
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 17, 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 November 17, 2014, Wheeler Real Estate Investment Trust, Inc. (the "Company") issued a press release announcing that the Company has entered into a non-binding joint venture agreement with Lightbridge Properties, LLC and Lightbridge Franchise Company, LLC (collectively "Lightbridge"), that provides the Company with the opportunity to participate in the acquisition and development of Lightbridge's child-care franchises in New Jersey, Pennsylvania and Virginia.

On November 18, 2014, the Company issued a press release announcing the payment of a monthly cash dividend of \$0.035 per share of common stock to record holders on November 30, 2014. The Company expects to pay the dividend on or about December 31, 2014.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statement of businesses acquired.

Not applicable.

- (b) Pro forma financial information.

Not applicable.

- (c) Shell company transactions.

Not Applicable.

- (d) Exhibits.

- 99.1 Press release, dated November 17, 2014, announcing the Company has entered into a non-binding joint venture agreement with Lightbridge.
- 99.2 Press release, dated November 18, 2014, announcing the payment, on or about December 31, 2014, of a monthly cash dividend of \$0.035 per share of common stock to record holders on November 30, 2014.
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Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

By: /s/ Jon S. Wheeler

Jon S. Wheeler

Chairman and Chief Executive Officer

Dated: November 18, 2014

EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
99.1	Press release, dated November 17, 2014, announcing the Company has entered into a non-binding joint venture agreement with Lightbridge.
99.2	Press release, dated November 18, 2014, announcing the payment, on or about December 31, 2014, of a monthly cash dividend of \$0.035 per share of common stock to record holders on November 30, 2014.



FOR IMMEDIATE RELEASE

**WHEELER REAL ESTATE INVESTMENT TRUST, INC. SIGNS NON-BINDING
JOINT VENTURE AGREEMENT WITH LIGHTBRIDGE**

*Company to Potentially Participate in the Acquisition and Development
of Child Care Centers in the Northeast*

Virginia Beach, VA – November 17, 2014 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“Wheeler” or the “Company”) announced today that the Company has entered into a non-binding joint venture agreement with Lightbridge Properties, LLC (“Lightbridge Properties”) and Lightbridge Franchise Company, LLC (“Lightbridge Franchise”), an early education and child care franchisor located throughout New Jersey, with locations currently under development in New Jersey, New York, Pennsylvania and Virginia.

Under the terms of the agreement, Lightbridge Properties will provide the Company with the option to participate in the acquisition and development of any potential properties that Lightbridge Franchise has identified as future sites for its centers located in New Jersey, Pennsylvania, or Virginia.

Jon S. Wheeler, Chairman and Chief Executive Officer, commented, “We are extremely pleased to be entering into this agreement with Lightbridge Properties and Lightbridge Franchise and view this as another opportunity for the Company to create value that will complement our existing property portfolio. Lightbridge Academy centers are typically located within ‘necessity-based’ retail centers in secondary and tertiary markets and with Lightbridge Franchise Company’s focus on new sites in the Northeast, Wheeler will be able to strengthen its presence in areas where it is already established. We believe this agreement will streamline efficiencies between the three companies and is a perfect example of services that Wheeler can provide for other multi-locational tenants with a programmatic development pipeline. We are excited to work with Lightbridge on the identified potential future sites and will continue to explore other joint venture opportunities that will increase value for the Company over the long term.”

Guy Falzarano, Lightbridge Franchise’s President and Chief Executive Officer, stated, “Our company has been highly successful selling child care franchises. We believe this innovative joint venture partnership between Lightbridge Franchise, Lightbridge Properties and Wheeler will accelerate the site selection and development process for our existing and future Lightbridge Academy franchisees.” For additional information regarding Lightbridge Properties and Lightbridge Franchise, please contact Brenda Febbo, VP of Sales & Marketing at (732) 980-1900, ext. 7 or by email at bfebbo@lightbridgeacademy.com.

About Wheeler Real Estate Investment Trust Inc.

Headquartered in Virginia Beach, VA, Wheeler Real Estate Investment Trust, Inc. specializes in owning, acquiring, financing, developing, renovating, leasing and managing income producing assets, such as community centers, neighborhood centers, strip centers and free-standing retail properties. Wheeler’s portfolio contains strategically selected properties, primarily leased by nationally and regionally recognized retailers of consumer goods and located in the Northeast, Mid-Atlantic, Southeast and Southwest regions of the United States.

Additional information about Wheeler Real Estate Investment Trust, Inc. can be found at the Company's corporate website: www.whlr.us.

