

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
September 06, 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): September 3, 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**

**45-2681082**  
**(IRS Employer**  
  
**Identification No.)**

**Virginia Beach, VA 23452**

**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 8.01 OTHER EVENTS.**

On September 4, 2013, the Registrant issued a press release relating to the acquisition of Tampa Festival and Forrest Gallery Shopping Centers. The press release is attached hereto as Exhibit 99.1. The Registrant filed Current Reports on Form 8-K relating to such acquisitions on August 30, 2013.

On September 3, 2013, Wheeler Interests, LLC, an acquisition and asset management firm affiliated with the Registrant, engaged David Kelly as its Senior Vice President, Director of Acquisitions. Mr. Kelly currently serves as a director of the Registrant. Noting Wheeler Interests, LLC's affiliation with the Registrant, as of September 3, 2013, Mr. Kelly shall no longer be considered an independent director of the Registrant. The Registrant's Board of Directors now consists of four independent directors and three non-independent directors per Nasdaq continued listing standards. Wheeler Interests, LLC is wholly-owned by Jon S. Wheeler, the Registrant's Chairman and Chief Executive Officer.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(a) Financial statements of businesses acquired.

N/A

(b) Pro forma financial information.

N/A

(c) Shelf company transactions.

N/A

(d) Exhibits.

99.1 Press release, dated September 4, 2013 related to the Registrant's acquisition of Tampa Festival and Forrest Gallery Shopping Centers.

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: September 6, 2013