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**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus dated 2 February 2018 together with the most recent annual report and audited financial statements and if published after such report, a copy of the latest half-yearly report and unaudited financial statements. If you are in any doubt about the contents of this Supplement, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.**

**The Directors of the Company, whose names appear under the heading "Management and Administration" in the Prospectus accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.**

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## **WISDOMTREE US SMALLCAP DIVIDEND UCITS ETF**

*(an open-ended sub-fund of WisdomTree Issuer plc, an umbrella investment company with variable capital and having segregated liability between its Funds incorporated with limited liability in Ireland under registration number 503861 and authorised and regulated by the Central Bank of Ireland as a UCITS)*

### **SUPPLEMENT**

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**This Supplement contains information relating to the WisdomTree US SmallCap Dividend UCITS ETF. To the extent there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail. Capitalised terms used and not defined herein shall have the meaning attributed to them in the Prospectus.**

**Application has been made to the Irish Stock Exchange for the Shares of the WisdomTree US SmallCap Dividend UCITS ETF issued and available for issue to be admitted to the Official List and to trading on the Main Securities Market of the Irish Stock Exchange. This Supplement, the Prospectus and any additional supplements issued by the Company shall constitute listing particulars for the purpose of listing the Shares on the Irish Stock Exchange and includes all information required to be disclosed by the code of listing requirements and procedures of the Irish Stock Exchange.**

**Application will be made to the London Stock Exchange for the Shares of the WisdomTree US SmallCap Dividend UCITS ETF issued and available for issue to be admitted to trading on the Main Market of the London Stock Exchange.**

The date of this Supplement No. 2 is 2 February 2018.

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## 1. WISDOMTREE US SMALLCAP DIVIDEND UCITS ETF

<b>Fund:</b> WisdomTree US SmallCap Dividend UCITS ETF (ISIN: IE00BQZJBT94)
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<b>Index:</b> WisdomTree US SmallCap Dividend Index
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### 1.1 Investment Objective

The WisdomTree US SmallCap Dividend UCITS ETF (the “**Fund**”) seeks to track the price and yield performance, before fees and expenses, of an index that measures the performance of US small capitalisation securities.

### 1.2 Investment Policy

In order to achieve this objective, the Fund will employ a "passive management" (or indexing) investment approach and will invest in a portfolio of equity securities that so far as possible and practicable consists of a representative sample of the component securities of the WisdomTree US SmallCap Dividend Index (the “**Index**”).

The use of a representative sampling strategy means that, while the Fund will seek to invest all, or substantially all, of its assets in securities that are constituents of the Index, it may invest in a sample of Index constituents whose risk, return and other characteristics closely resemble the risk, return and other characteristics of the Index as a whole. The Fund may also hold some securities which are not underlying constituents of the Index whose risk, return and other characteristics resemble the risk, return and other characteristics of the Index as a whole.

Where consistent with its investment policy, the Fund may from time to time invest in equity or equity-related securities listed or traded on a Regulated Market (such as large, medium or small cap equities, common or preferred stocks and Depositary Receipts), other transferable securities (for example, medium term notes) and open-ended collective investment undertakings. Subject to the provisions of the Regulations and the conditions imposed by the Central Bank, the Fund may invest in other funds of the Company.

The Fund may enter into repurchase/reverse repurchase agreements and stock lending arrangements solely for the purposes of efficient portfolio management, subject to the conditions and within the limits set out in the Prospectus.

The Fund may hold ancillary liquid assets from time to time, for example, as dividends are collected. In such circumstances the Fund may seek to implement an effective cash management policy. In pursuit of this policy the Fund may invest in collective investment schemes, transferable securities (for example, medium term notes) and money market instruments (such as short dated government backed securities, floating rate notes, commercial paper, certificates of deposit, treasury bills and treasury notes, each of which, where relevant, will be of investment grade at the time of acquisition).

Therefore, while the Fund may from time to time invest in all constituents of the Index, it is not expected that at all times it will hold every constituent (or a similar weighting of any such constituent) of the Index.

