
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-11
REGISTRATION STATEMENT
FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

Wheeler Real Estate Investment Trust, Inc.

(Exact name of registrant as specified in its governing instruments)

Riversedge North, 2529 Virginia Beach Blvd., Suite 200 Virginia Beach, Virginia 23452
(757) 627-9088
(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(800) 624-0909
(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

Bradley A. Haneberg, Esq.
Matthew B. Chmiel, Esq.
Haneberg, PLC
5 W Runswick Drive
Richmond, Virginia 23238
(804) 814-2209 – telephone

James M. Jenkins, Esq.
Alexander R. McClean, Esq.
Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, New York 14604
(585) 232-6500 – telephone
(585) 232-2152 – facsimile

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box: ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement of the same offering. ☒ 333-198245

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Units, each Unit consisting of five shares of Series B Preferred Stock, without par value per share, and six Warrants each to purchase one share of Common Stock, par value \$0.01 per share ⁽²⁾	\$3,450,000	\$444.36
Series B Preferred Stock included as part of the Units ⁽³⁾	—	—
Warrants included as part of the Units ⁽⁴⁾	—	— (5)
Common Stock Issuable Upon Conversion of the Series B Preferred Stock ⁽⁶⁾	—	—
Common Stock Issuable upon exercise of the Warrants ^{(7) (8)}	\$910,800	\$117.31
Total	\$4,360,800	\$562

- (1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended, or the Securities Act.
- (2) Includes \$450,000 units that may be purchased by the underwriters to cover over-allotments, if any.
- (3) We are registering 138,000 shares of Series B Preferred Stock hereunder, including 18,000 shares of Series B Preferred Stock to cover over-allotments, if any.
- (4) We are registering hereunder Warrants to purchase 165,600 shares of common stock hereunder, including Warrants to purchase 21,600 shares of common stock to cover over-allotments, if any.
- (5) No separate registration fee required pursuant to Rule 457(g) of the Securities Act.
- (6) No separate registration fee required pursuant to Rule 457 (i) of the Securities Act.
- (7) In accordance with Rule 457(g), the registration fee is calculated assuming an exercise price of \$5.50 per share, which is the highest of (i) the price at which the warrants may be exercised; (ii) the offering price of securities of the same class included in the registration statement; and (iii) the price of securities of the same class, as determined by Rule 457(c).
- (8) Pursuant to Rule 416 of the Securities Act, such number of shares of common stock registered hereby also shall include an indeterminate number of shares of common stock that may be issued in connection with stock splits, stock dividends, recapitalizations or similar events or adjustments in the number of shares issuable as provided in the Warrants and the rights, preferences and limitations of the Series B Preferred Stock.

Explanatory Note

This registration statement is being filed pursuant to Rule 462(b) (“Rule 462(b)”) under the Securities Act of 1933, as amended, and General Instruction G of Form S-11, and includes the registration statement facing page, this page, the signature page, an exhibit index, opinions of counsel and the independent registered public accountants’ consents. Pursuant to Rule 462(b), the contents of our registration statement on Form S-11, as amended (File No. 333-198245), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission on September 11, 2014 (the “Initial Registration Statement”), are incorporated by reference into this registration statement. This registration statement covers the registration of an additional 138,000 shares of our Series B Preferred Stock and Warrants to purchase 165,600 shares of our common stock for sale in the offering related to the Initial Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that the registrant meets all of the requirements for filing on Form S-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Virginia Beach, Commonwealth of Virginia, on this 12th day of September, 2014.

WHEELER REAL ESTATE INVESTMENT TRUST,
INC.

By: /s/ JON S. WHEELER
Jon S. Wheeler
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ JON S. WHEELER*</u> Jon. S. Wheeler	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	September 12, 2014
<u>*</u> Steven M. Belote	Chief Financial Officer (Principal Financial and Accounting Officer)	September 12, 2014
<u>*</u> Christopher J. Ettel	Director	September 12, 2014
<u>*</u> David Kelly	Director	September 12, 2014
<u>*</u> William W. King	Director	September 12, 2014
<u>*</u> Warren D. Harris	Director	September 12, 2014
<u>*</u> Carl B. McGowan, Jr.	Director	September 12, 2014
<u>*</u> Ann L. McKinney	Director	September 12, 2014
<u>*</u> Jeffrey Zwerdling	Director	September 12, 2014

