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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): June 11, 2014**

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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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS, COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On June 11, 2014, the Compensation Committee of the Board of Directors of the Registrant approved grants of shares of common stock to directors and key employees of the Registrant pursuant to its 2012 Stock Incentive Plan (the "Plan"). Specifically, each director and the Registrant's Chief Executive Officer, Chief Financial Officer and Secretary received 2,169 shares of common stock pursuant to the Plan.

On June 12, 2014, Sanjay Madhu resigned his position as (a) a member of the Registrant's Board of Directors and (b) a member of the Registrant's Audit Committee. A copy of Mr. Madhu's resignation letter is attached as an exhibit to this Current Report on Form 8-K.

As of June 13, 2014, the Registrant's Board of Directors appointed Warren D. Harris to fill Mr. Madhu's vacancies on the Registrant's Board of Directors and its Audit Committee. A copy of the press release, dated June 16, 2014, announcing this appointment is attached as an exhibit to this Current Report on Form 8-K.

**ITEM 8.01 OTHER EVENTS.**

On June 17, 2014, Wheeler issued a press release announcing the payment of a monthly cash dividend of \$0.035 per share of common stock to record holders on June 30, 2014. Wheeler expects to pay the dividend on or about July 31, 2014.

**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 June 16, 2014, relating to the appointment of Warren D. Harris as a director and resignation of Sanjay Madhu as a director.

99.2 Press release, dated June 17, 2014, announcing the payment, on or about July 31, 2014, of a monthly cash dividend of \$0.035 per share of common stock to record holders on June 30, 2014.

99.3 Resignation letter, dated June 12, 2014, of Sanjay Madhu.

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Pursuant to the requirements of the Securities and Exchange Act of 1934, the Company 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: June 17, 2014

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## EXHIBIT INDEX

99.1 Press release, dated June 16, 2014, relating to the appointment of Warren D. Harris as a director and resignation of Sanjay Madhu as a director.

99.2 Press release, dated June 17, 2014, announcing the payment, on or about July 31, 2014, of a monthly cash dividend of \$0.035 per share of common stock to record holders on June 30, 2014.

99.3 Resignation letter, dated June 12, 2014, of Sanjay Madhu.



**FOR IMMEDIATE RELEASE**

**WHEELER REAL ESTATE INVESTMENT TRUST, INC. APPOINTS  
WARREN D. HARRIS TO ITS BOARD OF DIRECTORS**

**Virginia Beach, VA – June 16, 2014 – 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, today announced that it has appointed Warren D. Harris to the Company’s Board of Directors. Mr. Harris will also serve on the Audit Committee of the Board of Directors. Mr. Harris has extensive experience in economic development that has led him to work in Southeast Asia, Europe and South America, as well as throughout the United States. Mr. Harris will replace Sanjay (“Jay”) Madhu, who resigned his position with the Company due to time constraints related to his work with two other public companies. Wheeler’s Board will remain at eight members with five of those members being independent.

Presently, Mr. Harris is the Director of Economic Development for the City of Virginia Beach where he is involved in improving and enhancing the standard of living and economic health of the Hampton Roads area. Under Mr. Harris’ leadership, the department has received accreditation and recognition from several national and international associations. During his tenure, Mr. Harris has also successfully completed the restructuring of the economic department for the City of Virginia Beach. This effort resulted in an international office being established in Germany for the department, as well as in the opening of a trade office in Olongapo, Philippines. Mr. Harris was appointed this position in 2007 by the City Manager after serving as the Director of Economic Development for the City of Chesapeake, VA.

Mr. Harris has been recognized by the American Society of Public Administrators and has been awarded the G. Robert House, Jr. Award for excellence in public service. Mr. Harris received his Bachelor’s degree in Political Science from Hampton University and has a Master’s in Public Administration from Old Dominion University. Mr. Harris currently serves on a number of boards and community service organizations in the Coastal Virginia area.

Jon S. Wheeler, Chairman and CEO, stated, “We are very pleased to welcome Warren to the Company’s Board of Directors. Warren has a proven record of success in the community. We believe his background in economic development as well as leadership and marketing skills will prove to be a valuable addition to our team.”

Mr. Wheeler continued, “We would also like to thank Jay for his excellent contribution to the board. His expertise has assisted in the growth of the Company. We know his skill set will lend well in his new position as Chief Executive Officer of Oxbridge RE Holdings Limited and we wish him the very best in this new endeavor.”