Where the Fund invests in securities which are not constituents of the Index, it will do so where it is consistent with its investment objective and policy and where the risk, return and other characteristics of such securities resemble the risk, return and other characteristics of the Index as a whole and where the Investment Manager believes investment in such securities will aid the objective of tracking the return of the Index.

## 2. WISDOMTREE US SMALLCAP DIVIDEND INDEX

### 2.1 Index description

The Index is governed by a published, rules-based methodology and is designed to measure the performance of US dividend paying small cap stocks.

The Index is a fundamentally weighted index and consists of the companies that compose the bottom 25% of the market capitalisation of the WisdomTree Dividend Index after the 300 largest companies are removed.

Eligibility requirements for inclusion in the Index include: (i) payment of regular cash dividends on common shares in the annual cycle prior to the annual Index screening date; (ii) market capitalisation of at least \$100 million as of the Index screening date; (iii) average daily dollar volume of at least \$100,000 for the three months preceding the Index screening date; and (iv) a calculated volume factor (the average daily dollar volume for three months preceding the Index screening date divided by the weight of the security in the Index) that is greater than \$200 million. Securities are weighted in the Index to reflect the proportionate share of the aggregate cash dividends each component company is projected to pay in the coming year, based on the most recently declared dividend per share. Companies projected to pay more dividends are more heavily weighted.

At the time of the Index's annual screening date, the maximum weight of any one sector in the Index is capped at 25%, subject to the following volume factor. In the event that a company has a calculated volume factor that is less than \$400 million as of the annual Index screening date, (i) the company's weight in the Index will be reduced such that its weight equals its weight prior to the adjustment multiplied by a fraction of its calculated volume factor divided by \$400 million, and (ii) the reduction in the company's Index weight may cause a sector's weight to rise above 25%. In response to market conditions, sector weights may fluctuate above the specified cap between annual Index screening dates. While the Index is primarily designed to include small cap companies, it may also include large-capitalisation and mid-capitalisation companies from time to time.

The Index is "reconstituted" on an annual basis. During the annual reconstitution, securities are screened to determine whether they comply with WisdomTree Investment, Inc.'s ("**WisdomTree**") proprietary Index methodology and are eligible to be included in the Index on the basis of the requirements outlined above. New securities are added to the Index only during the "annual reconstitution." The annual reconstitution takes place in December each year using the latest available closing prices on the last trading day in November. This date is the "Index measurement date". Based on this screening, securities that meet Index requirements are added to the Index and securities that do not meet such requirements are dropped from the Index. A "preliminary Index" is made publicly available based on this information by the Wednesday in the second week of December. The "Weighting Date" is the date when the final weights of each component security of the Index are established. The Weighting Date is the second Friday of December and the final weights are established after close of business on that day. The final Index constituents and their respective weightings are made publicly available after close of business on the second Friday of December and go into effect before the opening of trading on the Monday following the third Friday of December. Details of the annual reconstitution and any non-material changes are available on [www.wisdomtree.eu](http://www.wisdomtree.eu).

Further details in relation to the Index are available on [www.wisdomtree.com](http://www.wisdomtree.com)

### 2.2 Index Calculation Agent

In order to minimise any potential for conflicts caused by the fact that WisdomTree and its affiliates act as Index Provider and Promoter of the Company, WisdomTree has retained an unaffiliated third party to calculate the Index (the "**Calculation Agent**"). The Calculation Agent, using the applicable rules-based methodology, will calculate, maintain and disseminate the Index on a daily basis. WisdomTree will monitor the results produced by the Calculation Agent to help ensure that the Index is being calculated in accordance with the applicable rules-based methodology. In addition, WisdomTree has established policies and procedures designed to prevent non-public information about pending changes to the Index from being used or disseminated in an improper manner.

