

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
February 11, 2013

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **FORM 8-K**

### **CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES AND EXCHANGE ACT OF 1934**

**Date of report (date of earliest event reported): February 5, 2013**

## **WHEELER REAL ESTATE INVESTMENT TRUST, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-35713**  
**(Commission**

**File Number)**  
**2529 Virginia Beach Blvd., Suite 200**

**Virginia Beach, VA 23452**

**45-2681082**  
**(IRS Employer**

**Identification No.)**

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**Registrant's telephone number, including area code: (757) 627-9088**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On February 5, 2013, WHLR-Bixby Commons, LLC, a Virginia limited liability company that is a wholly-owned subsidiary of Wheeler REIT, L.P., a Virginia limited partnership of which Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the Registrant) is the sole general partner, entered into a contract to acquire Bixby Commons, a 75,000 foot free-standing retail property in Bixby, Oklahoma (the Property) from Super Market Developers, Inc., a Missouri corporation. The purchase price for the transaction, \$10.6 million, is in cash. The registrant is currently conducting due diligence on the property and expects to close the transaction in the second quarter of 2013.

The Property is stabilized by a 20-year, triple-net lease with Associated Wholesale Grocers, Inc., a retailer-owned cooperative serving over 1,900 retail member stores with an assortment of grocery and general merchandise (Associated). Associated subleases the property to Reasor's Foods, an Oklahoma-based grocery chain.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(a) Financial statements of businesses acquired.  
Not Applicable.

(b) Pro forma financial information.  
Not Applicable.

(c) Shell company transactions.  
Not Applicable.

(d) Exhibits.  
10.1 Real Estate Purchase and Sale Agreement, dated as of February 5, 2013, by and between WHLR-Bixby Commons, LLC and Super Market Developers, Inc.

99.1 Press release dated February 11, 2012, titled Wheeler Real Estate Investment Trust, Inc. to Purchase Free-Standing Retail Property for \$10.6 Million

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Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WHEELER REAL ESTATE INVESTMENT TRUST,  
INC.

By: /s/ Jon S. Wheeler  
Jon S. Wheeler  
Chairman and President

Dated: February 11, 2013