic growth, worldwide demand, political instability in the Middle East, and volatile oil prices.

WisdomTree Trust Prospectus 8

Performance Information

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

Fees and Expenses

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

Shareholder Fees (fees paid directly from your investment, but see the Creation Transaction Fees and Redemption Transaction Fees section below)	None

Annual Fund Operating Expenses (expenses deducted from Fund assets)	

Management Fees	0.____%

Distribution and/or Service (12b-1) Fees	None

Other Expenses (a)	0.00%

Total Annual Fund Operating Expenses	0.____%

Edgar Filing: WisdomTree Trust - Form 485APOS

(a) "Other Expenses" are based on estimated amounts for the current fiscal year. WisdomTree Asset Management receives a fee of up to 0.____% in exchange for providing certain non-advisory services to the Fund.

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

	1 Year	3 Years

	\$____	\$____

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

	1 Year	3 Years

	\$____	\$____

WisdomTree Trust Prospectus 9

WisdomTree Funds

- o WisdomTree LargeCap Growth Fund
- o WisdomTree International LargeCap Growth Fund
- o WisdomTree Middle East Dividend Fund
- o WisdomTree Global Dividend Fund
- o WisdomTree Global SmallCap Dividend Fund
- o WisdomTree Global Equity Income Fund

WisdomTree International LargeCap Growth Fund

Fund Facts

Cusip Number:

- o []

Exchange Trading Symbol:

- o []

WisdomTree International LargeCap Growth Fund

Edgar Filing: WisdomTree Trust - Form 485APOS

Investment Objective

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

Primary Investment Strategies

The Fund employs a "passive management" - or indexing - investment approach designed to track the performance of the WisdomTree International LargeCap Growth Index. The Fund attempts to invest all, or substantially all, of its assets in the stocks that make up the Index. The Fund generally uses a Representative Sampling strategy to achieve its investment objective.

Index Description

The WisdomTree International LargeCap Growth Index is a fundamentally weighted index that measures the performance of growth companies within emerging markets and developed markets outside the U.S. The Index consists of companies that are (i) eligible for inclusion in WisdomTree World ex-U.S. Index and that have paid regular cash dividends of at least \$5 million in the year prior to the index measurement date; (ii) have posted year-over-year percentage change in earnings per share, book value per share, sales per share and stock price ("growth metrics"); (iii) rank as one of the 1000 largest companies in this group measured by market capitalization; (iv) rank within the top 30% of the 1000 companies that pass these selection requirements, based on four growth metrics which include: annual earnings per share growth; annual sales per share growth; annual book value per share growth; annual stock price growth. Companies are weighted in the Index based on dividends paid in the annual cycle prior to the index measurement date. The Index includes primarily large-capitalization securities and is, in this sense, a dividend-weighted index for large-cap growth stocks in developed and emerging markets outside the United States. As of March 31, 2008, approximately 80% of the capitalization of the Index consisted of companies with market capitalizations over \$10.0 billion.

WisdomTree Trust Prospectus 10

Primary Investment Risks

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

- o Growth Investing. "Growth" stocks can react differently to issuer, political, market, and economic developments than the market as a whole and other types of stocks. "Growth" stocks tend to be more expensive relative to their earnings or assets compared to other types of stocks. As a result, "growth" stocks tend to be sensitive to changes in their earnings and more volatile than other types of stocks.
- o Mid-Capitalization Investing. The Fund invests a portion of its assets in securities of mid-capitalization companies. The securities of mid-capitalization companies may be subject to more unpredictable price changes than securities of larger companies or the market as a whole.
- o Basic Materials Risk. The Fund invests substantially all of its assets in one sector of the market and as such is particularly sensitive to the risks of the International Basic Materials Sector. These risks include but

Edgar Filing: WisdomTree Trust - Form 485APOS

are not limited to: commodity price volatility, sluggish demand for basic materials, world economic growth, product liability for environmental change, depletion of natural resources, technological progress, and government regulation.

- o Telecommunication Services Risk. The telecommunications market is characterized by increasing competition and regulation. Companies in the telecommunications sector need to commit substantial capital to meet increasing competition, particularly in formulating new products and services using new technology. Technological innovations may make the products and services of telecommunications companies obsolete.

WisdomTree Trust Prospectus 11

o Performance Information

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

Fees and Expenses

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

Shareholder Fees (fees paid directly from your investment, but see the Creation Transaction Fees and Redemption Transaction Fees section below)	None
Annual Fund Operating Expenses (expenses deducted from Fund assets)	
Management Fees	0.____%
Distribution and/or Service (12b-1) Fees	None
Other Expenses (a)	0.00%
Total Annual Fund Operating Expenses	0.____%

(a) "Other Expenses" are based on estimated amounts for the current fiscal year. WisdomTree Asset Management receives a fee of up to 0.____% in exchange for providing certain non-advisory services to the Fund.

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

Edgar Filing: WisdomTree Trust - Form 485APOS

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

	1 Year	3 Years
	\$___	\$___

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

	1 Year	3 Years
	\$___	\$___

WisdomTree Trust Prospectus 12

WisdomTree Funds

- o WisdomTree LargeCap Growth Fund
- o WisdomTree International LargeCap Growth Fund
- o WisdomTree Middle East Dividend Fund
- o WisdomTree Global Dividend Fund
- o WisdomTree Global SmallCap Dividend Fund
- o WisdomTree Global Equity Income Fund

WisdomTree Middle East Dividend Fund

Fund Facts

Cusip Number:

- o []

Exchange Trading Symbol:

- o []

WisdomTree Middle East Dividend Fund

Investment Objective

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

Primary Investment Strategies

The Fund employs a "passive management" - or indexing - investment approach designed to track the performance of the WisdomTree Middle East Dividend Index. The Fund attempts to invest all, or substantially all, of its assets in the stocks that make up the Index. The Fund generally uses a Representative Sampling

Edgar Filing: WisdomTree Trust - Form 485APOS

strategy to achieve its investment objective.

