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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): August 19, 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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

On August 19, 2014, Wheeler Real Estate Investment Trust, Inc. (the “Company”) filed with the State Department of Assessments and Taxation of Maryland (the “SDAT”) an amendment to its Charter, which amendment is attached as an exhibit to this Form 8-K, that increased the number of shares of Series B Preferred Stock which the Company has authority to issue to 3,000,000, without par value per share. The total number of shares of Series B Preferred Stock which the Company had authority to issue immediately prior to this amendment was 1,000,000 shares.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

- (a) Financial statement of businesses acquired.

Not Applicable.

- (b) Pro forma financial information.

Not applicable.

- (c) Shell company transactions.

Not Applicable.

- (d) Exhibits.

3.1 Wheeler Real Estate Investment Trust, Inc. Articles of Amendment.

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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: September 3, 2014

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## EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
3.1	Wheeler Real Estate Investment Trust, Inc. Articles of Amendment.

**WHEELER REAL ESTATE INVESTMENT TRUST, INC.**  
**ARTICLES OF AMENDMENT**

Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to amend its charter (the “Charter”) as currently in effect and as hereinafter amended.

SECOND: In accordance with Section 2-603(c) of the Maryland Code, this amendment to the charter has been duly approved by the Board of Directors of the Corporation as required by law.

THIRD: The charter of the Corporation is hereby amended as follows:

*Section 5.3.10 is deleted in its entirety and replaced with the new Section 5.3.10. The text of the new section follows.*

**Series B Preferred Stock**

Section 5.3.10 *Designation and Number*. A series of Preferred Stock, designated the “Series B Preferred Stock” (the “Series B Preferred Stock”), is hereby established. The number of shares of the Series B Preferred Stock shall be 3,000,000.

FOURTH: The total number of shares of stock which the Corporation had authority to issue immediately prior to this amendment was 80,000,000, consisting of 75,000,000 shares of Common Stock, \$0.01 par value per share, and 5,000,000 shares of Preferred Stock, without par value per share, of which 1,000,000 shares were designated as Series B Preferred Stock. The aggregate par value of all shares of stock having par value was \$750,000.

FIFTH: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 80,000,000, consisting of 75,000,000 shares of Common Stock, \$0.01 par value per share, and 5,000,000 shares of Preferred Stock, without par value per share, of which 3,000,000 shares are designated as Series B Preferred Stock. The aggregate par value of all authorized shares of stock having par value is \$750,000.

SIXTH: The undersigned Chairman and Chief Executive Officer acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned Chairman and Chief Executive Officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chairman and Chief Executive Officer and attested to by its Secretary as of the 15<sup>th</sup> day of August, 2014.

ATTEST:

WHEELER REAL ESTATE INVESTMENT TRUST, INC.:

By: /s/ Robin A. Hanisch

Name: Robin A. Hanisch

Title: Secretary

By: /s/ Jon S. Wheeler

Name: Jon S. Wheeler

Title: Chairman and Chief Executive Officer

Return address of filing party:

Wheeler Real Estate Investment Trust, Inc.

c/o The Corporation Trust Incorporated

351 West Camden Street

Baltimore, MD 21201