

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): **November 18, 2021**

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

**Maryland**

(State or other jurisdiction of  
incorporation or organization)

**001-35713**

(Commission File Number)

**45-2681082**

(IRS Employer  
Identification No.)

**2529 Virginia Beach Blvd.,  
Virginia Beach, VA**

(Address of principal executive offices)

**23452**

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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
7.00% Senior Subordinated Convertible Notes due 2031	WHLRL	Nasdaq Capital Market

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

On November 29, 2021, the Board of Directors (the "Board") of Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the "Company"), filed Articles of Amendment (the "Articles of Amendment") with the Maryland State Department of Assessments and Taxation to amend the charter of the Company (the "Amendment") to increase the aggregate number of shares of Common Stock, \$0.01 par value per share ("Common Stock") that the Company has the authority to issue.

Prior to this Amendment, the Company had the authority to issue 33,750,000 shares, consisting of 18,750,000 shares of Common Stock and 15,000,000 shares of Preferred Stock, without par value per share ("Preferred Stock").

After this Amendment, the Company has the authority to issue 215,000,000 shares, consisting of 200,000,000 shares of Common Stock and 15,000,000 shares of Preferred Stock.

The Articles of Amendment became effective upon filing on November 29, 2021.

The foregoing description of the Articles of Amendment is a summary and is qualified in its entirety by the terms of the Articles of Amendment, 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 8.01. Other Events.**

*Interest on the Company's 7.00% Senior Subordinated Convertible Notes due 2031*

On November 18, 2021, the Board determined that interest on the Company's 7.00% Senior Subordinated Convertible Notes due 2031 (the "Notes") payable on December 31, 2021 to holders of record at the close of business at 5:00 p.m., New York City time, on December 1, 2021, of the Company's Notes, shall be in the form of the Company's Series D Cumulative Convertible Preferred Stock.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No.**

3.1	<a href="#">Articles of Amendment, filed with the State Department of Assessments and Taxation of Maryland on November 29, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

Date: November 29, 2021

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

By: /s/ M. Andrew Franklin

Name: M. Andrew Franklin

Title: Chief Executive Officer and President

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**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 ("SDAT") that:

**FIRST:** The charter of the Corporation (the "Charter") is hereby amended by deleting in its entirety Section 5.1 of the Amended and Restated Articles of Incorporation of the Corporation, as amended, supplemented and corrected to date, and substituting the following in lieu thereof:

5.1 Authorized Shares. The Corporation has authority to issue 215,000,000 shares of stock, consisting of 200,000,000 shares of Common Stock, \$0.01 par value per share ("Common Stock"), and 15,000,000 shares of Preferred Stock, without par value per share ("Preferred Stock"). The aggregate par value of all authorized shares of stock having par value is \$2,000,000. If shares of one class of stock are classified or reclassified into shares of another class of stock pursuant to this Article V, the number of authorized shares of the former class shall be automatically decreased and the number of shares of the latter class shall be automatically increased, in each case by the number of shares so classified or reclassified, so that the aggregate number of shares of stock of all classes that the Corporation has authority to issue shall not be more than the total number of shares of stock set forth in the first sentence of this paragraph. The Board of Directors, with the approval of a majority of the entire Board and without any action by the stockholders of the Corporation, may amend the Charter from time to time to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that the Corporation has authority to issue."

**SECOND:** The amendment to the Charter as set forth above (the "Amendment") was approved by a majority of the entire Board of Directors of the Corporation and is limited to a change expressly authorized by Section 2-105(a)(13) of the Maryland General Corporation Law (the "MGCL") to be made without action by the stockholders of the Corporation.

**THIRD:** The total number of shares of stock of all classes that the Corporation had authority to issue immediately prior to the Amendment was 33,750,000 shares, consisting of 18,750,000 shares of Common Stock, \$0.01 par value per share ("Common Stock"), and 15,000,000 shares of Preferred Stock, without par value per share ("Preferred Stock"). Of the 15,000,000 shares of Preferred Stock that were authorized for issuance immediately prior to the Amendment, 4,500 shares were classified as Series A Preferred Stock (the "Series A Preferred Stock"), 5,000,000 shares were classified as Series B Preferred Stock (the "Series B Preferred Stock"), and 6,000,000 were classified as Series D Cumulative Convertible Preferred Stock (the "Series D Preferred Stock"). The aggregate par value of all shares of stock of all classes that the Corporation had authority to issue immediately prior to the Amendment was \$187,500.

**FOURTH:** As amended by the Amendment, the Charter authorizes the Corporation to issue a total of 215,000,000 shares of stock of all classes, consisting of 200,000,000 shares of Common Stock, \$0.01 par value per share, and 15,000,000 shares of Preferred Stock, without par value per share. Of the 15,000,000 shares of Preferred Stock that are authorized for issuance under the Charter, as amended by the Amendment, 4,500 shares are classified as Series A Preferred Stock, 5,000,000 shares are classified as Series B Preferred Stock, and 6,000,000 are classified as Series D Preferred Stock. The aggregate par value of all shares of stock of all classes that the Corporation has authority to issue under the Charter, as amended by the Amendment, is \$2,000,000. The information required by Section 2-607(b)(2)(i) of the MGCL was not changed by the Amendment.

**FIFTH:** These Articles of Amendment shall be effective at the time at which they are accepted for record by SDAT.

*[Signatures Appear on the Next Page]*

**IN WITNESS WHEREOF**, the Corporation has caused these Articles of Amendment to be signed and acknowledged in its name and on its behalf by its Chief Executive Officer and President and witnessed and attested by its Secretary on this 27<sup>th</sup> day of November, 2021, and such persons acknowledged the same to be the act of said corporation, and that to the best of their knowledge, information and belief, all matters and facts stated herein are true in all material respects and that this statement is made under the penalties of perjury.

ATTEST:

By: /s/ Angelica Beltran  
Name: Angelica Beltran  
Title: Secretary

WHEELER REAL ESTATE INVESTMENT  
TRUST, INC.

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

*[Signature Page to Articles of Amendment - Wheeler Real Estate Investment Trust, Inc]*