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**UNITED STATES  
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 EXCHANGE ACT OF 1934

Date of report (date of earliest event reported): May 4, 2018 (May 3, 2018)

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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 obligation 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Wheeler Real Estate Investment Trust, Inc. (the “Company”) filed Articles Supplementary establishing and fixing the rights and preferences of the Company’s Series D Cumulative Convertible Preferred Stock, without par value (the “Series D Preferred Stock”), as accepted for record by the State Department of Assessments and Taxation of Maryland (the “SDAT”) on September 16, 2016 (the “Articles Supplementary”).

On May 3, 2018, the Company filed a Certificate of Correction (the “Certificate of Correction”) with the SDAT correcting an inadvertently omitted reference to “accumulated amortization” in “Section 10(a) (Mandatory Redemption for Asset Coverage)” of the Articles Supplementary. The applicable language in “Section 10(a) (Mandatory Redemption for Asset Coverage)” of the Articles Supplementary, previously stated:

*“If the Corporation fails to maintain asset coverage of at least 200% calculated by determining the percentage value of (i) the Corporation’s total assets plus accumulated depreciation minus the Corporation’s total liabilities and indebtedness as reported in the Corporation’s financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) (exclusive of the book value of any Redeemable and Term Preferred Stock (as defined herein))”*

The applicable language in “Section 10(a) (Mandatory Redemption for Asset Coverage)” of the Articles Supplementary, is corrected in the Certificate of Correction to state as follows:

*“If the Corporation fails to maintain asset coverage of at least 200% calculated by determining the percentage value of (i) the Corporation’s total assets plus accumulated depreciation and accumulated amortization minus the Corporation’s total liabilities and indebtedness as reported in the Corporation’s financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) (exclusive of the book value of any Redeemable and Term Preferred Stock (as defined herein))”*

The Certificate of Correction became effective upon filing. The foregoing description of the Certificate of Correction is a summary and is qualified in its entirety by the terms of the Certificate of Correction, a copy of which is filed as Exhibit No. 3.1 to this Current Report on Form 8-K and incorporated by reference into this Item 5.03.

**Item 9.01. Financial Statement 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 Certificate of Correction dated May 3, 2018.

**EXHIBIT INDEX**

<b>Number</b>	<b>Description of Exhibit</b>
3.1	<a href="#">Certificate of Correction dated May 3, 2018.</a>

**SIGNATURE**

Pursuant to the requirements of the Securities 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/ David Kelly  
David Kelly  
President and Chief Executive Officer

Dated: May 4, 2018

**CERTIFICATE OF CORRECTION  
OF  
ARTICLES SUPPLEMENTARY  
FOR  
WHEELER REAL ESTATE INVESTMENT TRUST, INC.**

The undersigned, on behalf of the corporation certifies as follows that:

**FIRST:** The title of the document being corrected is the Articles Supplementary (the “Articles Supplementary”).

**SECOND:** The sole party to the Articles Supplementary is Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the “Corporation”).

**THIRD:** The Articles Supplementary were filed with the Maryland State Department of Assessments and Taxation (“MSDAT”) on September 16, 2016 at 1:58 p.m.

**FOURTH:** The provision of the Articles Supplementary, which is to be corrected and as previously filed with MSDAT is the section set forth below:

1. Section 10(a) (Mandatory Redemption for Asset Coverage) of the Articles Supplementary which as previously filed, reads as follows:

(a) If the Corporation fails to maintain asset coverage of at least 200% calculated by determining the percentage value of (i) the Corporation’s total assets plus accumulated depreciation minus the Corporation’s total liabilities and indebtedness as reported in the Corporation’s financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) (exclusive of the book value of any Redeemable and Term Preferred Stock (as defined herein)), over (ii) the aggregate liquidation preference, plus an amount equal to all accrued and unpaid dividends, of the outstanding Series D Preferred Stock and any outstanding shares of term Preferred Stock or Preferred Stock providing for a fixed mandatory redemption date or maturity date (“Redeemable and Term Preferred Stock”) on the last Business Day of any calendar quarter (“Asset Coverage Ratio”), and such failure is not cured by the close of business on the date that is 30 calendar days following the filing date of the Corporation’s Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as applicable, for that quarter (such date, the “Asset Coverage Cure Date”), then the Corporation shall redeem, within 90 calendar days of the Asset Coverage Cure Date, shares of Redeemable and Term Preferred Stock, which may include Series D Preferred Stock, at least equal to the lesser of (x) the minimum number of shares of Redeemable and Term Preferred Stock that will result in the Corporation having an Asset Coverage Ratio of at least 200% and (y) the maximum number of shares of Redeemable and Term Preferred Stock that can be redeemed solely out of funds legally available for such redemption. In connection with any redemption for failure to maintain such Asset Coverage Ratio, the Corporation may, in its sole option, redeem any shares of Redeemable and Term Preferred Stock it selects, including on a non-pro rata basis. The Corporation may elect not to redeem any Series D Preferred Stock to cure such failure as long as the Corporation cures its failure to meet the Asset Coverage Ratio by or on the Asset Coverage Cure Date.

is corrected to read as follows:

(a) If the Corporation fails to maintain asset coverage of at least 200% calculated by determining the percentage value of (i) the Corporation’s total assets plus accumulated depreciation and accumulated amortization minus the Corporation’s total liabilities and indebtedness as reported in the Corporation’s financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) (exclusive of the book value of any Redeemable and Term Preferred Stock (as defined herein)), over (ii) the aggregate liquidation preference, plus an amount equal to all accrued and unpaid dividends, of the outstanding Series D Preferred Stock and any outstanding shares of term Preferred Stock or Preferred Stock providing for a fixed mandatory redemption date or maturity date (“Redeemable and Term Preferred Stock”) on the last Business Day of any calendar quarter (“Asset Coverage Ratio”), and such failure is not cured by the close of business on the date that is 30 calendar days following the filing date of the Corporation’s Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as applicable, for that quarter (such date, the “Asset Coverage Cure Date”), then the Corporation shall redeem, within 90 calendar days of the Asset Coverage Cure Date, shares of Redeemable and Term Preferred Stock, which may include Series D Preferred Stock, at least equal to the lesser of (x) the minimum number of shares of Redeemable and Term Preferred Stock that will result in the Corporation having an Asset Coverage Ratio of at least 200% and (y) the maximum number of shares of Redeemable and Term Preferred Stock that can be redeemed solely out of funds legally available for such redemption. In connection with any redemption for failure to maintain such Asset Coverage Ratio, the Corporation may, in its sole option, redeem any shares of Redeemable and Term Preferred Stock it selects, including on a non-pro rata basis. The Corporation may elect not to redeem any Series D Preferred Stock to cure such failure as long as the Corporation cures its failure to meet the Asset Coverage Ratio by or on the Asset Coverage Cure Date.

**FIFTH:** The undersigned Chief Executive Officer and President acknowledges this Certificate of Correction to be the act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer and President 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 this Certificate of Correction to be executed in its name and on its behalf by its Chief Executive Officer and President and attested by its Secretary this 3<sup>rd</sup> of May 2018.

**WHEELER REAL ESTATE INVESTMENT TRUST,  
INC.**

By: /s/ David Kelly  
David Kelly  
Chief Executive Officer and President  
Date: May 3, 2018

**ATTESTED TO:**

By: /s/ Angelica A. Beltran  
Angelica A. Beltran  
Secretary  
Date: May 3, 2018

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