

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): **June 13, 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 8.01 Other Events.**

On June 13, 2023, counsel to Wheeler Real Estate Investment Trust, Inc. (the “Company”) sent, on behalf of the Company, a letter to Daniel Khoshaba in response to Mr. Khoshaba’s letter received by the Board of Directors of the Company on June 12, 2023. Mr. Khoshaba’s letter was included as an exhibit to Schedule 13D/A filed by Mr. Khoshaba with the Securities and Exchange Commission on June 13, 2023. A copy of counsel’s letter is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The foregoing description of Exhibit 99.1 does not purport to be complete and is qualified in its entirety by reference to the full text of the exhibit.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Letter to Daniel Khoshaba dated June 13, 2023</a>
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: June 14, 2023

# CADWALADER

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June 13, 2023

**VIA E-MAIL & CERTIFIED MAIL**

Mr. Daniel Khoshaba  
Alexander Palm Road  
Boca Raton, Florida 33432  
dkhoshaba@ksacapitalpartners.com

Dear Dan:

My letter to you of April 20, 2023, on behalf of the Company, stated very clearly that WHLR welcomed any thoughts you had as to how to address the capital structure problem.

However, since April 20<sup>th</sup>, your May and June letters have only sought to demean the Board and the Company – presumably with the intention of driving down its stock – and reiterate your basic platitude that the Board must “negotiate a settlement with the holders of the Company’s Series D Preferred Stock”.

You did not take the opportunity (as other shareholders did) to attend the May 19<sup>th</sup> in-person annual shareholder meeting where shareholders engaged extensively with management and the Board.

If you are serious about wanting, in your words, a “genuine, constructive conversation with the Board to assist in addressing the issues facing the Company”, then WHLR looks forward to hearing your thoughts with specific details.

Very truly yours,

/s/ Daniel P. Raglan

cc: Board of Directors  
(Wheeler Real Estate Investment Trust, Inc.)

**Daniel P. Raglan** Tel +1 212 504-6790 Fax +1 212 504-6666 daniel.raglan@cwt.com