* /s/ Jon S. Wheeler
Jon S. Wheeler
Attorney-in-Fact
September 12, 2014

EXHIBIT INDEX

Exhibit

- 5.1 Opinion of Kaufman & Canoles, P.C.
- 8.1 Opinion of Kaufman & Canoles, P.C. with respect to tax matters
- 23.1 Consent of Cherry Bekaert LLP related to Port Crossing Shopping Center, LaGrange Marketplace, Cyress Shopping Center, Harrodsburg Marketplace, Freeway Junction, Clover Plaza, South Square, Waterway Plaza, Wetland Square, and St. George Plaza.
- 23.2 Consent of Cherry Bekaert LLP related to Brook Run Shopping Center and Northeast Plaza Shopping Center.
- 23.3 Consent of Cherry Bekaert LLP related to the Annual Report on Form 10-K of Wheeler Real Estate Investment Trust, Inc. for the fiscal year ended December 31, 2013
- 23.4 Consent of Kaufman & Canoles, P.C. (included in Exhibit 5.1)
- 23.5 Consent of Kaufman & Canoles, P.C. (included in Exhibit 8.1)

KAUFMAN & CANOLES
attorneys at law

Kaufman & Canoles, P.C.
Two James Center
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Richmond, VA 23219

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kaufCAN.com

September 12, 2014

Wheeler Real Estate Investment Trust, Inc.
Riversedge North
2529 Virginia Beach Blvd., Suite 200
Virginia Beach, Virginia 23452

**Re: Registration Statement on Form S-11
Filed Pursuant to Rule 462(b)**

Ladies and Gentlemen:

We have served as Maryland counsel to Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the “Company”), in connection with certain matters of Maryland law arising out of the registration of 27,600 units (the “Units”), with each unit comprised of (i) five shares of Series B Preferred Stock (the “Series B Preferred Stock”), and (ii) six warrants (each, a “Warrant,” and collectively, the “Warrants”), each to purchase one share of common stock of the Company, \$0.01 par value per share (the “Common Stock”), in an offering of the Units, Series B Preferred Stock and Warrants by the above-referenced Registration Statement, and all amendments thereto (collectively, the “Registration Statement”), filed by the Company with the United States Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”).

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the “Documents”):

1. The Registration Statement and the prospectus included therein, in the form in which it was transmitted to the Commission under the Securities Act;
2. The charter of the Company (the “Charter”), certified by the State Department of Assessments and Taxation of Maryland (the “SDAT”);
3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as September 8, 2014;
5. Resolutions adopted by the Board of Directors of the Company (the “Board”) or a duly authorized committee thereof relating to, among other matters, the registration and issuance of the Units, Series B Preferred Stock and Warrants (the “Resolutions”), certified as of the date hereof by an officer of the Company;

6. A certificate executed by an officer of the Company, dated as of the date hereof; and

7. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Series B Preferred Stock will not be issued or transferred in violation of the restrictions on transfer and ownership contained in Article VI of the Charter.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Units, Series B Preferred Stock and Warrants has been duly authorized and, when and if delivered against payment therefor in accordance with the Registration Statement, the Resolutions and any other resolutions adopted by the Board or a duly authorized committee thereof relating thereto, the Units, Series B Preferred Stock and Warrants will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/S/ Kaufman & Canoles
Kaufman & Canoles, P.C.

KAUFMAN & CANOLES
attorneys at law

Kaufman & Canoles, P.C.
Two James Center
1021 East Cary Street, Suite 1400
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September 12, 2014

Wheeler Real Estate Investment Trust, Inc.
Riversedge North
2529 Virginia Beach Blvd., Suite 200
Virginia Beach, Virginia 23452

**Re: Registration Statement on Form S-11
Filed Pursuant to Rule 462(b)**

Ladies and Gentlemen:

We have served as special tax counsel to Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the “Company”), in connection with the registration of up to of 27,600 units (the “Units”), with each unit comprised of (i) five shares of Series B Preferred Stock (the “Series B Preferred Stock”), and (ii) six warrants (each, a “Warrant,” and collectively, the “Warrants”), each to purchase one share of common stock of the Company, \$0.01 par value per share (the “Common Stock”), in an offering of the Units, Series B Preferred Stock and Warrants by the above-referenced Registration Statement, and all amendments thereto (collectively, the “Registration Statement”), filed by the Company with the United States Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”).

You have requested our opinion regarding whether the Company’s organization and contemplated method of operations are such as to enable it to qualify as a real estate investment trust (“REIT”) pursuant to sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the “Code”), for its 2012 taxable year and subsequent taxable years.¹

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the “Documents”):

1. The Registration Statement and the prospectus included therein, in the form in which it was transmitted to the Commission under the Securities Act;

2. The charter of the Company (the “Charter”), certified by the State Department of Assessments and Taxation of Maryland (the “SDAT”);

¹ Unless otherwise stated, all section references herein are to the Code.

