

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

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): December 21, 2012

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)

45-2681082
(IRS Employer
Identification No.)

2529 Virginia Beach Blvd., Suite 200
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))

Explanatory Note.

On December 28, 2012, the Registrant filed a Form 8-K (the "Original 8-K") to report the completion of the acquisition of Surrey Plaza on December 21, 2012. This amendment is being filed for the sole purpose of filing the financial statements and pro forma financial information required by Item 9.01 of Form 8-K, and should be read in conjunction with the Original 8-K.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired. *

Report of Independent Auditor.

Statements of Revenues and Certain Operating Expenses for the nine months ended September 30, 2012 (unaudited) and years ended December 31, 2011 and 2010.

Notes to Statements of Revenues and Certain Operating Expenses for the nine months ended September 30, 2012 (unaudited) and years ended December 31, 2011 and 2010.

(b) Pro Forma Financial Information. **

Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2012.

Unaudited Pro Forma Condensed Consolidated Statement of Income for the nine months ended September 30, 2012.

Unaudited Pro Forma Condensed Consolidated Statement of Income for the year ended December 31, 2011.

Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

(c) Exhibits. ***

Consent of Cherry Bekaert LLP.

* Filed as Exhibit 99.1 and incorporated herein by reference.

** Filed as Exhibit 99.2 and incorporated herein by reference.

*** Filed as Exhibit 23.1 and incorporated herein by reference.

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this amended 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: March 6, 2013

Consent of Independent Auditor

We hereby consent to the incorporation by reference in the Registration Statement of Wheeler Real Estate Investment Trust, Inc. on Form S-11 (No.333-177262), of our report dated March 6, 2013, with respect to the Statement of Revenues and Certain Operating Expenses of Surrey Plaza for the year ended December 31, 2011 and December 31, 2010, which report appears in the accompanying Current Report on Form 8K/A of Wheeler Real Estate Investment Trust, Inc.

/s/ Cherry Bekaert LLP

Virginia Beach, Virginia
March 6, 2013

Report of Independent Auditor

To the Board of Directors and Shareholders of
Wheeler Real Estate Investment Trust, Inc.

We have audited the accompanying Statements of Revenues and Certain Operating Expenses (the "Statements") of Surrey Plaza (the "Property") for the years ended December 31, 2011 and 2010. The Statements are the responsibility of the management of the Property. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The accompanying Statements were prepared as described in Note 2, for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K/A of Wheeler Real Estate Investment Trust, Inc. and are not intended to be a complete presentation of the Property's revenue and expenses.

In our opinion, the Statements referred to above present fairly, in all material respects, the Revenues and Certain Operating Expenses of the Property for the years ended December 31, 2011 and 2010, in conformity with accounting principles generally accepted in the United States of America.

/s/ Cherry Bekaert LLP

Virginia Beach, Virginia
March 6, 2013

Surrey Plaza
Statements of Revenues and Certain Operating Expenses
For the Nine Months Ended September 30, 2012 (unaudited) and Years ended December 31, 2011 and December 31, 2010

	Nine Months Ended September 30, 2012 (unaudited)	Years Ended December 31,	
		2011	2010
REVENUES:			
Rental Income	\$ 225,149	\$269,708	\$ 293,471
Tenant reimbursements and other income	50,027	42,979	49,060
Total Revenues	<u>275,176</u>	<u>312,687</u>	<u>342,531</u>
CERTAIN OPERATING EXPENSES:			
Property operating	39,589	58,854	62,649
Real estate taxes	23,432	31,230	31,179
Repairs and maintenance	10,704	10,524	11,329
Other	13,680	21,374	13,710
Total Certain Operating Expenses	<u>87,405</u>	<u>121,982</u>	<u>118,866</u>
Excess of Revenues Over Certain Operating Expenses	<u>\$ 187,771</u>	<u>\$190,705</u>	<u>\$ 223,664</u>

See accompanying notes to statements of revenues and certain operating expenses.

Surrey Plaza

Notes to Statements of Revenues and Certain Operating Expenses

For the Nine Months Ended September 30, 2012 (unaudited) and Years ended December 31, 2011 and December 31, 2010

1. Business

On December 21, 2012, Wheeler Real Estate Investment Trust, Inc., through a subsidiary of Wheeler Real Estate investment Trust, L.P., acquired Surrey Plaza (the "Property"), a 42,680 square foot grocery-anchored shopping center located in Hawkinsville, Georgia for a purchase price of approximately \$2.24 million. The property is 100% occupied and is anchored by a Harvey's Supermarket and a Rite-Aid pharmacy. Harvey's and Rite-Aid occupy approximately 86% of the total rentable square feet of the center through 10-year leases expiring in January 2018. Harvey's lease includes three five-year options while Rite-Aid's lease includes one five-year option.

