

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): **January 23, 2023**

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% Subordinated Convertible Notes due 2031	WHLRL	Nasdaq Capital Market

Item 7.01. Regulation FD Disclosure.

As previously announced, Wheeler Real Estate Investment Trust, Inc. (the "Company") commenced an offer to exchange (the "Exchange Offer") up to 2,112,103 outstanding shares of its Series D Cumulative Convertible Preferred Stock (the "Series D Preferred Stock"), representing 67% of the outstanding shares of Series D Preferred Stock, for (i) 6.00% Subordinated Convertible Notes due 2028, and (ii) common stock, \$0.01 par value per share, in each case to be newly issued by the Company, and the related solicitation of consents from the holders of Series D Preferred Stock to certain amendments to the Company's charter that would modify the terms of the Series D Preferred Stock ("Consent Solicitation").

On January 23, 2023, the Company issued a press release announcing the expiration and final results of the Exchange Offer and Consent Solicitation. A copy of the Company's press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information included in this Current Report on Form 8-K under this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or Securities Act of 1933, as amended (the "Securities Act"), except as shall be expressly set forth by specific reference in such filing.

No Offer or Solicitation

This Current Report on Form 8-K is not intended and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction or where such sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated January 23, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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 hereunto duly authorized.

WHEELER REAL ESTATE INVESTMENT
TRUST, INC.

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

Dated: January 23, 2023



**WHEELER ANNOUNCES THE EXPIRATION AND FINAL RESULTS OF THE
EXCHANGE OFFER AND CONSENT SOLICITATION**

VIRGINIA BEACH, VA / ACCESSWIRE / January 23, 2023 / Wheeler Real Estate Investment Trust, Inc. (NASDAQ: **WHLR**) (“Wheeler” or the “Company”) today announced the expiration and final results of its exchange offer (the “Exchange Offer”) and related solicitation of consents from the holders of the Company’s Series D Cumulative Convertible Preferred Stock (the “Series D Preferred Stock”) to certain amendments to the Company’s charter that would modify the terms of the Series D Preferred Stock (the “Proposed Amendments”).

Expiration of Exchange Offer

The Exchange Offer expired at 11:59 p.m., New York City time, on January 20, 2023 (the “Expiration Date and Time”).

Final Results of Exchange Offer

The Company has been informed by the Exchange Agent, Computershare Inc., that as of the Expiration Date and Time, 864,391 shares of Series D Preferred Stock (representing 26.8% of the total outstanding Series D Preferred Stock) had been validly tendered (and not validly withdrawn) in the Exchange Offer.

Accordingly, the condition that the holders of at least 66 2/3% of the outstanding shares of Series D Preferred Stock (i) validly tender their Series D Preferred Stock into the Exchange Offer, and not validly withdraw such Series D Preferred Stock, and (ii) consent to the Proposed Amendments, has not been satisfied as of the Expiration Date and Time.

Therefore, the Series D Preferred Stock will remain outstanding with no change to its terms. No shares of Series D Preferred Stock will be exchanged by the Company for its 6.00% Subordinated Convertible Notes due 2028 and common stock, and the shares of Series D Preferred Stock previously tendered in the Exchange Offer will be promptly returned to the tendering holders. No consideration will be paid or become payable to holders who validly tendered their shares of Series D Preferred Stock in the Exchange Offer.

Soliciting Broker Fee

Since the Exchange Offer was not consummated, the Company will not pay any Soliciting Broker Fee to any soliciting retail brokers.

No Offer or Solicitation

This communication is not intended and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction or where such sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Contact

Investor Relations (757) 627-9088
Email: investorrelations@whlr.us

About Wheeler Real Estate Investment Trust, Inc.

Headquartered in Virginia Beach, Virginia, Wheeler Real Estate Investment Trust, Inc. is a fully integrated, self-managed commercial real estate investment trust (REIT) focused on owning and operating income-producing retail properties with a primary focus on grocery-anchored centers. For more information on the Company, please visit www.whlr.us.