

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
October 25, 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): October 21, 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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

The information set forth in Item 3.02 relating to that certain Contribution and Subscription Agreement by and among Wheeler Real Estate Investment Trust, L. P., a Virginia limited partnership of which the Registrant is the sole general partner ( Wheeler REIT ), and 10 investors (each, a Contributor, and collectively, the Contributors ), is incorporated herein by reference. In addition, the Contribution and Subscription Agreement is attached as an exhibit to this Form 8-K and is incorporated herein by reference.

Jon Wheeler, the Registrant s Chairman and Chief Executive Officer, controls Wheeler REIT, is the managing member of one Contributor, the father of two Contributors and the husband of one Contributor. No director, officer or affiliate of the Registrant is affiliated with the remaining Contributors.

**ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.**

On October 21, 2013, pursuant to the terms of the Contribution and Subscription Agreement, Wheeler REIT exchanged an aggregate of 169,613 of its common units (the Common Units ) worth \$712,373 for the Contributors membership interests in Fairfield Investors, LLC, a Virginia limited liability company ( Fairfield ). The Common Units issued to the Contributors represents, in the aggregate, 8.4% of the Common Units in Wheeler REIT.

The Common Units are redeemable for cash equal to the then-current market value of one share of the Registrant s common stock or, at the Registrant s option, one share of the Registrant s common stock, commencing 12 months following the completion of this exchange. Wheeler REIT did not receive any proceeds from the exchange. Wheeler REIT only received membership interests in Fairfield. The issuance of the Common Units was exempt from registration pursuant to the exemption provided by Rule 506 of Regulation D under the Securities Act of 1933, as amended.

**ITEM 8.01 OTHER EVENTS.**

On May 15, 2013, the Registrant filed a form 8-K (the Original 8-K ) to report that Wheeler REIT entered into a Purchase and Sale Agreement (the Purchase Agreement ), dated May 10, 2013, with Fairfield for the purchase of a free-standing building located within The Fairfield Shopping Center (the Property ) in Virginia Beach, Virginia for \$1,392,400. As of October 21, 2013, Wheeler REIT closed the transaction and acquired the Property. Jon Wheeler, the Registrant s Chairman and Chief Executive Officer, controls Wheeler REIT and is the managing member of Fairfield.

On October 22, 2013, the Registrant issued a press release relating to the acquisition of the Property. The press release is attached hereto as Exhibit 99.1.

**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 Contribution and Subscription Agreement.

99.1 Press Release, dated October 22, 2013, relating to the Registrant's acquisition of the Property.

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: October 25, 2013