3. The bylaws of the Company, certified as of the date hereof by an officer of the Company;

4. A certificate of the SDAT as to the good standing of the Company, dated as September 8, 2014;

5. Resolutions adopted by the Board of Directors of the Company (the "Board") or a duly authorized committee thereof relating to, among other matters, the registration and issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;

6. A certificate executed by an officer of the Company, dated as of the date hereof; and

7. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

We have further assumed that during the Company's 2012 taxable year and subsequent taxable years, the Company will conduct its affairs in a manner that will make the representations set forth below true for such years; and that the Company will not make any amendments to its organizational documents after the date of this opinion that would affect the Company's qualification as a REIT for any taxable year.

The opinion set forth herein is premised on and conditioned on certain representations made by an officer of the Company as to relevant factual matters and covenants as to future operations dated as of the date hereof (the "Officer's Certificate"). Further the opinion is based on the assumption that the Company will meet certain asset, income and distribution requirements applicable to REITs, and

that if the Company were ultimately found not to have met the REIT distribution requirements for any taxable year, such failure was due to reasonable cause and not due to willful neglect. In addition, for the purposes of rendering this opinion, we have not made an independent investigation or reached independent conclusions as to the assumptions that we have made or of the facts set forth in any of the aforementioned documents, including, without limitation, the Registration Statement and the Officer's Certificate.

Based upon the foregoing and the representations set forth above, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. the Company's organization and method of operation are such that (i) commencing with its taxable year ending December 31, 2012, the Company qualifies as a REIT, and (ii) they will enable the Company to continue to qualify as a REIT for its subsequent taxable years; and
2. the statements set forth in the Registration Statement under the caption "Material U.S. Federal Income Tax Considerations," insofar as they purport to describe or summarize United States federal income tax law and regulations, constitute accurate descriptions or summaries in all material respects.

The ability of the Company to qualify as a REIT will depend on future events, some of which are not within the control of the Company. Additionally, it is not possible to predict whether the statements, representations, warranties or assumptions on which we have relied to issue this opinion will continue to be accurate in the future. We will not review the Company's compliance with the Documents or assumptions, or the representations set forth above. Accordingly, no assurance can be given that the actual results of the Company's operations for any given taxable year will satisfy the requirements for qualification and taxation as a REIT.

The foregoing opinion is based on current provisions of the Code and Treasury Regulations promulgated thereunder, published administrative interpretations thereof, and published court decisions, any of which may be changed at any time, possibly with retroactive effect (collectively "Law"). The Internal Revenue Service has not yet issued Regulations or administrative interpretations with respect to various provisions of the Code relating to REIT qualification. No assurance can be given that the Law will not change in a way that will prevent the Company from qualifying as a REIT or that the Internal Revenue Service will not disagree with this opinion.

This opinion is limited to the federal tax laws of the United States of America and is expressed as of the date hereof. The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. This opinion is further limited in that it does not purport to opine on the federal income tax consequences that may result to the extent that any of the representations or assumptions contained in this opinion are not true or there has been an adverse change in the Law. This opinion represents our best legal judgment, but it has no binding effect or official status of any kind, and no assurance can be given that contrary positions may not be taken by the Internal Revenue Service or a court considering the issues. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration

Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/S/ Kaufman & Canoles

Kaufman & Canoles, P.C.

Consent of Independent Accountant

We hereby consent to the incorporation by reference in this Registration Statement of Wheeler Real Estate Investment Trust, Inc., of our report dated August 19, 2014 with respect to Freeway Junction for the year ended December 31, 2013, of our reports each dated August 13, 2014, with respect to Port Crossing Shopping Center and LaGrange Marketplace for the years ended December 31, 2013 and 2012 and Cypress Shopping Center and Harrodsburg Marketplace for the year ended December 31, 2013, and of our report dated February 28, 2014, with respect to the Combined Statements of Revenues and Certain Operating Expenses of Clover Plaza, South Square, Waterway Plaza, Westland Square, and St. George Plaza for the years ended December 31, 2012 and 2011.

/s/ Cherry Bekaert LLP
Virginia Beach, Virginia
September 12, 2014

Consent of Independent Accountant

We hereby consent to the incorporation by reference in the Registration Statements of Wheeler Real Estate Investment Trust, Inc., on Form S-11 (Nos. 333-194831 and 333-198245) and Form S-3 (Nos. 333-193563 and 333-194252) of our reports each dated March 26, 2014, with respect to the Statements of Revenues and Certain Operating Expenses of Brook Run Shopping Center and Northeast Plaza Shopping Center for the years ended December 31, 2013 and 2012, which appear in this Registration Statement.

/s/ Cherry Bekaert LLP
Virginia Beach, Virginia
September 12, 2014

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement of Wheeler Real Estate Investment Trust, Inc., of our report dated March 21, 2014, relating to the consolidated and combined financial statements and financial statement schedules for the two years ended December 31, 2013, which appears in the Company's annual report on Form 10-K and is incorporated herein by reference.

/s/ Cherry Bekaert LLP
Virginia Beach, Virginia
September 12, 2014