

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (date of earliest event reported): **July 8, 2021**

WHEELER REAL ESTATE INVESTMENT TRUST, INC.
(Exact name of registrant as specified in its charter)

<u>Maryland</u> (State or other jurisdiction of incorporation or organization)	<u>001-35713</u> (Commission File Number)	<u>45-2681082</u> (IRS Employer Identification No.)
<u>2529 Virginia Beach Blvd. Virginia Beach, VA</u> (Address of principal executive offices)		<u>23452</u> (Zip code)

Registrant's telephone number, including area code: **(757) 627-9088**

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))

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.

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value per share	WHLR	Nasdaq Capital Market
Series B Convertible Preferred Stock	WHLRP	Nasdaq Capital Market
Series D Cumulative Convertible Preferred Stock	WHLRD	Nasdaq Capital Market

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

On July 8, 2021, the Board of Directors (the "Board") of Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the "Company") filed Articles Supplementary (the "Articles Supplementary") with the Maryland State Department of Assessments and Taxation to designate an additional 2,000,000 shares of the Company's authorized but unissued preferred stock, without par value, as shares of Series D Cumulative Convertible Preferred Stock, without par value per share, of the Company (the "Series D Preferred Stock"). The Articles Supplementary became effective upon filing on July 8, 2021.

The foregoing description of the Articles Supplementary is a summary and is qualified in its entirety by the terms of the Articles Supplementary, 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(d) Financial Statements and Exhibits.

3.1 [Articles Supplementary of the Registrant.](#)

SIGNATURE

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/ M. Andrew Franklin

Name: M. Andrew Franklin

Title: Interim Chief Executive Officer

Dated: July 8, 2021

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

ARTICLES SUPPLEMENTARY

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

FIRST: Under a power contained in Article V of the charter of the Corporation (as amended and restated from time to time, the "Charter") and Section 2-105 of the Maryland General Corporation Law, the Board of Directors of the Corporation (the "Board"), by duly adopted resolutions, classified and designated an additional 2,000,000 shares of authorized but unissued preferred stock, without par value per share, of the Corporation as additional shares (the "Additional Shares") of Series D Cumulative Convertible Preferred Stock (the "Series D Preferred Stock").

SECOND: A description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, terms and conditions of redemption and other terms and conditions of the Series D Preferred Stock is set forth in the Articles Supplementary filed with, and accepted for record by, the Department on September 16, 2016.

THIRD: The Additional Shares have been classified and designated by the Board under the authority contained in the Charter. After giving effect to the classification of the Additional Shares set forth herein, the total number of Series D Preferred Stock that the Corporation has authority to issue is 6,000,000. There has been no increase in the authorized shares of stock of the Company effected by these Articles Supplementary.

FOURTH: These Articles Supplementary have been approved by the Board in the manner and by the vote required by law.

FIFTH: Each of the undersigned acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to verified under oath, each of the undersigned acknowledges that, to the best of his or her knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be signed in its name and on its behalf by its Interim Chief Executive Officer and attested to by its Chief Financial Officer on this 6th day of July, 2021.

ATTEST:

WHEELER REAL ESTATE
INVESTMENT TRUST, INC.

By: /s/ Crystal Plum
Name: Crystal Plum
Title: Chief Financial Officer

By: /s/ M. Andrew Franklin
Name: M. Andrew Franklin
Title: Interim Chief Executive Officer