Index Description

The WisdomTree Middle East Dividend Index is a fundamentally weighted index that measures the performance of Middle East companies that pay regular cash dividends on shares of their common stock and that meet specified requirements as of the index measurement date. Companies eligible for inclusion in the Index must be incorporated in and have their shares listed on a major stock exchange in Bahrain, Dubai, Egypt, Jordan, Kuwait, Lebanon, Morocco, Oman, Qatar, United Arab Emirates. Companies must have paid at least \$5 million in cash dividends on their common stock in the 12 months prior to the most recent index measurement date.

WisdomTree Trust Prospectus 13

Companies are weighted in the Index based on regular cash dividends paid. The Index is composed of primarily mid capitalization stocks. As of March 31, 2008, approximately 54% of the index consisted of companies with a market capitalization between \$2 billion and \$10 billion.

Primary Investment Risks

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

- o Geographic Risk (Middle East). The Fund invests in Middle Eastern countries. Certain Middle Eastern markets are only in the earliest stages of development. There also may be a high concentration of market capitalization and trading volume in a small number of issuers representing a limited number of industries, as well as a high concentration of investors and financial intermediaries. Brokers in Middle Eastern countries typically are fewer in number and less well capitalized than brokers in the United States. Certain economies in the Middle Eastern countries depend to a significant degree upon exports of primary commodities such as oil. These economies therefore are vulnerable to changes in commodity prices, which in turn may be affected by a variety of factors. In addition, Middle Eastern governments have exercised and continue to exercise substantial influence over many aspects of the private sector. In certain cases, the government owns or controls many companies including the largest in the country. Accordingly, governmental actions in the future could have a significant effect on economic conditions in Middle Eastern countries. This could affect private sector companies and the Fund, as well as the value of securities in the Fund's portfolio. Further, substantial limitations may exist in certain Middle Eastern countries with respect to the Fund's ability to repatriate investment income or capital gains. The Fund could be adversely affected by delays in, or a refusal to grant, any required governmental approval for repatriation of capital, as well as by the application to the Fund of any restrictions on investment. Countries in the Middle East may be affected by political instability, war or the threat of war and regional instability.
- o Small and Mid-Capitalization Investing. The Fund invests a portion of its assets in securities of small- and mid-capitalization companies. The securities of small- and mid-capitalization companies may be subject to more unpredictable price changes than securities of larger companies or the market as a whole.
- o Telecommunication Services Risk. The telecommunications market is

Edgar Filing: WisdomTree Trust - Form 485APOS

characterized by increasing competition and regulation. Companies in the telecommunications sector need to commit substantial capital to meet increasing competition, particularly in formulating new products and services using new technology. Technological innovations may make the products and services of telecommunications companies obsolete.

WisdomTree Trust Prospectus 14

Performance Information

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

Fees and Expenses

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

Shareholder Fees (fees paid directly from your investment, but see the Creation Transaction Fees and Redemption Transaction Fees section below)	None

Annual Fund Operating Expenses (expenses deducted from Fund assets)	
Management Fees	0.____%
Distribution and/or Service (12b-1) Fees	None
Other Expenses (a)	0.00%
Total Annual Fund Operating Expenses	0.____%

(a) "Other Expenses" are based on estimated amounts for the current fiscal year. WisdomTree Asset Management receives a fee of up to 0.____% in exchange for providing certain non-advisory services to the Fund.

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

1 Year 3 Years

Edgar Filing: WisdomTree Trust - Form 485APOS

\$____ \$____

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

1 Year 3 Years

\$____ \$____

WisdomTree Trust Prospectus 15

WisdomTree Funds

- o WisdomTree LargeCap Growth Fund
- o WisdomTree International LargeCap Growth Fund
- o WisdomTree Middle East Dividend Fund
- o WisdomTree Global Dividend Fund
- o WisdomTree Global SmallCap Dividend Fund
- o WisdomTree Global Equity Income Fund

WisdomTree Global Dividend Fund

Fund Facts

Cusip Number:

- o []

Exchange Trading Symbol:

- o []

WisdomTree Global Dividend Fund

Investment Objective

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

Primary Investment Strategies

The Fund employs a "passive management" - or indexing - investment approach designed to track the performance of the WisdomTree Global Dividend Index. The Fund attempts to invest all, or substantially all, of its assets in the stocks that make up the Index. The Fund generally uses a Representative Sampling strategy to achieve its investment objective.

Index Description

The WisdomTree Global Dividend Index measures the performance of companies that pay regular cash dividends on shares of their common stock and that meet

Edgar Filing: WisdomTree Trust - Form 485APOS

specified requirements as of the index measurement date. The Index consists of companies selected for inclusion in the WisdomTree Dividend Index, which measures the performance of dividend-paying companies in the U.S., and the WisdomTree World ex-US Index, which measures the performance of dividend-paying companies in 22 developed and 19 emerging markets outside the U.S. Companies are weighted in the Index based on dividends paid in the annual cycle prior to the

WisdomTree Trust Prospectus 16

index measurement date. The Index includes large-capitalization, mid-capitalization and small-capitalization securities from 41 countries that meet the Index requirements and is, in this sense, a global stock market index. As of March 31, 2008, approximately 78% of the capitalization of the Index consisted of companies with market capitalizations over \$10 billion.

Primary Investment Risks

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

- o Geographic Concentration Risk. To the extent the Fund invests a significant portion of its assets in the securities 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 a Fund's performance. The Fund generally invests a relatively large percentage of its assets in companies organized in the United States.
- o Small and Mid-Capitalization Investing. The Fund invests a portion of its assets in securities of small- and mid-capitalization companies. The securities of small- and mid-capitalization companies may be subject to more unpredictable price changes than securities of larger companies or the market as a whole.

