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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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**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 19, 2013**

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# WHEELER REAL ESTATE INVESTMENT TRUST, INC.

(Exact name of registrant as specified in its charter)

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**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**

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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))
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**ITEM 8.01 OTHER EVENTS.**

On May 2, 2013, the Registrant filed a form 8-K to report that WHLR-Winslow, LLC, a Delaware limited liability company (“Winslow”) and a wholly-owned subsidiary of Wheeler REIT, L.P., a Virginia limited partnership of which the Registrant is the sole general partner, entered into an Assignment of Purchase and Sale Agreement (the “Assignment”) with Wheeler Interests, LLC, a Virginia limited liability company (“Wheeler Interests”). Pursuant to the Assignment, for nominal consideration, Winslow succeeded to the rights of Wheeler Interests under that certain Purchase and Sale Agreement (the “Purchase Agreement”), dated April 12, 2013, between Winslow Plaza Investors, L.P., a Delaware limited partnership (“WPI”), and Wheeler Interests to acquire the Winslow Plaza Shopping Center, a 40,695 square foot shopping center located in Sicklerville, New Jersey (the “Property”). The purchase price for the Property was \$6,625,000 in cash.

As of December 19, 2013, Winslow closed the transaction and acquired the Property for approximately \$6,625,000 in cash.

Jon Wheeler, the Registrant’s Chairman and Chief Executive Officer, controls Wheeler Interests and is the managing member of Winslow. No director, officer or affiliate of the Registrant is affiliated with WPI.

On December 20, 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.

99.1 Press Release dated December 20, 2013, relating to the Registrant’s acquisition of the Property.

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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: December 20, 2013

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## EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
99.1	Press release, dated December 20, 2013, relating to the Registrant's acquisition of the Property.



**FOR IMMEDIATE RELEASE**

**Wheeler Real Estate Investment Trust, Inc.**  
**Announces Acquisition of 40,695 Square Foot Shopping Center in Sicklerville, New Jersey**

- Acquisition expands Wheeler’s geographic footprint into New Jersey
- Property is 91% leased

**Virginia Beach, VA – December 20, 2013 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR)** (“Wheeler” or the “Company”), a company specializing in owning, acquiring, financing, developing, renovating, leasing and managing income producing assets, such as community centers, neighborhood centers, strip centers and free-standing retail properties, announced today that the Company has closed on the acquisition of Winslow Plaza, a 40,695 square foot shopping center for a purchase price of approximately \$6.6 million, or \$162 per leasable square foot. The property was acquired using a combination of cash and debt.

The property is located on Berlin-Cross Keys Road in Sicklerville, New Jersey, approximately 21 miles south of Philadelphia and just east of the Atlantic City Expressway, a major thoroughfare that connects the Philadelphia metropolitan area with Atlantic City.

Jon S. Wheeler, Chairman and Chief Executive Officer, stated, “I would personally like to thank the entire team at Wheeler for their efforts during our first year as a public company. With the acquisition of Winslow Plaza, we have reached a significant milestone of over one million square feet of gross leasable area in our property portfolio. This acquisition also marks the beginning of the Company’s geographic entrance in the state of New Jersey. I am very proud of these accomplishments and greatly value the relationships that our Company has established.”

**Winslow Plaza – Sicklerville, New Jersey**

Built in 1990, Winslow Plaza is a 40,695 square foot shopping center that was renovated in 2009. The property is 91% leased and is occupied by 16 retail and restaurant tenants that include Novacare, Allstate, UPS and Benjamin Moore. The property is anchored by King’s Liquor Outlet and shadow-anchored by Shoprite Supermarket.



*Wheeler Real Estate Investment Trust Inc. (NASDAQ: WHLR) acquires a shopping center located in Sicklerville, NJ (photo above).*

**Location / Demographic Information**

Sicklerville is an unincorporated community that is primarily located within Winslow Township. Winslow Township has a population of 39,499 and is the largest municipality in Camden County.

**About Wheeler Real Estate Investment Trust Inc.**

Headquartered in Virginia Beach, VA, Wheeler Real Estate Investment Trust, Inc. specializes in owning, acquiring, financing, developing, renovating, leasing and managing income producing assets, such as community centers, neighborhood centers, strip centers and free-standing retail properties. Wheeler's portfolio contains strategically selected properties, primarily leased by nationally and regionally recognized retailers of consumer goods and located in the Mid-Atlantic, Southeast and Southwest regions of the United States.

Additional information about Wheeler Real Estate Investment Trust, Inc. can be found at the Company's corporate website: [www.whlr.us](http://www.whlr.us).

**Forward looking Statement**

Wheeler Real Estate Investment Trust, Inc. (the "Company") considers portions of the information in this press release relating to its business operations contemplated acquisition strategy to be forward - looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, both as amended. Although the Company believes that the expectations reflected in such forward - looking statements are based upon reasonable assumptions, it can give no assurance that its expectations will be achieved. For this purpose, any statements contained herein that are not historical fact may be deemed to be forward - looking statements. Specifically, the Company's statements regarding potential future acquisitions and the anticipated profitability of such potential acquisitions are forward-looking statements. There are a number of important factors that could cause the Company's operations to differ from those indicated by such forward - looking statements, including, among other factors, local conditions such as oversupply of space or a reduction in demand for real estate in the area; competition from other available space; dependence on rental income from real property; the loss of, significant downsizing of or bankruptcy of a major tenant; constructing properties or expansions that produce a desired yield on investment; the Company's ability to renew or enter into new leases at favorable rates; its ability to buy or sell assets on commercially reasonable terms; its ability to complete acquisitions or dispositions of assets under contract; its ability to secure equity or debt financing on commercially acceptable terms or at all; the Company's ability to enter into definitive agreements with regard to its financing and joint venture arrangements or its failure to satisfy conditions to the completion of these arrangements and the success of its capital recycling strategy. For additional factors that could cause the operations of the Company to differ materially from those indicated in the forward - looking statements, please refer to the Company's filings with the U.S. Securities and Exchange Commission which are available for review at [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to publicly revise these forward - looking statements to reflect events or circumstances that arise after the date hereof.

CONTACT:

**Wheeler Real Estate Investment Trust, Inc.**

Robin Hanisch

Corporate Secretary

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-OR-

INVESTOR RELATIONS:

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