

WisdomTree Trust
Form SC 13G/A
February 08, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13D-102)

INFORMATION STATEMENT PURSUANT TO RULE 13D-1

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 6)

WisdomTree LargeCap Dividend Fund

(Name of Issuer)

Exchange-Traded Fund

(Title of Class of Securities)

97717W307

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

CUSIP No. 97717W307

Page 1 of 9 Pages

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

The PNC Financial Services Group, Inc. 25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) " b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Pennsylvania

5) Sole Voting Power

Number of

1,726,861

Shares

6) Shared Voting Power

Beneficially

Owned By

-0-

Each

7) Sole Dispositive Power

Reporting

Person

1,438,077

With

8) Shared Dispositive Power

291,425

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,740,592*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions "

11) Percent of Class Represented by Amount in Row (9)

7.54

12) Type of Reporting Person (See Instructions)

HC

* See the response to Item 6.

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bancorp, Inc. 51-0326854

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) " b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

1,726,861

Shares

6) Shared Voting Power

Beneficially

Owned By

-0-

Each

7) Sole Dispositive Power

Reporting

Person

1,438,077

With

8) Shared Dispositive Power

291,425

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,740,592*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions "

11) Percent of Class Represented by Amount in Row (9)

7.54

12) Type of Reporting Person (See Instructions)

HC

* See the response to Item 6.

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bank, National Association 22-1146430

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) " b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

United States

5) Sole Voting Power

Number of

1,726,861

Shares

6) Shared Voting Power

Beneficially

Owned By

-0-

Each

7) Sole Dispositive Power

Reporting

Person

1,438,077

With

8) Shared Dispositive Power

291,425

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,740,592*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions "

11) Percent of Class Represented by Amount in Row (9)

7.54

12) Type of Reporting Person (See Instructions)

BK

* See the response to Item 6.

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Delaware Trust Company 81-0581990

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) " b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

47,871

Shares

6) Shared Voting Power

Beneficially

Owned By

-0-

Each

7) Sole Dispositive Power

Reporting

Person

31,799

With

8) Shared Dispositive Power

5,922

9) Aggregate Amount Beneficially Owned by Each Reporting Person

47,871*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions "

11) Percent of Class Represented by Amount in Row (9)

0.21

12) Type of Reporting Person (See Instructions)

BK

* See the response to Item 6.

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Capital Advisors, LLC 27-0640560

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) " b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

18,298

Shares

6) Shared Voting Power

Beneficially

Owned By

-0-

Each

7) Sole Dispositive Power

Reporting

Person

15,892

With

8) Shared Dispositive Power

2,406

9) Aggregate Amount Beneficially Owned by Each Reporting Person

18,298*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions "

11) Percent of Class Represented by Amount in Row (9)

0.08

12) Type of Reporting Person (See Instructions)

IA

* See the response to Item 6.

- ITEM 1 (a) - NAME OF ISSUER:
WisdomTree LargeCap Dividend Fund
- ITEM 1 (b) - ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:
380 Madison Avenue
New York, New York 10017
- ITEM 2 (a) - NAME OF PERSON FILING:
The PNC Financial Services Group, Inc.; PNC Bancorp, Inc.; PNC Bank,
National Association; PNC Delaware Trust Company; and PNC Capital Advisors, LLC
- ITEM 2 (b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE:
The PNC Financial Services Group, Inc. - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707
PNC Bancorp, Inc. - 222 Delaware Avenue, Wilmington, DE 19801
PNC Bank, National Association - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707
PNC Delaware Trust Company - 222 Delaware Avenue, Wilmington, DE 19801
PNC Capital Advisors, LLC - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707
- ITEM 2 (c) - CITIZENSHIP:
The PNC Financial Services Group, Inc. - Pennsylvania
PNC Bancorp, Inc. - Delaware
PNC Bank, National Association - United States
PNC Delaware Trust Company - Delaware
PNC Capital Advisors, LLC - Delaware
- ITEM 2 (d) - TITLE OF CLASS OF SECURITIES:
Exchange-Traded Fund
- ITEM 2 (e) - CUSIP NUMBER:
97717W307
- ITEM 3 - IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:
- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act;
 - (b) ☒ Bank as defined in Section 3(a)(6) of the Exchange Act;
 - (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Exchange Act;
 - (d) ☐ Investment Company registered under Section 8 of the Investment Company Act;
 - (e) ☒ An Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) ☐ An Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) ☒ A Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G);

