



STOCK EXCHANGE			
Regulatory Information Circular			
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**Subject: WisdomTree Dreyfus Emerging Currency Fund ETF**

**Background Information on the Fund**

As more fully explained in the Registration Statement (No. 333-132380), the Trust is registered under the Investment Company Act of 1940 (the “1940 Act”) as an open-end management investment company. The Trust is organized as a series of funds, currently consisting of separate investment portfolios. The Fund is an “exchange-traded fund” (“ETFs”) However, in contrast to traditional ETFs, the Fund will not seek to replicate the performance of an underlying benchmark securities index, but will instead, be “actively-managed” so that the portfolio manager is able to choose securities for the Fund’s portfolio consistent with the Fund’s investment objective and its prospectus.

WisdomTree Dreyfus Emerging Currency Fund seeks to achieve total returns reflective of both money market rates in selected emerging market countries available to foreign investors and changes to the value of these currencies relative to the U.S. dollar. 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. The Fund seeks to achieve its investment objective by investing in short-term securities and instruments designed to provide exposure to the currencies and money market rates of selected emerging market countries. The Fund seeks to provide exposure to currencies and money market rates from emerging and developing economies in three regions of the world: (i) Asia, (ii) Latin America and (iii) Europe, the Middle East and Africa. The Fund initially intends to invest in a subset of the following markets: Brazil, Chile, China, the Czech Republic, Hungary, India, Israel, Malaysia, Mexico, Poland, Russia, Singapore, South Africa, South Korea, Taiwan, Turkey, and Thailand. The Fund attempts to achieve exposure to the most liquid currencies within each of the three broad regions, while at the same time maintaining geographic and economic diversity across these regions.

WisdomTree Asset Management, Inc. (“WTA” or “Advisor”) is the investment advisor to the Fund. The Advisor is registered under the Investment Advisers Act of 1940. The Advisor’s parent corporation is WisdomTree Investments, Inc. (“WTI”). The Funds will be advised by WTA. WTA has entered into a Sub-advisory Agreement with Dreyfus Corporation (“Dreyfus”). Dreyfus is a wholly owned indirect subsidiary of BNY Mellon. ALPS Distributors, Inc. is the distributor for the Fund. WTA is the administrator and transfer agent for the Fund.

As described more fully in the Fund's prospectus ("Prospectus") and Statement of Additional Information ("SAI"), the Fund issues and redeems ETF shares at NAV only in large blocks of shares, typically 100,000 shares or more ("Creation Units"). These transactions are usually in exchange for a basket of securities or a designated amount of cash. As a practical matter, only institutions or large investors purchase or redeem Creation Units. Except when aggregated in Creation Units, shares of the Fund are not redeemable securities. 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 National Securities Clearing Corporation ("NSCC") or a Depository Trust Company participant, and in each case, must have executed an agreement with the Distributor with respect to creations and redemptions of Creation Unit aggregations.

The Trust's registration statement describes the various fees and expenses for the Fund's Shares. For a more complete description of the Fund and the underlying index, visit <http://www.wisdomtree.com/>.

### **Disclosure of Portfolio Holdings**

Unlike traditional ETFs that are not required to provide daily portfolio disclosure, the Fund will prior to the opening each business day, make publicly available on its website, [www.wisdomtree.com](http://www.wisdomtree.com), a file of all the portfolio securities and other assets held by the Fund and the quantities thereof, as of the close of business on the prior business day, reflecting all securities bought and sold on such prior business day. This information will be available to investors and market participants accessing the Fund's website and will form the basis for the Fund's calculation of NAV as of the close of regular trading on the Exchange's Core Trading Session (normally 4:00 p.m. Eastern Time).

### **Portfolio Indicative Value**

The Exchange will disseminate, at least every 15 seconds, through the facilities of the Consolidated Tape Association, an estimated value for the Fund on a per-Share basis (the "Portfolio Indicative Value"). The Portfolio Indicative Value is designed to provide investors with a reference value which can be used in connection with other related market information.

The NYSE Arca does not guarantee the accuracy or completeness of the Portfolio Indicative Value. The Portfolio Indicative Value is determined by dividing the "Estimated Fund Value" as of the time of the calculation by the total Shares outstanding. "Estimated Fund Value" is the sum of the estimated amount of cash held the Fund's portfolio, the estimated value of the securities held in the Fund's portfolio and the estimated amount of accrued interest, minus the estimated amount of liabilities.

The Portfolio Indicative Value on a per-Share basis disseminated should not be viewed as a real time update of the NAV, which is calculated only once a day.

### **Other Information about the Fund**

The Fund intends to pay out dividends from net investment income, if any, as well as net realized capital gains, if any, to shareholders annually.