WisdomTree Trust Prospectus 17

Performance Information

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

Fees and Expenses

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

Shareholder Fees

(fees paid directly from your investment, but see the Creation Transaction Fees and Redemption Transaction Fees section below)

None

Edgar Filing: WisdomTree Trust - Form 485APOS

Annual Fund Operating Expenses (expenses deducted from Fund assets)	
Management Fees	0.____%
Distribution and/or Service (12b-1) Fees	None
Other Expenses (a)	0.00%
Total Annual Fund Operating Expenses	0.____%

(a) "Other Expenses" are based on estimated amounts for the current fiscal year. WisdomTree Asset Management receives a fee of up to 0.____% in exchange for providing certain non-advisory services to the Fund.

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

	1 Year	3 Years
	\$____	\$____

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

	1 Year	3 Years
	\$____	\$____

WisdomTree Trust Prospectus 18

WisdomTree Funds

- o WisdomTree LargeCap Growth Fund
- o WisdomTree International LargeCap Growth Fund
- o WisdomTree Middle East Dividend Fund
- o WisdomTree Global Dividend Fund
- o WisdomTree Global SmallCap Dividend Fund
- o WisdomTree Global Equity Income Fund

WisdomTree Global SmallCap Dividend Fund

Edgar Filing: WisdomTree Trust - Form 485APOS

Fund Facts

Cusip Number:

o []

Exchange Trading Symbol:

o []

WisdomTree Global SmallCap Dividend Fund

Investment Objective

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

Primary Investment Strategies

The Fund employs a "passive management" - or indexing - investment approach designed to track the performance of the WisdomTree Global SmallCap Dividend Index. The Fund attempts to invest all, or substantially all, of its assets in the stocks that make up the Index. The Fund generally uses a Representative Sampling strategy to achieve its investment objective.

Index Description

The WisdomTree Global SmallCap Dividend Index measures the performance of small-capitalization companies that qualify for inclusion in the WisdomTree Global Dividend Index that pay regular cash dividends on shares of common stock and meet specified requirements as of the index measurement date. The WisdomTree Global SmallCap Dividend Index comprises companies that rank within the bottom 5% of the WisdomTree Global Dividend Index by market capitalization. Companies are weighted in the Index based on dividends paid in the annual cycle prior to the index measurement date. The Index includes primarily small-capitalization securities.

WisdomTree Trust Prospectus 19

As of March 31, 2008, approximately 93% of the capitalization of the Index consisted of companies with market capitalizations less than \$2 billion.

Primary Investment Risks

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

- o **Geographic Concentration Risk.** To the extent the Fund invests a significant portion of its assets in the securities 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 a Fund's performance. The Fund generally invests a relatively large percentage of its assets in companies organized in the United States.

Edgar Filing: WisdomTree Trust - Form 485APOS

- o Small and Mid-Capitalization Investing. The Fund invests primarily in securities of small- and mid-capitalization companies. The securities of small- and mid-capitalization companies may be subject to more unpredictable price changes than securities of larger companies or the market as a whole.
- o Industrial Risk. The Fund invests substantially all of its assets in one sector of the market and as such is particularly sensitive to risks to the International Industrial sector. These risks include but are not limited to: worldwide economy growth, supply and demand for specific products and services, rapid technological developments, and government regulation.
- o Consumer Discretionary Concentration Risk. The consumer discretionary sector can be significantly affected by the performance of the overall economy, interest rates, competition, consumer confidence and spending, and changes in demographics and consumer tastes.

WisdomTree Trust Prospectus 20

Performance Information

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

Fees and Expenses

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

Shareholder Fees (fees paid directly from your investment, but see the Creation Transaction Fees and Redemption Transaction Fees section below)	None

Annual Fund Operating Expenses (expenses deducted from Fund assets)	

Management Fees	0.____%

Distribution and/or Service (12b-1) Fees	None

Other Expenses (a)	0.00%

Total Annual Fund Operating Expenses	0.____%

(a) "Other Expenses" are based on estimated amounts for the current fiscal year. WisdomTree Asset Management receives a fee of up to 0.____% in exchange for providing certain non-advisory services to the Fund.

The following example is intended to help retail investors compare the cost of investing in the Fund with the cost of investing in other funds. It illustrates the hypothetical expenses that such investors would incur over various periods if they invest \$10,000 in the Fund for the time periods indicated and then

Edgar Filing: WisdomTree Trust - Form 485APOS

redeemed all of the shares at the end of those periods. This example assumes that the Fund provides a return of 5% a year and that operating expenses remain the same. This example does not include the brokerage commission that retail investors will pay to buy and sell shares of the Fund. It also does not include the transaction fees on purchases and redemptions of Creation Units, because these fees will not be imposed on retail investors. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

	1 Year	3 Years
	\$___	\$___

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

	1 Year	3 Years
	\$___	\$___

WisdomTree Trust Prospectus 21

WisdomTree Funds

- o WisdomTree LargeCap Growth Fund
- o WisdomTree International LargeCap Growth Fund
- o WisdomTree Middle East Dividend Fund
- o WisdomTree Global Dividend Fund
- o WisdomTree Global SmallCap Dividend Fund
- o WisdomTree Global Equity Income Fund

WisdomTree Global Equity Income Fund

Fund Facts

Cusip Number:

- o []

Exchange Trading Symbol:

- o []

WisdomTree Global Equity Income Fund

Investment Objective

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

Primary Investment Strategies

Edgar Filing: WisdomTree Trust - Form 485APOS

The Fund employs a "passive management" - or indexing - investment approach designed to track the performance of the WisdomTree Global High-Yielding Index. The Fund attempts to invest all, or substantially all, of its assets in the stocks that make up the Index. The Fund generally uses a Representative Sampling strategy to achieve its investment objective.

Index Description

The WisdomTree Global High-Yielding Index comprises the top 30% of the companies ranked by dividend yield from a universe consisting of companies included in WisdomTree Global High-Yielding Index. Eligible companies must have a market capitalization of at least \$2 billion as of the index measurement date. The resulting universe of companies after the market cap screen is applied is ranked by dividend yield and the top 30% of companies are selected for inclusion in the Global Equity Income Index. Companies are weighted in the Index based on dividends paid in the annual cycle prior to the index measurement date. As of March 31, 2008, approximately 83% of the capitalization of the Index consisted of companies with market capitalizations of more than \$10 billion.

