

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No. 28015 / October 17, 2007

In the Matter of

WISDOMTREE INVESTMENTS, INC.  
WISDOMTREE ASSET MANAGEMENT, INC.  
WISDOMTREE TRUST  
48 Wall Street, Suite 1100  
New York, NY 10005

(812-13417)

ORDER UNDER SECTIONS 6(c), 17(b), and 12(d)(1)(J) OF THE INVESTMENT COMPANY  
ACT OF 1940

WisdomTree Investments, Inc., WisdomTree Asset Management, Inc., and WisdomTree Trust filed an application on August 13, 2007 and an amendment to the application on September 19, 2007, requesting an order to amend a prior order under section 6(c) of the Investment Company Act of 1940 (“Act”) for an exemption from sections 2(a)(32), 5(a)(1), 22(d), 22(e) and 24(d) of the Act and rule 22c-1 under the Act, and under sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and (a)(2) of the Act, and under section 12(d)(1)(J) for an exemption from sections 12(d)(1)(A) and 12(d)(1)(B) of the Act (“Prior Order”).<sup>1</sup>

The Prior Order permits: (a) an open-end management investment company, whose series track the performance of certain domestic and international equity securities indexes developed by the parent company of the series’ investment adviser, to issue shares (“Shares”) redeemable only in large aggregations; (b) secondary market transactions in the Shares to occur at negotiated prices; (c) dealers to sell Shares to purchasers in the secondary market unaccompanied by a prospectus when prospectus delivery is not required by the Securities Act of 1933 (“Securities Act”); (d) certain affiliated persons of the series to deposit securities into, and receive securities from, the series in connection with the purchase and redemption of aggregations of the series’ Shares; (e) under certain circumstances, the series that track certain foreign equity securities indexes to pay redemption proceeds more than seven days after the tender of the series’ Shares; and (f) certain management investment companies and unit investment trusts outside of the same group of investment companies as the series to acquire Shares. The amended order permits the applicants to offer additional series based on certain fixed income securities indexes. In addition, the amended order deletes a condition relating to future relief in the Prior Order.

<sup>1</sup> WisdomTree Investments, Inc., et al., Investment Company Act Release Nos. 27324 (May 18, 2006) (notice) and 27391 (June 12, 2006) (order).

On September 21, 2007, a notice of the filing of the application was issued (Investment Company Act Release No. 27976). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemptions is appropriate in the public interest, and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

In addition, it is found that the terms of the proposed transactions, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned, and that the proposed transactions are consistent with the policy of each registered investment company concerned and with the general purposes of the Act.

Accordingly, in the matter of WisdomTree Investments, Inc., et al. (File No. 812-13417),

IT IS ORDERED, under section 6(c) of the Act, that the requested exemption from sections 2(a)(32), 5(a)(1), 22(d), 22(e), and 24(d) of the Act and rule 22c-1 under the Act are granted, effective immediately, subject to the conditions contained in the application, as amended.

IT IS FURTHER ORDERED, under sections 6(c) and 17(b) of the Act, that the requested exemption from sections 17(a)(1) and (a)(2) of the Act is granted, effective immediately, subject to the conditions contained in the application, as amended.

IT IS FURTHER ORDERED, under section 12(d)(1)(J) of the Act, that the requested exemption from sections 12(d)(1)(A) and (B) of the Act is granted, effective immediately, subject to the conditions contained in the application, as amended.

The exemption from section 24(d) of the Act does not affect a purchaser's rights under the civil liability and anti-fraud provisions of the Securities Act. Thus, rights under section 11 and section 12(a)(2) of the Securities Act extend to all purchasers who can trace their securities to a registration statement filed with the Commission, whether or not they were delivered a prospectus in connection with their purchase.

For the Commission, by the Division of Investment Management, under delegated authority.

Florence E. Harmon  
Deputy Secretary