
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): January 15, 2015

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 January 15, 2015, Wheeler Real Estate Investment Trust, Inc. (“Wheeler”) issued a press release announcing the payment of a monthly cash dividend of \$0.035 per share of common stock to record holders on January 31, 2015. Wheeler expects to pay the dividend on or about February 28, 2015.

On January 16, 2015, Wheeler issued a press release announcing an overview of acquisition and operation activity for 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 January 15, 2015, announcing the payment, on or about February 28, 2015, of a monthly cash dividend of \$0.035 per share of common stock to record holders on January 31, 2015.
- 99.2 Press release, dated January 16, 2015, announcing an overview of acquisition and operation activity for 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: January 16, 2015

EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
99.1	Press release, dated January 15, 2015, announcing the payment, on or about February 28, 2015, of a monthly cash dividend of \$0.035 per share of common stock to record holders on January 31, 2015.
99.2	Press release, dated January 16, 2015, announcing an overview of acquisition and operation activity for 2014.



FOR IMMEDIATE RELEASE

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

Virginia Beach, VA – January 15, 2015 – 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 January 31, 2015, to be paid on or about February 28, 2015.

Dividend Distribution History

<u>Announce Date</u>	<u>Record Date</u>	<u>Pay Date</u>	<u>Amount</u>	<u>Frequency</u>
1/16/2015	1/31/2015	2/28/2015	\$0.035	Monthly
12/16/2014	12/31/2014	1/31/2015	\$0.035	Monthly
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

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.

CONTACT: -OR-

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FOR IMMEDIATE RELEASE

WHEELER REAL ESTATE INVESTMENT TRUST, INC.
PROVIDES 2014 EXPANSION REVIEW

Company Increased Gross Leasable Area by 622,792 Square Feet for the Year 2014

Virginia Beach, VA – January 16, 2015 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“Wheeler” or the “Company”) today announced an overview of acquisition activity and operational review for 2014.

In 2014, Wheeler acquired approximately \$58 million in real estate assets consisting of eight necessity-based retail focused shopping centers. These acquisitions, all of which occurred during the second half of 2014, added 622,792 square feet of gross leasable area to the Company’s property portfolio and expanded the Company’s geographic footprint. As of the date of this announcement, the Company’s portfolio consists of 37 locations in 11 states, which includes five undeveloped properties and Pierpont Centre (previously announced) that the Company acquired on January 14, 2015.

Jon S. Wheeler, Chairman and Chief Executive Officer, commented, “Having completed several key initiatives, we were pleased with our progress in 2014. During the year, we adhered to our acquisition criteria of acquiring ‘necessity-based’ retail focus properties located in secondary and tertiary markets with high occupancy rates and strong tenants mixes. We acquired the eight properties at favorable rates, and we secured them under attractive financing terms. We will continue to seek acquisitions that provide strong returns as well as explore new opportunities for growth. We remain committed to maximizing value for our shareholders and are looking forward to another successful year.”

Update on operations

In January 2014, the Company announced the acquisition of Wheeler Development, LLC, a taxable REIT subsidiary with the potential to provide development services to current tenants or possible third parties. Since the acquisition of Wheeler Development, Wheeler has acquired five undeveloped properties totaling approximately 64 acres of land with a combined acquisition value of approximately \$6.9 million. The Company believes it has a broad pipeline of potential retail development opportunities in secondary and tertiary markets and expects to continue to grow this segment of its business.

In October 2014, Wheeler completed the acquisition of Wheeler Interests, LLC, Wheeler Real Estate, LLC and WHLR Management, LLC. With the acquisition of these businesses, Wheeler has development, re-development, acquisition, leasing and property management services all operating in-house.

The Company expects the increase in operating costs to be fully offset by the elimination of fees associated with these services and fees generated by third-party leasing and management services. The Company intends to provide a further update when it reports its 2014 fourth quarter and year-end results.

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 contemplated acquisition strategy 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 fact may be deemed to be forward-looking statements. Specifically, the Company's statements regarding anticipated, future acquisitions and the successful integration of Wheeler Development, Wheeler Interests, Wheeler Real Estate and WHLR Management are forward-looking statements. There are a number of important factors that could cause the Company's operations to differ from those indicated by such forward-looking statements, including, among other factors, local conditions such as oversupply of space or a reduction in demand for real estate in the area; competition from other available space; dependence on rental income from real property; the loss of, significant downsizing of or bankruptcy of a major tenant; constructing properties or expansions that produce a desired yield on investment; the Company's ability to renew or enter into new leases at favorable rates; its ability to buy or sell assets on commercially reasonable terms; its ability to complete acquisitions or dispositions of assets under contract; its ability to secure equity or debt financing on commercially acceptable terms or at all; the Company's ability to enter into definitive agreements with regard to its financing and joint venture arrangements or its failure to satisfy conditions to the completion of these arrangements and the success of its capital recycling strategy. 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.

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