WisdomTree Trust Prospectus 22

Primary Investment Risks

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

- o Geographic Concentration Risk. To the extent the Fund invests a significant portion of its assets in the securities 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 a Fund's performance. The Fund generally invests a relatively large percentage of its assets in companies organized in _____.
- o Mid-Capitalization Investing. The Fund invests a portion of its assets in securities of mid-capitalization companies. The securities of mid-capitalization companies may be subject to more unpredictable price changes than securities of larger companies or the market as a whole.

WisdomTree Trust Prospectus 23

Performance Information

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

Fees and Expenses

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

Edgar Filing: WisdomTree Trust - Form 485APOS

Shareholder Fees (fees paid directly from your investment, but see the Creation Transaction Fees and Redemption Transaction Fees section below)	None
Annual Fund Operating Expenses (expenses deducted from Fund assets)	
Management Fees	0.____%
Distribution and/or Service (12b-1) Fees	None
Other Expenses (a)	0.00%
Total Annual Fund Operating Expenses	0.____%

(a) "Other Expenses" are based on estimated amounts for the current fiscal year. WisdomTree Asset Management receives a fee of up to 0.____% in exchange for providing certain non-advisory services to the Fund.

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

	1 Year	3 Years
	\$____	\$____

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

	1 Year	3 Years
	\$____	\$____

WisdomTree Trust Prospectus 24

Management

Investment Adviser

As investment adviser, WisdomTree Asset Management has overall responsibility for the general management and administration of the Trust. WisdomTree Asset Management provides an investment program for each Fund. WisdomTree Asset Management does not manage any other investment companies and has limited

Edgar Filing: WisdomTree Trust - Form 485APOS

experience as an investment adviser. WisdomTree Asset Management also arranges for sub-advisory, transfer agency, custody, fund administration, and all other non-distribution related services necessary for the Funds to operate.

Under the Investment Advisory Agreement for each Fund, WisdomTree Asset Management agrees to pay all expenses of the Trust, except compensation and expenses of the Independent Trustees, counsel to the Independent Trustees and the Trust's Chief Compliance Officer ("CCO"), interest expenses and taxes, brokerage expenses, and other expenses connected with the execution of portfolio transactions, any distribution fees or expenses, legal fees or expenses and extraordinary expenses. Pursuant to a separate contractual arrangement, with respect to each Fund, WisdomTree Asset Management arranges for the provision of CCO services and is liable and responsible for, and administers, payments to the CCO, the Independent Trustees and counsel to the Independent Trustees.

The basis for the Board of Trustees' approval of the Investment Advisory Agreement for the Funds will be available in the Trust's Annual Report to Shareholders for the period ending March 31, 2009.

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

Name of Fund	Management Fee
WisdomTree LargeCap Growth Fund	0.1%
WisdomTree International LargeCap Growth Fund	0.1%
WisdomTree Middle East Dividend Fund	0.1%
WisdomTree Global Dividend Fund	0.1%
WisdomTree Global SmallCap Dividend Fund	0.1%
WisdomTree Global Equity Income Fund	0.1%

WisdomTree Asset Management is a registered investment adviser with offices located at 380 Madison Avenue, 21st Floor, New York, NY 10017.

Sub-Adviser

Mellon Capital Management Corporation ("Mellon Capital") serves as the sub-adviser for the Funds. Mellon Capital is a leading innovator in the investment industry and manages global quantitative-based investment strategies for institutional and private investors with its principal office located at 50 Fremont Street, Suite 3900, San Francisco, CA 94105. As of February 29,

WisdomTree Trust Prospectus 25

2008, Mellon Capital had assets under management totaling approximately \$216 billion. Mellon Capital is a wholly-owned indirect subsidiary of The Bank of New York Mellon Corporation ("BNY Mellon"), a publicly traded financial holding company.

The Sub-Adviser chooses each Fund's portfolio investments and places orders to buy and sell the Fund's portfolio investments.

Edgar Filing: WisdomTree Trust - Form 485APOS

WisdomTree Asset Management pays the Sub-Adviser the fees indicated below for providing sub-advisory services to the Funds:

Domestic Funds:

o ___ basis points (0.__%) of the first \$___ million in combined daily net assets of the Domestic Funds; and

o ___ basis points (0.__%) of the combined daily net assets of the Domestic Funds in excess of \$___ million.

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

o ___ basis points (0.__%) of the first \$___million in the total daily net assets of all International Funds;

o ___ basis points (0.__%)of the next \$___ million in the total daily net assets of all International Funds;

o ___ basis points (0.__%) of the total daily net assets of all International Funds in excess of \$___ million; and

o ___ basis points (0.__%) of the total daily net assets of all International Funds in excess of \$___ billion.

Portfolio Managers

[To be provided]

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

WisdomTree Trust Prospectus 26

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

Portfolio Holdings Information

Information about each Fund's daily portfolio holdings is available at 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.

Edgar Filing: WisdomTree Trust - Form 485APOS

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

Administrator, Custodian and Transfer Agent

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

Shareholder Information

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

Buying and Selling Shares

Most investors will buy and sell shares of the Funds through brokers. Shares of the Funds trade on national securities exchanges 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 for each respective Fund in the section describing such Fund.

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

Share Trading Prices

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

WisdomTree Trust Prospectus 27

The approximate value of shares of each Fund is disseminated every fifteen seconds throughout the trading day by the national securities exchange on which such Fund is listed or by other information providers. This approximate value should not be viewed as a "real-time" update of the NAV, because the approximate value may not be calculated in the same manner as the NAV, which is computed once per day. The approximate value generally is determined by using current market quotations and/or price quotations obtained from broker-dealers that may trade in the portfolio securities held by the Funds. The Funds 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 New York Stock Exchange, generally 4:00 p.m. New York time (the "NAV Calculation Time"). NAV per share is calculated by dividing a Fund's net assets by the number of Fund shares outstanding.

