

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
April 10, 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): April 9, 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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS, COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On April 9, 2013, John McAuliffe resigned his position as (a) a member of the Registrant's Board of Directors and (b) the Chairman of the Registrant's Audit Committee.

On April 9, 2013, the Registrant's Board of Directors appointed Carl B. McGowan, Jr. to fill Mr. McAuliffe's vacancies on the Board of Directors and its Audit Committee.

**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.  
99.1 Press release, dated April 9, 2013, relating to the appointment of Carl B. McGowan, Jr. as a director and resignation of John McAuliffe as a director.

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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 Chief Executive Officer

Dated: April 10, 2013

**EXHIBIT INDEX**

<b>Number</b>	<b>Description of Exhibit</b>
99.1	Press release, dated April 9, 2013, relating to the appointment of Carl B. McGowan, Jr. as a director and resignation of John McAuliffe as a director.