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- (h) " A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A Church Plan that is excluded from the definition of an Investment Company under Section 3(c)(14) of the Investment Company Act;
- (j) " Group, in accordance with Rule 13d(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. "

ITEM 4 - OWNERSHIP:

The following information is as of December 31, 2012:

(a) Amount Beneficially Owned:

1,740,592 shares*

(b) Percent of Class:

7.54

(c) Number of fund shares to which such person has:

(i) sole power to vote or to direct the vote

1,726,861

(ii) shared power to vote or to direct the vote

-0-

(iii) sole power to dispose or to direct the disposition of

1,438,077

(iv) shared power to dispose or to direct the disposition of

291,425

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable.

ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Of the total fund shares reported herein, 1,674,423 fund shares are held in accounts at PNC Bank, National Association in a fiduciary capacity.

Of the total fund shares reported herein, 47,871 fund shares are held in accounts at PNC Delaware Trust Company in a fiduciary capacity.

Of the total fund shares reported herein, 18,298 fund shares are held in accounts at PNC Capital Advisors, LLC in a fiduciary capacity.

ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Included are the following subsidiaries of The PNC Financial Services Group, Inc. - HC:

PNC Bancorp, Inc. - HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association - BK (wholly owned subsidiary of PNC Bancorp, Inc.)

PNC Delaware Trust Company - BK (wholly owned subsidiary of PNC Bank, National Association)

PNC Capital Advisors, LLC - IA (wholly owned subsidiary of PNC Bank, National Association)

ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

ITEM 9 - NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

ITEM 10 - CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and

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not held in connection with or as a participant in any transaction having that purpose or effect.

* See the response to Item 6.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 8, 2013
Date

By: /s/ William S. Demchak
Signature - The PNC Financial Services Group, Inc.
William S. Demchak, President
Name & Title

February 8, 2013
Date

By: /s/ Nicholas M. Marsini, Jr.
Signature - PNC Bancorp, Inc.
Nicholas M. Marsini, Jr., Chairman
Name & Title

February 8, 2013
Date

By: /s/ William S. Demchak
Signature - PNC Bank, National Association
William S. Demchak, President
Name & Title

February 8, 2013
Date

By: /s/ Richard F. Cairns
Signature - PNC Delaware Trust Company
Richard F. Cairns, Chairman & CEO
Name & Title

February 8, 2013
Date

By: /s/ Kevin A. McCreadie
Signature - PNC Capital Advisors, LLC
Kevin A. McCreadie, Manager, President & CEO
Name & Title

EXHIBIT A

AGREEMENT

February 8, 2013

The undersigned hereby agrees to file a joint statement on Schedule 13G under the Securities and Exchange Act of 1934, as amended (the Act) in connection with their beneficial ownership of fund shares issued by WisdomTree LargeCap Dividend Fund.

The undersigned states that it is entitled to individually use Schedule 13G pursuant to Rule 13d-1(b) of the Act.

The undersigned is responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein but is not responsible for the completeness or accuracy of the information concerning the others.

This Agreement applies to any amendments to Schedule 13G.

PNC CAPITAL ADVISORS, LLC

BY: /s/ Kevin A. McCreddie

Kevin A. McCreddie, Manager, President & CEO

AN AGREEMENT TO FILE A JOINT STATEMENT WAS PREVIOUSLY FILED BY ALL OTHERS