Edgar Filing: WisdomTree Trust - Form 485APOS

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

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

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

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

Dividends and Distributions

Each Fund pays out dividends, if any, to investors at least annually. Each Fund distributes its net realized capital gains, if any, to investors annually. The Funds may occasionally be required to make supplemental distributions at some other time during the year. Distributions in cash may be reinvested automatically in additional whole shares only if the broker through whom you

WisdomTree Trust Prospectus 28

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

Edgar Filing: WisdomTree Trust - Form 485APOS

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

Since the Funds are ETFs, only a few institutional investors (known as "Authorized Participants") are authorized to purchase and redeem shares directly with the issuing Fund. Each Fund accommodates frequent purchases and redemptions of Creation Units by Authorized Participants and does not place a limit on purchases or redemptions of Creation Units by these investors. Each Fund reserves the right, but does not have the obligation, to reject any order at any time. Each Fund reserves the right to impose restrictions on disruptive, excessive, or short-term trading.

Purchases and redemptions of the WisdomTree LargeCap Growth Fund, WisdomTree International LargeCap Growth Fund, and WisdomTree Global SmallCap Dividend Fund's shares are generally effected on an in-kind basis. Since frequent in-kind purchases and redemptions of shares of a Fund do not disrupt portfolio management, increase the Funds' trading costs, lead to realization of capital gains or otherwise harm the Fund shareholders, the Board of Trustees has determined that it is not necessary to adopt policies and procedures to detect and deter frequent purchases and redemptions of Fund shares. The vast majority of trading in shares of the Funds occurs on national securities exchanges and does not directly involve the issuance or redemption of Fund shares. Because these trades do not involve the issuing Fund directly, they do not cause any of the harmful effects discussed above that may result from frequent cash trades. The WisdomTree Middle East Dividend Fund issues and redeems shares for cash, and the WisdomTree Global Dividend Fund, WisdomTree Global SmallCap Dividend Fund and WisdomTree Global Equity Income Fund generally issue and redeem shares in exchange for in-kind securities, and cash (with respect to the portion of its assets invested in emerging markets). These Funds monitor for excessive or short-term trading.

WisdomTree Trust Prospectus 29

Investments by Registered Investment Companies

Section 12(d)(1) of the Investment Company Act of 1940 restricts investments by registered 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 WisdomTree Trust, including that such investment companies enter into an

Edgar Filing: WisdomTree Trust - Form 485APOS

agreement with the Funds.

Taxes

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.

Each Fund intends to qualify each year as a RIC. A RIC is not subject to tax at the fund level on income and gains from investments that are distributed to shareholders. A Fund's failure to qualify as a RIC would result in Fund-level taxation, and consequently a reduction in income available for distribution to shareholders. Unless your investment in shares is made through a tax-exempt entity or tax-deferred retirement account, such as an individual retirement account, you need to be aware of the possible tax consequences when:

- o A Fund makes distributions,
- o You sell shares, and
- o 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. Taxes on distributions of capital gains are determined by how long a Fund owned the investments that generated them, rather than how long you have owned your Fund shares. Distributions of net capital gains (the excess of net long-term capital gains from the sale of investments that a Fund owned for more than one year over net short-term capital losses) that are properly designated as capital gain dividends ("Capital Gain Dividends") will be taxable as long-term capital gains. Long-term capital gain rates have been temporarily reduced - in general, to 15%, with lower rates applying to taxpayers in the 10% and 15% rate brackets - for taxable years beginning before January 1, 2011. Distributions of gains from the sale of investments that a Fund owned for one year or less will be taxable as ordinary income. For the taxable years beginning before January 1, 2011, distributions of investment income designated by a Fund as derived from "qualified dividend income" are taxed to individuals at rates applicable to long-term capital gain, provided holding period and other requirements are met at both the shareholder and the Fund level.

WisdomTree Trust Prospectus 30

In general, your distributions are subject to federal income tax for the year when they are paid. Certain distributions paid in January, however, may be treated as paid on December 31 of the prior year. Distributions are 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 interest 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. Since more than 50% of the total assets of each of WisdomTree International LargeCap Growth Fund, WisdomTree Middle East Dividend Fund, WisdomTree Global Dividend Fund, WisdomTree Global SmallCap Dividend Fund and WisdomTree Global Equity Income Fund will consist of foreign stocks or securities, those Funds intend to "pass through" to you certain foreign income

Edgar Filing: WisdomTree Trust - Form 485APOS

taxes (including withholding taxes) paid by those Funds. This means that you will be considered to have received as an additional dividend your share of such foreign taxes, but you may be entitled to either a corresponding tax deduction in calculating your taxable income, or, subject to certain limitations, a credit in calculating your federal income tax.

If you are neither a resident nor a citizen of the United States or if you are a foreign entity, dividends (other than Capital Gain Dividends) paid to you by the Funds will generally be subject to a 30% U.S. withholding tax, unless a lower treaty rate applies. Foreign persons should consult the SAI for further information.

The Funds (or financial intermediaries, such as brokers, through which a shareholder owns Fund shares) generally are required to withhold and 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.

Taxes When Fund Shares are Sold

Any capital gain or loss realized upon a sale of Fund shares is generally treated as a long-term gain or loss if the shares have been held 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 long-term capital loss to the extent that capital gain dividends were paid with respect to such shares. The ability to deduct capital losses may be limited.

