

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): **December 21, 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 1.02 Termination of a Material Definitive Agreement

As previously disclosed, on March 12, 2021, Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the "Company"), entered into a financing agreement (the "Financing Agreement") by and among the Company, as borrower, certain subsidiaries of the Company from time to time party thereto, as guarantors (together with the Company, the "Loan Parties"), the lenders from time to time party thereto, and Wilmington Savings Fund Society, FSB, as administrative agent and collateral agent (the "Collateral Agent"), providing a term loan in the aggregate principal amount of \$35.0 million (the "Loan").

On December 6, 2021, the Company voluntarily prepaid the Loan in the amount of \$16,970,999, which included the applicable premium in the amount of \$808,142.

On December 21, 2021, the Company voluntarily paid off the Loan in its entirety in the amount of \$20,246,236.12, which included the applicable premium in the amount of \$941,857.20 and interest, accrued from October 15, 2021, in the amount of \$467,234.92.

In connection with such payoff, the liens of the Collateral Agent in any and all of the property of the Loan Parties that secured any obligations under the Financing Agreement and all other Loan Documents (as defined in the Financing Agreement) were automatically and immediately released and terminated.

Item 8.01. Other Events.

On December 28, 2021, the Board of Directors of the Company mailed a letter to Daniel Khoshaba, former Chief Executive Officer of the Company. A copy of such letter is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Letter to Daniel Khoshaba dated December 28, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: December 28, 2021

Wheeler Real Estate Investment Trust, Inc.

By: /s/ M. Andrew Franklin

Name: M. Andrew Franklin

Title: Chief Executive Officer and President



Wheeler Real Estate Investment Trust, Inc.
Riversedge North
2529 Virginia Beach Boulevard
Virginia Beach, VA 23452

December 28, 2021

Mr. Daniel Khoshaba
Alexander Palm Road
Boca Raton, Florida 33432

Dear Dan:

We are saddened by your recent public letters.

While your short 16-month tenure as CEO had its pluses and minuses, we respected your written decision to resign for personal reasons when confronted with some of those minuses.

We wish you the best in your retirement in Florida.

Regards,

/s/ Stefani Carter

Stefani Carter
Chair of the Board of Directors
Wheeler Real Estate Investment Trust, Inc.