Forward-looking Statement

Wheeler Real Estate Investment Trust, Inc. (the "Company") considers portions of the information in this press release relating to its business operations to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, both as amended. Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that its expectations will be achieved. For this purpose, any statements contained herein that are not historical facts may be deemed to be forward-looking statements. Specifically, the Company's statements regarding:

- the possibility of entering into a joint venture relationship;
- the Company's ability to explore other joint venture options;
- the agreement potentially streamlining efficiencies;
- the creation of value resulting from a joint venture agreement with an outside entity; and
- the acceleration of the site selection and development process of potential acquisitions or development properties.

Such statements are subject to certain risks and uncertainties. The Company's forward-looking statements also contain assumptions that, if they never materialize or prove correct, could cause results to differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements are not historical facts but are the intent, belief or current expectations of management based on its knowledge and understanding of the business and industry. As a result, investors are cautioned not to rely on these forward-looking statements. For additional factors that could cause the operations of the Company to differ materially from those indicated in the forward-looking statements, please refer to the Company's filings with the U.S. Securities and Exchange Commission which are available for review at www.sec.gov. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof.

CONTACT: -OR-

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FOR IMMEDIATE RELEASE

**WHEELER REAL ESTATE INVESTMENT TRUST, INC. ANNOUNCES
\$0.035 PER SHARE MONTHLY CASH DIVIDEND**

Virginia Beach, VA – November 18, 2014 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“Wheeler” or the “Company”) today announced that its Board of Directors has authorized a \$0.035 per share monthly cash dividend for shareholders of record on November 30, 2014, to be paid on or about December 31, 2014.

Dividend Distribution History

<u>Announce Date</u>	<u>Record Date</u>	<u>Pay Date</u>	<u>Amount</u>	<u>Frequency</u>
11/18/2014	11/30/2014	12/31/2014	\$0.035	Monthly
10/15/2014	10/31/2014	11/30/2014	\$0.035	Monthly
9/16/2014	9/30/2014	10/31/2014	\$0.035	Monthly
8/18/2014	8/31/2014	9/30/2014	\$0.035	Monthly
7/16/2014	7/31/2014	8/31/2014	\$0.035	Monthly
6/17/2014	6/30/2014	7/31/2014	\$0.035	Monthly
5/16/2014	5/31/2014	6/30/2014	\$0.035	Monthly
4/17/2014	4/30/2014	5/31/2014	\$0.035	Monthly
3/18/2014	3/31/2014	4/30/2014	\$0.035	Monthly
2/18/2014	2/28/2014	3/31/2014	\$0.035	Monthly
1/16/2014	1/31/2014	2/28/2014	\$0.035	Monthly
12/13/2013	12/31/2013	1/31/2014	\$0.035	Monthly
11/19/2013	11/30/2013	12/31/2013	\$0.035	Monthly

About Wheeler Real Estate Investment Trust Inc.

Headquartered in Virginia Beach, VA, Wheeler Real Estate Investment Trust, Inc. specializes in owning, acquiring, financing, developing, renovating, leasing and managing income producing assets, such as community centers, neighborhood centers, strip centers and free-standing retail properties. Wheeler’s portfolio contains strategically selected properties, primarily leased by nationally and regionally recognized retailers of consumer goods and located in the Northeast, Mid-Atlantic, Southeast and Southwest regions of the United States.

Additional information about Wheeler Real Estate Investment Trust, Inc. can be found at the Company’s corporate website: www.whlr.us.

Forward-Looking Statement

Wheeler Real Estate Investment Trust, Inc. considers portions of the information in this press release relating to its business operations and the timing and amount of its future dividend payments to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, both as amended. Although the Company believes that the

expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that its expectations will be achieved. For example, this press release states that the Company's monthly dividend rate is \$0.035 per share. A possible implication of this statement is that the Company will continuously pay monthly dividends of \$0.035 per share, or \$0.42 per share per year in the future. The Company's dividend rates are set and may be reset from time to time by its Board of Directors. The Company's Board of Directors will consider many factors when setting dividend rates, including the Company's historical and projected income, normalized funds from operations, the then current and expected needs and availability of cash to pay the Company's obligations, distributions which may be required to be paid to maintain the Company's tax status as a real estate investment trust and other factors deemed relevant by the Board of Directors in its discretion. Accordingly, future dividend rates may be increased or decreased, and there is no assurance as to the rate at which future dividends will be paid. For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. For additional factors that could cause the results of the Company to differ materially from those indicated in the forward-looking statements, please refer to the Company's filings with the U.S. Securities and Exchange Commission which are available for review at www.sec.gov. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof.

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