## 2.3 Portfolio Transparency

Information about the Investments of the Fund is made available on a daily basis. The Fund may disclose on [www.wisdomtree.com](http://www.wisdomtree.com) at the start of each Business Day the identities and quantities of the securities and other assets held by it. The portfolio holdings so disclosed will be based on information as of the close of business on the prior Business Day and/or trades that have been completed prior to the opening of business on that Business Day and that are expected to settle on that Business Day.

## 2.4 Anticipated Tracking Error

The Investment Manager aims to keep Tracking Error below or equal to 2% for each Share class. There is, however, no guarantee that this level of Tracking Error will be realised and neither the Company, the Manager nor the Investment Manager will be liable for any discrepancies between the Fund's anticipated level of Tracking Error and the actual level of Tracking Error (as subsequently observed). The annual report of the Company will provide an explanation of any divergence between anticipated and realised Tracking Error for the relevant period. The annual and half-yearly reports will state the Fund's Tracking Error at the end of the period under review.

## 3. RISK FACTORS

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** Investors should consider the risk factors set out in the Prospectus together with the following risks:

**Equity Risk.** The market prices of equity securities owned by the Fund may go up or down, sometimes rapidly or unpredictably. The value of a security may decline for a number of reasons that may directly relate to the issuer (investors should also refer to "Issuer-Specific Risk"). The values of equity securities also may decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally. The Fund may continue to accept new subscriptions and to make additional investments in equity securities even under general market conditions that the Investment Manager views as unfavourable for equity securities.

Equity securities generally fall into four broad categories – large-cap, mid-cap, small-cap and micro-cap. If the Fund invests primarily in one category, there is a risk that due to current market conditions, the Fund may perform less well than a fund that is invested in another category or across several categories.

**Investment Risk.** There is no assurance that any appreciation in the value of Investments will occur, or that the investment objective of the Fund will be achieved.

**Market Risk.** The trading price of equity securities, fixed income securities, commodities and other instruments fluctuates in response to a variety of factors. These factors include events impacting the entire market or specific market segments, such as political, market and economic developments, as well as events that impact specific issuers. The Net Asset Value of the Fund, like security and commodity prices generally, will fluctuate within a wide range in response to these and other factors. Possible continuing market turbulence may have an adverse effect on Fund performance. As a result, an investor could lose the value of its investment over short or even long periods.

**Country Risk.** The value of the Fund's assets may be subject to uncertainties such as changes in a country's government policies, taxation, restrictions on foreign investment, currency decisions, applicable laws and regulations, or any natural disasters or political upheaval, which may weaken a country's securities markets.

**Currency Risk.** The Fund's Base Currency will typically reflect the currency of denomination of the relevant Index. Unless stated in its investment policy, the Investment Manager will not utilise hedging techniques to seek to mitigate the Fund's currency exposure.

If an investor's currency of reference is different from the Fund's Base Currency, adverse movements in exchange rates between those currencies can result in a decrease in return and a loss of capital for such investor.

**Geographic Investment Risk.** To the extent the Fund invests a significant portion of its assets in the securities of companies of a single country or region, it is more likely to be impacted by events or conditions affecting that country or region. For example, political and economic conditions and changes in regulatory, tax, or economic policy in a country could significantly affect the market in that country and in surrounding or related countries and have a negative impact on the Fund's performance. As per the Fund's investment objective, the Fund may invest all of its assets in companies organised in the United States.

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

**Concentration Risk.** A Fund may invest a relatively large percentage of its assets in issuers located in a single country, a small number of countries, or a particular geographic region. In these cases, the Fund's performance will be closely tied to the market, currency, economic, political, or regulatory conditions and developments in that country or region or those countries, and could be more volatile than the performance of more geographically-diversified funds. In addition, a Fund may concentrate its investments in companies in a particular industry, market or economic sector. When a Fund concentrates its investments in a particular industry, market or economic sector, financial, economic, business, and other developments affecting issuers in that industry, market or sector will have a greater effect on the Fund than if it had not concentrated its assets in that industry, market or sector. Further, investors may buy or sell substantial amounts of a Fund's shares in response to factors affecting or expected to affect a particular country, industry, market or sector in which the Fund concentrates its investments, resulting in abnormal inflows or outflows of cash into or out of the Fund. These abnormal inflows or outflows may cause the Fund's cash position or cash requirements to exceed normal levels, and consequently, adversely affect the management of the Fund and thereby, its performance.