2. Basis of Presentation

The Statements of Revenues and Certain Operating Expenses (the "Statements") have been prepared for the purpose of complying with Rule 3-14 of Regulation S-X, promulgated by the Securities and Exchange Commission, and are not intended to be a complete presentation of the Property's revenues and expenses. Certain operating expenses include only those expenses expected to be comparable to the proposed future operations of the Property. Expenses such as depreciation and amortization are excluded from the accompanying Statements. The Statements have been prepared on the accrual basis of accounting which requires management to make estimates and assumptions that affect the reported amounts of the revenues and expenses during the reporting periods. Actual results may differ from those estimates.

Additionally, the unaudited statement of Revenue and Certain Operating Expenses for the nine months ended September 30, 2012 has been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. Accordingly, it does not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included.

3. Revenues

The Property leases retail space under various lease agreements with its tenants. All leases are accounted for as noncancelable operating leases. The leases include provisions under which the Property is reimbursed for common area maintenance, real estate taxes and insurance costs. Pursuant to the lease agreements, income related to these reimbursed costs is recognized in the period the applicable costs are incurred. Certain leases contain renewal options at various periods at various rental rates.

The following table lists the tenants whose annualized rental income on a straight-line basis represented greater than 10% of total annualized rental income for all tenants on a straight line basis as of September 30, 2012 (unaudited), December 31, 2011 and December 31, 2010:

Tenant	September 30, 2012 (Unaudited)	December 31, 2011	December 31, 2010
Delhaize America, Inc., dba Harveys ("Harveys")	63.8%	69.1%	63.5%
Rite Aid Corporation	20.3%	21.9%	20.2%

The termination, delinquency or nonrenewal of one of the above tenants may have a material adverse effect on revenues. No other tenant represents more than 10% of annualized rental income as of September 30, 2012 (unaudited), December 31, 2011 and December 31, 2010.

The weighted average remaining lease terms for tenants at the property was 5.44 years as of December 31, 2011. Future minimum rentals to be received under noncancelable tenant operating leases for each of the next five years and thereafter, excluding CAM and percentage rent based on tenant sales volume, as of December 31, 2011 were as follows:

	Years Ending December 31,
2012	\$ 275,341
2013	291,673
2014	274,534
2015	269,481
2016	268,470
Thereafter	258,010
	<u>\$1,637,508</u>

The above schedule takes into consideration all renewals and new leases executed subsequent to December 31, 2011 until the date of this report.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following pro forma financial statements have been prepared to provide pro forma information with regard to the acquisition of Surrey Plaza (“the Property”), which Wheeler Real Estate Investment Trust, Inc. and Subsidiaries (“Wheeler REIT” or the “Company”), through Wheeler Real Estate Investment Trust, L.P. (“Operating Partnership”), its majority-owned subsidiary, acquired from a related party on December 21, 2012.

The unaudited pro forma condensed consolidated balance sheet as of September 30, 2012 gives effect to the acquisition of the Property as if it occurred on September 30, 2012. The Wheeler REIT column as of September 30, 2012 represents the pro forma balance sheet presented in the Company’s Quarterly Report on Form 10-Q (“Form 10-Q”) filed on December 7, 2012 with the Securities and Exchange Commission (“SEC”) for the period and includes the estimated impact of the November 16, 2012 formation and offering transactions and as described in the Company’s Registration Statement filed on Form S-11 (“Registration Statement”) with the SEC on October 23, 2012. The Property column presented on the pro forma consolidated statement of operations for the nine months ended September 30, 2012 includes the operating activity of the Property for the full nine months, as the Property was acquired subsequent to September 30, 2012 and therefore was not included in the Company’s historical financial statements. The Property column presented on the pro forma consolidated statements of operations for the year ended December 31, 2011 includes the full year’s operating activity for the Property. The pro forma adjustments columns include the impact of purchase accounting and other adjustments for the periods presented. The Property will be included in the consolidated financial statements included in the Company’s Annual Report on Form 10-K (“Form 10-K”) for the year ended December 31, 2012, to be filed with the SEC.