WisdomTree Trust Prospectus 31

Taxes on Creation and Redemption of Creation Units

An Authorized Participant who exchanges securities for Creation Units generally will recognize a gain or a loss equal to the difference between the market value of the Creation Units at the time of the exchange and the sum of the exchanger's aggregate basis in the securities surrendered and the cash component paid. A person who redeems Creation Units for securities 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 market value of the securities and the amount of cash received for such Creation Units. The Internal Revenue Service, however, may assert that a loss realized upon an exchange of securities for Creation Units cannot be deducted currently under the rules governing "wash sales," or on the basis that there has been no significant change in economic position. Persons exchanging securities should consult their own tax advisor with respect to whether wash sale rules apply and when a loss might be deductible.

Any capital gain or loss realized upon a redemption (or creation) of Creation Units is generally treated as long-term capital gain or loss if the Fund shares (or securities surrendered) have been held for more than one year and as short-term capital gain or loss if the shares have been held for one year or less.

If you purchase or redeem Creation Units, you will be sent a confirmation statement showing how many shares you purchased or sold and at what price. Persons purchasing or redeeming Creation Units should consult their own tax advisors with respect to the tax treatment of any creation or redemption transaction.

Edgar Filing: WisdomTree Trust - Form 485APOS

Creation and Redemption

The shares that trade in the secondary market are "created" at NAV. Each Fund issues and redeems shares at NAV only in large blocks of shares, typically 50,000 shares or more ("Creation Units").

These transactions are usually in exchange for a basket of securities and an amount of cash. As a practical matter, only institutions or large investors purchase or redeem Creation Units. Each "creator" enters into an authorized participant agreement with the Distributor, and deposits into the applicable Fund a portfolio of securities closely approximating the holdings of the Fund and pays or receives a specified amount of cash ("Cash Component") equal to the difference between the NAV of a Creation Unit and the market value of the basket of securities in exchange for a specified number of Creation Units. Each "Business Day," prior to the opening of trading, the Fund will designate through the National Securities Clearing Corporation ("NSCC"), the names and number of shares of each security to be included in that day's basket. Each Fund reserves the right to accept a basket of securities or cash that differs from the published basket. A Fund will not issue fractional Creation Units.

Similarly, shares may be redeemed in a specified number of Creation Units in exchange for a designated basket of portfolio securities. Each Fund reserves the right to honor a redemption request by delivering a basket of securities or cash that differs from the published basket. The prices at which creations and redemptions occur are based on the next calculation of NAV after an order is received in proper form as described in the Participant Agreement.

WisdomTree Trust Prospectus 32

The WisdomTree LargeCap Growth Fund and WisdomTree International LargeCap Growth Fund generally issue and redeem shares on an in-kind basis. The WisdomTree Middle East Dividend Fund issues and redeems shares for cash, and the WisdomTree Global Dividend Fund, WisdomTree Global SmallCap Dividend Fund and WisdomTree Global Equity Income Fund issue and redeem shares in exchange for in-kind securities and cash (with respect to the portion of its assets invested in emerging markets).

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

Authorized Participants and the Continuous Offering of Shares

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

Broker-dealers should also note that dealers who are not "underwriters," but are participating in a distribution (as contrasted to ordinary secondary transactions), and thus dealing with shares that are part of an "unsold

Edgar Filing: WisdomTree Trust - Form 485APOS

allotment" within the meaning of Section 4(3)(C) of the Securities Act, would be unable to take advantage of the prospectus delivery exemption provided by Section 4(3) of the Securities Act. For delivery of prospectuses to exchange members, the prospectus delivery mechanism of Rule 153 under the Securities Act is only available with respect to transactions on a national securities exchange.

Creation and Redemption Transaction Fees for Creation Units

Each Fund may impose a creation transaction fee and a redemption transaction fee to offset transfer and other transaction costs associated with the issuance and redemption of Creation Units of shares. The standard creation and redemption transaction fees are listed below. The standard creation transaction fee is charged to each purchaser on the day such purchaser creates a Creation Unit. The fee is a single charge and will be the amount indicated below regardless of the number of Creation Units purchased by an investor on the same day. Similarly, the standard redemption transaction fee will be the amount indicated regardless of the number of Creation Units redeemed that day. Purchasers and redeemers of Creation Units for cash (when cash creations and redemptions are permitted) will also be subject to an additional variable charge of up to a maximum of four times the amount shown below under "Maximum Creation/Redemption Transaction Fee" to offset the transaction cost to the Fund of buying portfolio securities. In addition, purchasers and redeemers of shares in Creation Units are responsible for payment of the costs of transferring securities to or out of a Fund. From time to time, WisdomTree Asset Management may cover the cost of any transaction fees.

WisdomTree Trust Prospectus 33

The following table also shows, as of_____, 2008, the approximate value of one Creation Unit per Fund, including the standard creation and redemption transaction fee. These fees are payable only by investors who purchase shares directly from a Fund. Retail investors who purchase shares through their brokerage account will not pay these fees.

Name of Fund	Approximate Value of One Creation Unit	Standard Creation/ Redemption Transaction Fee	Maximum Creation/ Redemption Transaction Fee

WisdomTree Funds			
-----	-----	-----	-----
WisdomTree Large Cap Growth Fund	\$_____	\$_____	\$_____
-----	-----	-----	-----
WisdomTree International Large Cap Growth Fund	\$_____	\$_____	\$_____
-----	-----	-----	-----
WisdomTree Middle East Dividend Fund	\$_____	\$_____	\$_____
-----	-----	-----	-----
WisdomTree Global Dividend Fund	\$_____	\$_____	\$_____
-----	-----	-----	-----
WisdomTree Global SmallCap Dividend Fund	\$_____	\$_____	\$_____
-----	-----	-----	-----
WisdomTree Global Equity Income Fund	\$_____	\$_____	\$_____
-----	-----	-----	-----

Edgar Filing: WisdomTree Trust - Form 485APOS

Distribution

ALPS Distributors, Inc. (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 1290 Broadway, Suite 1100, Denver, Colorado 80203.

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

Additional Notices

Shares of the Trust are not sponsored, endorsed, or promoted by any listing exchange ("Exchange"). The 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 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 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.

