
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): February 17, 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 February 17, 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 February 28, 2015. Wheeler expects to pay the dividend on or about March 31, 2015.

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 February 17, 2015, announcing the payment, on or about March 31, 2015, of a monthly cash dividend of \$0.035 per share of common stock to record holders on February 28, 2015.
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EXHIBIT INDEX

| <u>Number</u> | <u>Description of Exhibit</u> |
|---------------|-------------------------------|
|---------------|-------------------------------|

| | |
|------|---|
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FOR IMMEDIATE RELEASE

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

Virginia Beach, VA – February 17, 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 February 28, 2015, to be paid on or about March 31, 2015.

Dividend Distribution History

| <u>Announce Date</u> | <u>Record Date</u> | <u>Pay Date</u> | <u>Amount</u> | <u>Frequency</u> |
|-----------------------------|---------------------------|------------------------|----------------------|-------------------------|
| 2/17/2015 | 2/28/2015 | 3/31/2015 | \$0.035 | Monthly |
| 1/15/2015 | 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 |

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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