The unaudited pro forma condensed consolidated statements of operations for the Company and the Property for the nine months ended September 30, 2012 and the year ended December 31, 2011, give effect to the Company’s acquisition of the Property, as if it had occurred on the first day of the earliest period presented. The Wheeler REIT column for the nine months ended September 30, 2012 and the year ended December 31, 2011 represent the pro forma results of operations presented in the Company’s Form 10-Q filed with the SEC on December 7, 2012 for the nine months ended September 30, 2012. The Company’s September 2012 and December 2011 pro forma results of operations include the estimated impact of the November 16, 2012 formation and offering transactions and as described in the Company’s Registration Statement.

The unaudited pro forma condensed consolidated financial statements have been prepared by the Company’s management based upon the historical financial statements of the Company and of the acquired Property. These pro forma statements may not be indicative of the results that actually would have occurred had the acquisitions been in effect on the dates indicated or which may be obtained in the future.

In management’s opinion, all adjustments necessary to reflect the effects of the Property acquisition have been made. These unaudited pro forma statements are for informational purposes only and should be read in conjunction with the historical financial statements of the Company, including the related notes thereto, which were filed with the SEC on October 23, 2012 as part of the Company’s Registration Statement on Form S-11 and on December 7, 2012 as part of its Form 10-Q for the quarter ended September 30, 2012.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Balance Sheet
As of September 30, 2012
(unaudited)

	<u>Wheeler REIT</u> (A)	<u>Pro Forma</u> <u>Adjustments</u> (B)	<u>Pro Forma</u> <u>Consolidated</u>
ASSETS:			
Net investment properties	\$35,493,740	\$ 2,354,277	\$37,848,017
Cash and cash equivalents	7,352,504	(1,745,531)	5,606,973
Tenant and other receivables	718,626	—	718,626
Deferred costs, reserves, intangibles and other assets	<u>1,717,436</u>	<u>106,851</u>	<u>1,824,287</u>
Total Assets	<u>\$45,282,306</u>	<u>\$ 715,597</u>	<u>\$45,997,903</u>
LIABILITIES:			
Mortgages and other indebtedness	\$25,203,189	\$ —	\$25,203,189
Accounts payable, accrued expenses and other liabilities	412,654	60,352	473,006
Below market lease intangibles	3,156,441	161,127	3,317,568
Due to related parties	<u>89,615</u>	<u>—</u>	<u>89,615</u>
Total Liabilities	<u>28,861,899</u>	<u>221,479</u>	<u>29,083,378</u>
Commitments and contingencies	—	—	—
EQUITY:			
Common stock	33,015	—	33,015
Additional paid-in capital	14,223,484	—	14,223,484
Accumulated deficit	(4,691,271)	—	(4,691,271)
Noncontrolling interest	<u>6,855,179</u>	<u>494,118</u>	<u>7,349,297</u>
Total Equity	<u>16,420,407</u>	<u>494,118</u>	<u>16,914,525</u>
Total Liabilities and Equity	<u>\$45,282,306</u>	<u>\$ 715,597</u>	<u>\$45,997,903</u>

See accompanying notes to unaudited pro forma consolidated financial statements.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Statement of Operations
For the Nine Months Ended September 30, 2012
(unaudited)

	<u>Wheeler REIT</u>	<u>Property</u>	<u>Pro Forma</u> <u>Adjustments</u>	<u>Pro Forma</u> <u>Consolidated</u>
	(A)	(B)	(C)	
REVENUES:				
Rental income	\$ 3,252,649	\$225,149	\$ 17,322(1)	\$ 3,495,120
Tenant reimbursements and other income	<u>787,503</u>	<u>50,027</u>	<u>—</u>	<u>837,530</u>
Total Revenues	<u>4,040,152</u>	<u>275,176</u>	<u>17,322</u>	<u>4,332,650</u>
OPERATING EXPENSES AND CERTAIN OPERATING EXPENSES OF THE ACQUIRED:				
Property operating	533,406	39,589	—	572,995
Real estate taxes	219,940	23,432	—	243,372
Repairs and maintenance	87,181	10,704	—	97,885
Depreciation and amortization	1,515,523	—	96,102(2)	1,611,625
Provision for credit losses	45,805	—	—	45,805
Corporate general & administrative	951,434	—	—	951,434
Other	<u>79,966</u>	<u>13,680</u>	<u>—</u>	<u>93,646</u>
Total Operating Expenses and Certain Operating Expenses of the Acquired	<u>3,433,255</u>	<u>87,405</u>	<u>96,102</u>	<u>3,616,762</u>
Operating Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	606,897	187,771	(78,780)	715,888
Interest expense	<u>(1,193,381)</u>	<u>—</u>	<u>— (3)</u>	<u>(1,193,381)</u>
Net Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	<u>\$ (586,484)</u>	<u>\$187,771</u>	<u>\$ (78,780)</u>	<u>\$ (477,493)</u>