WisdomTree Trust Prospectus 34

The Exchange does not guarantee the accuracy and/or the completeness of any Index or any data included therein. The Exchange makes no warranty, express or implied, as to results to be obtained by the WisdomTree 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 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 Exchange have any liability for any lost profits or indirect, punitive, special, or consequential damages even if notified of the possibility thereof.

WisdomTree Investments, WisdomTree Asset Management 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 the Indexes to track general stock market performance. WisdomTree Investments is the licensor of certain 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 of, prices at, 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.

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

Edgar Filing: WisdomTree Trust - Form 485APOS

Financial Highlights

Financial Statements and Annual Reports will be available after the Funds have completed a fiscal year of operations.

The Trust's 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.

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

Call: 1-866-909-9473 Monday through Friday

8:00 a.m. to 8:00 p.m. (Eastern time)

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

WisdomTree Trust Prospectus 35

Denver, Colorado 80203
Visit: 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, 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, or by writing the SEC's Public Reference Section, Washington, D.C. 20549-0102.

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

(C)2008 WisdomTree Trust
WisdomTree Funds are distributed by
ALPS Distributors, Inc.
1290 Broadway, Suite 1100
Denver, Colorado 80203

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

INVESTMENT COMPANY ACT FILE NO. 811-21864

[WISDOMTREE TRUST LOGO]
WisdomTree Trust
380 Madison Avenue
21st Floor
New York, NY 10017.

WisdomTree Trust Prospectus 36

Edgar Filing: WisdomTree Trust - Form 485APOS

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

SUBJECT TO COMPLETION
PRELIMINARY STATEMENT OF ADDITIONAL INFORMATION
Dated as of April 30, 2008

WISDOMTREE(R) TRUST

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

WISDOMTREE FUNDS

WisdomTree LargeCap Growth Fund
WisdomTree International LargeCap Growth Fund
WisdomTree Middle East Dividend Fund
WisdomTree Global Dividend Fund
WisdomTree Global SmallCap Dividend Fund
WisdomTree Global Equity Income Fund

The current Prospectus for each of the domestic and international Funds is dated _____, 2008. The WisdomTree LargeCap Growth Fund is sometimes referred to as the "Domestic Fund." The International LargeCap Growth Fund, Middle East Dividend Fund, Global Dividend Fund, Global SmallCap Dividend Fund and Global Equity Income Fund are sometimes referred to as the "International Funds." Capitalized terms used herein that are not defined have the same meaning as in the Prospectus, unless otherwise noted. Financial Statements and Annual Reports will be made available after the Funds have completed a fiscal year of operations.

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

Statement of Additional Information dated _____, 2008

TABLE OF CONTENTS

GENERAL DESCRIPTION OF THE TRUST AND THE FUNDS	1
WISDOMTREE FUNDS	1
INVESTMENT STRATEGIES AND RISKS	1
PRINCIPAL INVESTMENT STRATEGY	1

Edgar Filing: WisdomTree Trust - Form 485APOS

GENERAL RISKS	2
LACK OF DIVERSIFICATION	3
SPECIFIC INVESTMENT STRATEGIES	3
SECURITIES LENDING	3
MONEY MARKET INSTRUMENTS	3
REPURCHASE AGREEMENTS	3
REVERSE REPURCHASE AGREEMENTS	4
INVESTMENT COMPANY SECURITIES	4
REAL ESTATE INVESTMENT TRUSTS	4
NON-U.S. SECURITIES	4
INVESTMENTS IN EMERGING MARKETS	5
INVESTMENTS IN FRANCE	5
INVESTMENTS IN THE UNITED KINGDOM	5
INVESTMENTS IN AUSTRALIA	5
INVESTMENTS IN BRAZIL	5
INVESTMENTS IN CANADA	6
INVESTMENTS IN CHINA AND HONG KONG	6
INVESTMENTS IN GERMANY	7
INVESTMENTS IN JAPAN	7
INVESTMENTS IN SINGAPORE	7
INVESTMENTS IN SOUTH AFRICA	7
INVESTMENTS IN SOUTH KOREA	7
INVESTMENTS IN TAIWAN	7
INVESTMENTS IN THE MIDDLE EAST	7
DEPOSITARY RECEIPTS	8
CURRENCY TRANSACTIONS	8
FORWARD FOREIGN CURRENCY TRANSACTIONS	8
FOREIGN CURRENCY FUTURES CONTRACTS	8
ILLIQUID SECURITIES	9
FUTURES, OPTIONS AND OPTIONS ON FUTURES CONTRACTS	9
RISKS OF FUTURES AND OPTIONS TRANSACTIONS	9

Edgar Filing: WisdomTree Trust - Form 485APOS

i

SWAP AGREEMENTS	10
TRACKING STOCKS	10
FINANCIAL SECTOR INVESTMENTS	10
FUTURE DEVELOPMENTS	10
PROXY VOTING POLICY	11
PORTFOLIO HOLDING DISCLOSURE POLICIES AND PROCEDURES	11
DESCRIPTION OF THE WISDOMTREE INDEXES	12
Component Selection Criteria	13
Annual Index Reconstitution	13
Index Maintenance	13
Index Availability	13
Changes to the Index Methodology	13
Index Calculation Agent	13
WISDOMTREE INDEXES	14
WisdomTree LargeCap Growth Index	14
WisdomTree International LargeCap Growth Index	14
WisdomTree Middle East Dividend Index	14
WisdomTree Global Dividend Index	14
WisdomTree Global SmallCap Dividend Index	15
WisdomTree Global High-Yielding Index	15
INVESTMENT LIMITATIONS	16
Fundamental Policies	16
Senior Securities	16
Borrowing	16
Underwriting	16
Concentration	16
Real Estate	16
Commodities	16
Loans	17

