
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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

Date of report (date of earliest event reported): November 5, 2014

**WHEELER REAL ESTATE INVESTMENT TRUST,
INC.**

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-35713
(Commission
File Number)

45-2681082
(IRS Employer
Identification No.)

**2529 Virginia Beach Blvd., Suite 200
Virginia Beach, VA 23452**

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))
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ITEM 8.01 OTHER EVENTS.

On October 14, 2014, the Registrant filed a Form 8-K to report that WHLR-Crockett Square, LLC, a Delaware limited liability company (“WHLR-Crockett Square”) and a wholly-owned subsidiary of Wheeler REIT, L.P., a Virginia limited partnership of which the Registrant is the sole general partner, entered into a Purchase and Sale Agreement (the “Purchase Agreement”) as buyer, with RPAI Morristown Crockett, L.L.C., a Delaware limited liability company, as seller (the “Seller”), for the purchase of real property located at 507 South Davy Crockett Parkway, Morristown, Tennessee, commonly known as Crockett Square, for the sales price of Nine Million Seven Hundred Fifty Thousand and 00/100 Dollars (\$9,750,000).

On November 5, 2014, WHLR-Crockett Square closed the transaction and acquired Crockett Square for \$9,750,000.

No director, officer or affiliate of the Registrant is affiliated with the Seller.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statement of businesses acquired.

The Registrant will file requisite financial information for Crockett Square no later than 71 calendar days after the initial filing of this Current Report on Form 8-K.

- (b) Pro forma financial information.

Not applicable.

- (c) Shell company transactions.

Not Applicable.

- (d) Exhibits.

None.