**Sectorial Investment Risk.** To the extent the Fund invests a significant portion of its assets in the securities of companies of a particular sector, it is more likely to be impacted by events or conditions affecting that sector. The Fund may invest a relatively large percentage of its assets in sectors, including the financial sector and the industrial sector, which sectors have tended to form a relatively large percentage of the Index. Further details of the specific risks relevant to these sectors are set out below.

- **Financial sector risk.** This sector can be significantly affected by changes in interest rates, government regulation, the rate of corporate and consumer debt defaulted, price, competition, and the availability and cost of capital.
- **Industrial sector risk.** This sector can be significantly affected by, among other things, worldwide economic growth, supply and demand for specific products and services, rapid technological developments, international political and economic developments, environmental issues, and tax and governmental regulatory policies.

**Shares of the Fund May Trade at Prices Other Than NAV.** As with all exchange traded funds, Fund shares may be bought and sold in the secondary market at market prices. Although it is expected that the market price of the Shares of the Fund will approximate the Fund's Net Asset Value, there may be times when the market price and the Net Asset Value vary significantly, including due to supply and demand of the Fund's Shares and/or during periods of market volatility. Thus, you may pay more (or less) than Net Asset Value intra-day when you buy Shares of the Fund in the secondary market, and you may receive more (or less) than Net Asset Value when you sell those Shares in the secondary market. If an investor purchases Fund Shares at a time when the market price is at a premium to the Net Asset Value of the

Fund's Shares or sells at a time when the market price is at a discount to the Net Asset Value of the Fund's Shares, an investor may sustain losses.

**Small-Cap Risk.** Small-sized companies may be more volatile and more likely than large- and mid-capitalisation companies to have relatively limited product lines, markets or financial resources, or depend on a few key employees. Returns on investments in stocks of small companies could trail the returns on investments in stocks of larger companies. The shares of newly established companies may be less liquid than the shares of more mature and established companies. Newly established companies, as compared with more mature and established companies, may have a shorter history of operations, may not have as great an ability to raise additional capital and may have a smaller public market for their shares.

**4. SHARE DEALING**

Orders for Creation Units may be settled in cash, in-kind or in a combination of both, at the Manager's discretion. Investors are referred to the procedures for subscribing and redeeming Creation Units in the section entitled "Share Dealing" of the Prospectus.

<b>Issue of Shares</b>	The Directors have resolved that Shares in the Fund will be issued in dematerialised (or uncertificated) form and that the Fund will apply for admission for clearing and settlement through a Securities Settlement System. Shares will therefore be issued in registered form and only persons appearing on the register of Shareholders will be a Shareholder. Ownership of Shares will be confirmed by written confirmation of entry on the register of shareholders.
<b>Base Currency</b>	US Dollars
<b>Business Day</b>	a day on which commercial banks are generally open for business in New York.
<b>Creation Unit</b>	65,000 Shares, unless determined otherwise by the Manager.
<b>Dealing Day</b>	each Business Day (provided that any day on which 30% or more of the markets on which constituents in the Index are listed or traded are closed, such Business Day shall not be a Dealing Day). A list of the Fund's Dealing Days is available from the Administrator.
<b>Dealing Deadline</b>	4.30 p.m. (Irish time) on each Dealing Day.
<b>Publication Time</b>	8.00 a.m. (Irish time) on each Dealing Day.
<b>Valuation Point</b>	10.15 p.m. (Irish time) on each Dealing Day.
<b>Dividend Policy</b>	quarterly dividends will normally be declared with a view to being paid in March, June, September and December.
<b>Subscriptions following the initial offer period</b>	<p>Creation Units may be subscribed for on a Dealing Day at a price based on the Net Asset Value per Share multiplied by the number of Shares in a Creation Unit. Applicants for Shares must also remit the amount of cash and charges as set out in the Portfolio Composition File and pay Duties and Charges, if applicable.</p> <p>The Manager, at its discretion, may charge a Subscription Fee of up to 3% of the aggregate Net Asset Value per Share in the Creation Unit subscribed for.</p>
<b>Settlement of subscriptions following the initial offer period</b>	<p>Settlement of subscriptions must be received by the Administrator:</p> <p>(a) in respect of cash subscriptions, by 2 p.m. (Irish time) on the second Business Day after the relevant Dealing Day,</p>