Edgar Filing: WisdomTree Trust - Form 485APOS

CONTINUOUS OFFERING	17
MANAGEMENT OF THE TRUST	18
Trustees and Officers	18
Interested Trustee and Officers	18
Independent Trustees	19
Committees of the Board of Trustees	21
ii	
Audit Committee	21
Governance and Nominating Committee	21
Approval of Investment Advisory Agreement and Sub-Advisory Agreement	21
Approval of Investment Advisory Agreement	22
Remuneration of Trustees	23
Control Persons and Principal Holders of Securities	23
Investment Adviser	23
Sub-Adviser	24
Portfolio Managers	25
Portfolio Manager Fund Ownership	26
Portfolio Manager Compensation	26
Code of Ethics	26
Administrator, Custodian and Transfer Agent	26
Distributor	27
Brokerage Transactions	27
Additional Information Concerning the Trust	28
Shares	28
Termination of the Trust or a Fund	28
Role of DTC	28
Creation & Redemption of Creation Units	29
Creation	29
Fund Deposit	29
Procedures for Creation of Creation Units	30

Edgar Filing: WisdomTree Trust - Form 485APOS

Placement of Creation Orders for the Domestic Fund Using the Clearing Process	31
Placement of Creation Orders for the Domestic Fund Outside the Clearing Process	31
Placement of Creation Orders for the International Funds	32
Cash Purchases	33
Acceptance of Orders for Creation Units	33
Creation Transaction Fee	33
WisdomTree LargeCap Growth Fund	34
WisdomTree International LargeCap Growth Fund-	34
WisdomTree Middle East Dividend Fund	34
WisdomTree Global Dividend Fund	34
WisdomTree Global SmallCap Dividend Fund	34
WisdomTree Global Equity Income Fund	34

iii

Placement of Redemption Orders for the Domestic Fund Using the Clearing Process	34
Placement of Redemption Orders for the Domestic Fund Outside the Clearing Process	34
Placement of Redemption Orders for the International Funds	34
Cash Redemptions	36
REGULAR HOLIDAYS	36
Taxes	40
Qualification as a Regulated Investment Company	41
Taxation of the Funds	41
Fund Distributions	42
Sale or Exchange of Shares	43
Backup Withholding	43
Federal Tax Treatment of Certain Fund Investments	43
Foreign Investments	43
Investment in PFICs	44
Additional Tax Information Concerning REITs	44

Edgar Filing: WisdomTree Trust - Form 485APOS

Tax-Exempt Shareholders	44
Non-U.S. Shareholders	45
Creation and Redemption of Creation Units	45
Section 351	46
Tax Shelter Reporting Regulations	46
General Considerations	46
Determination of NAV	40
Dividends and Distributions	47
Financial Statements	47
Miscellaneous Information	47

iv

GENERAL DESCRIPTION OF THE TRUST AND THE FUNDS

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

WISDOMTREE FUNDS

WisdomTree LargeCap Growth Fund

WisdomTree International LargeCap Growth Fund

WisdomTree Middle East Dividend Fund

WisdomTree Global Dividend Fund

WisdomTree Global SmallCap Dividend Fund

WisdomTree Global Equity Income Fund

Each Fund described in this SAI seeks investment returns that closely correspond to the price and yield performance, before fees and expenses, of a particular index ("Index") that defines a specific segment of the U.S. or international stock markets. The Indexes are created using proprietary methodology developed by WisdomTree Investments, Inc. ("WisdomTree Investments"). WisdomTree Asset Management, Inc. ("WisdomTree Asset Management") is the investment adviser to each Fund. WisdomTree Investments is the parent company of WisdomTree Asset Management. Mellon Capital Management Corporation ("Mellon Capital") is the investment sub-adviser ("Sub-Adviser") to each Fund. Mellon Capital is a wholly-owned indirect subsidiary of The Bank of New York Mellon Corporation ("BNY Mellon"), a publicly traded financial holding company.

Each Fund issues and redeems shares at net asset value per share ("NAV") only in large blocks of shares, typically 50,000 shares or more ("Creation Units").

Edgar Filing: WisdomTree Trust - Form 485APOS

These transactions are usually in exchange for a basket of securities and an amount of cash. As a practical matter, only institutions or large investors purchase or redeem Creation Units. Except when aggregated in Creation Units, shares of each Fund are not redeemable securities.

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

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

"WisdomTree" is a registered mark of WisdomTree Investments and has been licensed for use by the Trust.

INVESTMENT STRATEGIES AND RISKS

The investment objective and general investment policies of each Fund are described in the Prospectus. Additional information concerning the Funds is set forth below.

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

1

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

Under normal circumstances, at least 95% of a Fund's total assets (exclusive of collateral held from securities lending) will be invested in the component securities of its Index. Each Fund generally may invest up to 5% of its total assets in securities not included in its underlying Index but which a Fund believes will help it track its Index. For example, a Fund may invest in securities that are not components of the relevant Index in order to reflect various corporate actions and other changes to its relevant Index (such as reconstitutions, additions and deletions). Under normal circumstances, as long as a Fund invests at least 95% of its total assets in the stocks of its Index, it also may invest its other assets in cash and cash equivalents, as well as in other investment companies, futures contracts, options on futures contracts, options, and swaps. The International Funds, from time to time, may have less than 95% of their assets invested in securities of their respective underlying Indexes in order to comply with the requirements of the Internal Revenue Code, to meet regulatory requirements in non-U.S. jurisdictions or to manage major Index changes. In these situations, which are expected to be infrequent and of limited duration, the International Funds may have less than 90% of their total assets invested in securities of their respective underlying Indexes. WisdomTree Asset Management expects that, over time, the correlation between each Fund's performance and that of its underlying Index, before fees and expenses, will be 95% or better.

Edgar Filing: WisdomTree Trust - Form 485APOS

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

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

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

Holders of common stocks incur more risk than holders of preferred stocks and debt obligations because common stockholders, as owners of the issuer, generally have inferior rights to receive payments from the issuer in comparison with the rights of creditors, or holders of debt obligations or preferred stocks. Further, unlike debt securities, which typically have a stated principal amount payable at maturity (whos