The Depository Trust Company ("DTC") will serve as securities depository for the Shares, which may be held only in book-entry form; stock certificates will not be issued. DTC, or its nominee, is the record or registered owner of all outstanding Shares.

The NAV of the Fund's shares is calculated once daily each day the New York Stock Exchange ("NYSE") is open for business (a "Business Day") as of the close of regular trading on the NYSE, generally 4:00 p.m. Eastern time. NAV per share is calculated by dividing the Fund's net assets by the number of the Fund's shares outstanding. In calculating the Fund's NAV, Fund investments generally are valued using market valuations. NAV will be available from the Distributor and is also available to NSCC participants through data made available from NSCC. Short-term debt securities with remaining maturities of 60 days or less generally are valued on the basis of amortized cost. U.S. fixed income assets may be valued as of the announced closing time for such securities on any day that the Securities Industry and Financial Markets Association announce an early closing time.

The Fund's registration statement describes the various fees and expenses for the Fund's Shares. For a more complete description of the Fund and the Index, visit <http://www.wisdomtree.com/>.

### **Purchases and Redemptions in Creation Unit Size**

Equity Electronic Access Members ("Equity EAMs") are hereby informed that procedures for purchases and redemptions of Shares in Creation Units are described in the Trust's Prospectus and SAI and that Shares are not individually redeemable but are redeemable only in Creation Unit aggregations or multiples thereof.

The Trust's Prospectus and SAI describe additional procedures and requirements that apply to the creation and redemption of Shares.

### **Principal Risks**

Interested persons are referred to the Trust's Prospectus for a completed description of risks associated with an investment in the Shares. As noted in the Prospectus, the Shares may trade at market prices that may differ from their NAV. The NAV of the Shares will fluctuate with changes in the market value of the Fund's holdings. The market prices of the Shares will fluctuate in accordance with changes in NAV as well as the supply and demand for the Shares.

### **Exchange Rules Applicable to Trading in the Shares**

The Shares are considered equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

### **Trading Hours**

Trading in the Shares on ISE is on a UTP basis and is subject to ISE equity trading rules. The Shares will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Equity EAMs trading the Shares during the Extended Market Sessions are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative

value ("IIV"). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

### **Trading Halts**

ISE will halt trading in the Shares in accordance with ISE Rule 2101(a)(2)(iii). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, ISE will stop trading the Shares if the primary market de-lists the Shares.

### **Delivery of a Prospectus**

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

### **Exemptive, Interpretive and No-Action Relief Under Federal Securities Regulations**

The Commission has issued a letter dated May 9, 2008 (the "No-Action Letter") granting exemptive or no-action relief from certain rules under the Securities Exchange Act of 1934 for the Shares.

### **Regulation M Exemptions**

Under the No-Action Letter, the Fund is exempted from Rule 101 pursuant to paragraph (c)(4) of Rule 101, permitting persons who may be deemed to be participating in a distribution of the Shares to bid for or purchase Shares during their participation in such distribution. The Fund is exempted under Rule 102(d)(4), permitting a Fund to redeem Shares during the continuous offering of Shares.

### **Rule 10b-17 (Untimely Announcement of Record Dates)**

The SEC has granted an exemption from the requirements of Rule 10b-17 that will cover transactions in the Shares.

### **Section 11(d)(1); Rule 11d1-2 (Customer Margin)**

The SEC has taken a no-action position under Section 11(d)(1) that will permit broker-dealers that do not create Shares but engage in both proprietary and customer

transactions in such Shares exclusively in the secondary market to extend or maintain or arrange for the extension or maintenance of credit on the Shares, in connection with such secondary market transactions. For broker-dealers that engage in the creation of Shares, the SEC has also taken a no-action position under Rule 11d1-2 that will cover the extension or maintenance or the arrangement for the extension or maintenance of credit on the Shares that have been owned by the persons to whom credit is provided for more than 30 days.

**Rule 15c1-5 and 15c1-6 (Disclosure of Control and Interest in Distributions)**

The SEC has taken a no-action position under Rule 15c1-5 that will permit a broker-dealer to execute transactions in Shares without disclosing any control relationship with an issuer of a component security. In addition, the SEC has taken a no-action position under Rule 15c1-6 that will permit a broker dealer to execute transactions in the Shares without disclosing its participation or interest in a primary or secondary distribution of a component security.

Equity EAMs are referred to the full text of the No-Action Letter for additional information.

**This Regulatory Information Circular is not a statutory Prospectus. Equity EAMs should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.**

## Appendix A

<b>Ticker</b>	<b>Fund Name</b>
CEW	WisdomTree Dreyfus Emerging Currency Fund ETF