provided that if such day is not a day on which foreign exchange markets are open for settlement of payments in the Base Currency (a “**Currency Day**”), settlement will be postponed to the immediately following Currency Day;

- (b) in respect of in-kind subscriptions, by 3 p.m. (Irish time) on the third Business Day after the relevant Dealing Day or within such other period as the Directors may determine (not exceeding 10 Business Days following the relevant Dealing Deadline).

**Redemptions**

Creation Units may be redeemed on a Dealing Day at a price based on the Net Asset Value per Share multiplied by the number of Shares in a Creation Unit. A redeeming Shareholder will have deducted from redemption proceeds an appropriate amount of Duties and Charges, if applicable.

Shares which are the subject of the redemption must be received by the Fund by 2 p.m. (Irish time) on the third Business Day after the relevant Dealing Day.

The Manager, at its discretion, may charge a Redemption Fee of up to 3% of the aggregate Net Asset Value per Share in the Creation Unit redeemed.

**Settlement of redemptions**

Redemption proceeds will be typically transferred within two Business Days of the relevant Dealing Day and, in any event, within such other period as the Directors may determine (not exceeding 10 Business Days following the relevant Dealing Deadline), provided that all required documentation has been furnished to the Administrator and the relevant Shareholder has delivered, in the relevant Securities Settlement System, the Shares to be redeemed.

**Valuation methodology**

Investments of the Fund which are listed or traded on one Regulated Market for which quotations are readily available shall be valued at the last traded price on such Regulated Market for such Investment. Where Investments are quoted, listed or normally dealt in on more than one Regulated Market, the market which in the opinion of the Administrator, constitutes the main market for the relevant Investment or which provides the fairest criteria for valuing the relevant Investment shall be used. A particular or specific asset may be valued using an alternative method of valuation if the Directors deem it necessary and the alternative method has been approved by the Depositary.

**Compulsory redemption threshold**

US\$15 million.

**5. FEES**

The Fund shall pay the following fees and expenses out of its assets:

- A. a TER of 0.38% per annum of its Net Asset Value;
- B. brokerage or other expenses of acquiring and disposing of Investments, as set out in further detail in the Prospectus; and
- C. extraordinary expenses (i.e. those unforeseen expenses falling outside of the general expenses

payable by the Manager out of its fees, such as expenses related to any litigation, exercise of voting rights and corporate actions).

Investors are referred to the section of the Prospectus entitled "Operational costs and expenses".

Fees and expenses relating to establishment of the Fund will be borne by the Manager.

## **6. DISCLAIMERS**

### **Index**

Neither the Company, the Manager, the Investment Manager, WisdomTree nor their affiliates guarantee the accuracy or the completeness of the Index or any data included therein and shall have no liability for any errors, omissions or interruptions therein. Such parties make no warranty, express or implied, to the owners of Shares of the Fund or to any other person or entity, as to the results to be obtained by the Fund from the use of the Index or any data included therein. Without limiting any of the foregoing, in no event shall such parties have any liability for any special, punitive, direct, indirect or consequential damages (including lost profits), even if notified of the possibility of such damages.

### **Index Provider website**

The Company is required to provide details of WisdomTree's website to enable Shareholders to obtain further details of the Index (including its constituents). Neither the Company, the Manager nor the Investment Manager has any responsibility for the contents of such website and are not involved in any way in sponsoring, endorsing or otherwise involved in the establishment, maintenance or contents of the website.