See accompanying notes to unaudited pro forma consolidated financial statements.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Statement of Operations
For the Year Ended December 31, 2011
(unaudited)

	<u>Wheeler REIT</u> (D)	<u>Property</u> (E)	<u>Pro Forma</u> <u>Adjustments</u> (C)	<u>Pro Forma</u> <u>Consolidated</u>
REVENUES:				
Rental income	\$ 4,171,023	\$269,708	\$ 23,096(1)	\$ 4,463,827
Tenant reimbursements and other income	<u>960,041</u>	<u>42,979</u>	<u>—</u>	<u>1,003,020</u>
Total Revenues	<u>5,131,064</u>	<u>312,687</u>	<u>23,096</u>	<u>5,466,847</u>
OPERATING EXPENSES AND CERTAIN OPERATING EXPENSES OF THE ACQUIRED:				
Property operating	845,585	58,854	—	904,439
Real estate taxes	293,221	31,230	—	324,451
Repairs and maintenance	227,262	10,524	—	237,786
Depreciation and amortization	2,023,692	—	128,136(2)	2,151,828
Provision for credit losses	37,195	—	—	37,195
Corporate general & administrative	321,178	—	—	321,178
Other	<u>160,253</u>	<u>21,374</u>	<u>—</u>	<u>181,627</u>
Total Operating Expenses and Certain Operating Expenses of the Acquired	<u>3,908,386</u>	<u>121,982</u>	<u>128,136</u>	<u>4,158,504</u>
Operating Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	1,222,678	190,705	(105,040)	1,308,343
Interest expense	<u>(1,589,962)</u>	<u>—</u>	<u>— (3)</u>	<u>(1,589,962)</u>
Net Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	<u>\$ (367,284)</u>	<u>\$190,705</u>	<u>\$(105,040)</u>	<u>\$ (281,619)</u>

See accompanying notes to unaudited pro forma consolidated financial statements.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Notes to Pro Forma Condensed Consolidated Financial Statements
(unaudited)

Pro Forma Balance Sheet

- A. Reflects the unaudited pro forma condensed consolidated balance sheet of the Company as of September 30, 2012 which gives effect to the formation and offering transactions disclosed in the Company's Form 10-Q for the nine months ended September 30, 2012.
- B. Represents the pro forma effect of the Company's \$2.30 million acquisition of the Property, assuming it occurred on September 30, 2012. The transaction included the Company assuming and concurrently paying off \$1.75 million in outstanding indebtedness. The Company has initially allocated the purchase price of the acquired Property to land, building and improvements, identifiable intangible assets and to the acquired liabilities based on their estimated fair values. Identifiable intangibles include amounts allocated to above/below market leases, the value of in-place leases and customer relationships value, if any. The Company determined fair value based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends and specific market and economic conditions that may affect the Property. Factors considered by management in its analysis of determining the as-if-vacant property value include an estimate of carrying costs during the expected lease-up periods considering market conditions, and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and estimates of lost rentals at market rates during the expected lease-up periods, tenant demand and other economic conditions. Management also estimates costs to execute similar leases including leasing commissions, tenant improvements, legal and other related expenses. Intangibles related to above/below market leases and in-place lease value are recorded as acquired lease intangibles and are amortized as an adjustment to rental revenue or amortization expense, as appropriate, over the remaining terms of the underlying leases.

Pro Forma Statements of Operations

- A. Reflects the unaudited pro forma condensed consolidated statements of operations of the Company for the nine months ended September 30, 2012 which gives effect to the formation and offering transactions disclosed in the Company Form 10-Q for the nine months ended September 30, 2012.
- B. Amounts reflect certain historical operations of the Property for the nine months ended September 30, 2012, unless otherwise noted.
- C. Represents the unaudited pro forma adjustments related to the acquisition for the period presented.
 - (1) Represents above/below market lease amortization.
 - (2) Represents the depreciation and amortization of the buildings, leasing commissions and capitalized legal/marketing costs resulting from the purchase price allocation in accordance with accounting principles generally accepted in the United States of America.
 - (3) The Property's outstanding debt was paid off as part of the acquisition transaction. Accordingly, the pro forma financial statements assume the repayment of this debt for all periods presented, resulting in no interest expense being recorded.
- D. Reflects the unaudited pro forma condensed consolidated statements of operations of the Company for the year ended December 31, 2011 which gives effect to the formation and offering transactions disclosed in the Company's Form 10-Q for the nine months ended September 30, 2012.
- E. Amounts reflect the historical operations of the Property for the years ended December 31, 2011, unless otherwise noted.