**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 Northeast, 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).

CONTACT:

**Wheeler Real Estate Investment Trust Inc.**

Robin Hanisch  
Corporate Secretary  
(757) 627-9088 / [robin@whlr.us](mailto:robin@whlr.us)

-OR-

INVESTOR RELATIONS:

**The Equity Group Inc.**

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Associate  
(212) 836-9615 / [tdowns@equityny.com](mailto:tdowns@equityny.com)

Adam Prior  
Senior Vice-President  
(212) 836-9606 / [aprior@equityny.com](mailto:aprior@equityny.com)



**FOR IMMEDIATE RELEASE**

**WHEELER REAL ESTATE INVESTMENT TRUST, INC. ANNOUNCES  
\$0.035 PER SHARE MONTHLY CASH DIVIDEND**

Virginia Beach, VA – June 17, 2014 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“Wheeler” or the “Company”) today announced that its Board of Directors has authorized a \$0.035 per share monthly cash dividend for shareholders of record on June 30, 2014, to be paid on or about July 31, 2014.

**Dividend Distribution History**

<u>Announce Date</u>	<u>Record Date</u>	<u>Pay Date</u>	<u>Amount</u>	<u>Frequency</u>
6/17/2014	6/30/2014	07/31/2014	\$ 0.035	Monthly
5/16/2014	5/31/2014	6/30/2014	\$ 0.035	Monthly
4/17/2014	4/30/2014	5/31/2014	\$ 0.035	Monthly
3/18/2014	3/31/2014	4/30/2014	\$ 0.035	Monthly
2/18/2014	2/28/2014	3/31/2014	\$ 0.035	Monthly
1/16/2014	1/31/2014	2/28/2014	\$ 0.035	Monthly
12/13/2013	12/31/2013	1/31/2014	\$ 0.035	Monthly
11/19/2013	11/30/2013	12/31/2013	\$ 0.035	Monthly
10/15/2013	10/31/2013	11/30/2013	\$ 0.035	Monthly
9/17/2013	9/30/2013	10/31/2013	\$ 0.035	Monthly
8/16/2013	8/31/2013	9/30/2013	\$ 0.035	Monthly
7/18/2013	7/31/2013	8/31/2013	\$ 0.035	Monthly
6/17/2013	6/30/2013	7/31/2013	\$ 0.035	Monthly

**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 Northeast, 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.wblr.us](http://www.wblr.us).

**Forward-Looking Statement**

Wheeler Real Estate Investment Trust, Inc. considers portions of the information in this press release relating to its business operations and the timing and amount of its future dividend payments 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 example, this press release states that the

Company's monthly dividend rate is \$0.035 per share. A possible implication of this statement is that the Company will continuously pay monthly dividends of \$0.035 per share, or \$0.42 per share per year in the future. The Company's dividend rates are set and may be reset from time to time by its Board of Directors. The Company's Board of Directors will consider many factors when setting dividend rates, including the Company's historical and projected income, normalized funds from operations, the then current and expected needs and availability of cash to pay the Company's obligations, distributions which may be required to be paid to maintain the Company's tax status as a real estate investment trust and other factors deemed relevant by the Board of Directors in its discretion. Accordingly, future dividend rates may be increased or decreased, and there is no assurance as to the rate at which future dividends will be paid. For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. For additional factors that could cause the results 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  
(757) 627-9088 / [robin@whlr.us](mailto:robin@whlr.us)

-OR-

INVESTOR RELATIONS:

**The Equity Group Inc.**

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Adam Prior  
Senior Vice-President  
(212) 836-9606 / [aprior@equityny.com](mailto:aprior@equityny.com)



June 12, 2014

Jon S. Wheeler  
Chairman & CEO  
Wheeler Real Estate Investment Trust, Inc.  
Riversedge North  
2529 Virginia Beach Boulevard  
Suite 200  
Virginia Beach, VA 23452

Re: Resignation from Board of Directors

Dear Jon:

As we have discussed in recent weeks, my new business is ramping up quickly, and I am frequently required to spend extended periods of time in the Caribbean. I feel that my job responsibilities will not offer me the opportunity to continue to serve as a director of Wheeler Real Estate Investment Trust, Inc. (the "Company"). As such, I hereby tender my resignation as a director of the Company effective as of the close of business on June 12, 2014.

I have enjoyed my time with the Company and wish you the best of success.

Sincerely,

/s/ Sanjay Madhu

Sanjay Madhu