
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

**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): April 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))
-
-

ITEM 8.01 OTHER EVENTS.

On April 17, 2015, Wheeler Real Estate Investment Trust, Inc. filed a Form 8-K (the "Original 8-K") to report the completion of the acquisition of retail shopping center known as Butler Square located in Mauldin, South Carolina on April 15, 2015. This amendment to the Original 8-K is being filed for the sole purpose of filing the financial statements and pro forma financial information required by Item 9.01 of Form 8-K, and should be read in conjunction with the Original 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statement of businesses acquired.

*

Report of Independent Auditor.

Statement of Revenues and Certain Operating Expenses for the Year Ended December 31, 2014.

Notes to Statement of Revenues and Certain Operating Expenses for the Year Ended December 31, 2014.

- (b) Pro forma financial information.

**

Unaudited Pro Forma Condensed Consolidated Balance Sheet as of December 31, 2014.

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Year Ended December 31, 2014.

Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

- (c) Shell company
transactions.

Not Applicable.

- (d) Exhibits.

23.1 Consent of Cherry Bekaert LLP.

* Filed as Exhibit 99.1 and incorporated herein by reference.

** Filed as Exhibit 99.2 and incorporated herein by reference.

*** Filed as Exhibit 23.1 and incorporated herein by reference.

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: May 14, 2015

EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
23.1	Consent of Cherry Bekaert LLP.
99.1	Financial Statements of Butler Square.
99.2	Pro Forma Financial Information of Butler Square.

Consent of Independent Auditor

We hereby consent to the incorporation by reference in the Registration Statements of Wheeler Real Estate Investment Trust, Inc., on Form S-11 (Nos. 333-189887, 333-194831, 333-195492, 333-198245, and 333-198696) and Form S-3 (Nos. 333-193563, 333-194252, and 333-203563) of our report dated May 14, 2015, with respect to the Statement of Revenues and Certain Operating Expenses of Butler Square for the year ended December 31, 2014, which report appears in the accompanying Current Report on Form 8-K/A of Wheeler Real Estate Investment Trust, Inc.

/s/ Cherry Bekaert LLP
Virginia Beach, Virginia
May 14, 2015

Report of Independent Auditor

To the Board of Directors and Shareholders of
Wheeler Real Estate Investment Trust, Inc.

Report on the Statement

We have audited the accompanying statement of revenues and certain operating expenses (the “Statement”) of Butler Square (the “Property”) for the year ended December 31, 2014.

Management’s Responsibility for the Statement

Management is responsible for the preparation and fair presentation of this Statement, in accordance with accounting principles generally accepted in the United States of America, that is free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on this Statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Statement. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the Statement.

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the Statement referred to above presents fairly, in all material respects, the revenue and certain operating expenses of the Property for the year ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As further discussed in Note 1, on April 15, 2015, Wheeler Real Estate Investment Trust, Inc., through its subsidiary Wheeler REIT, L.P., completed the acquisition of the Property.

The accompanying Statement was prepared as described in Note 2, for the purpose of complying with the rules and regulations of the Securities and Exchange Commission and is not intended to be a complete presentation of the Property’s revenue and expenses.

/s/ Cherry Bekaert LLP

Virginia Beach, Virginia
May 14, 2015

Butler Square
Statement of Revenues and Certain Operating Expenses
For the Year Ended December 31, 2014

REVENUES:		
Rental income	\$	771,722
Tenant reimbursements and other income		205,917
Total Revenues		977,639
CERTAIN OPERATING EXPENSES:		
Property operating		87,602
Real estate taxes		142,560
Repairs and maintenance		29,498
Other		19,119
Total Certain Operating Expenses		278,779
Excess of Revenues Over Certain Operating Expenses	\$	698,860

See accompanying notes to statement of revenues and certain operating expenses.

Butler Square
Notes to Statement of Revenues and Certain Operating Expenses
For the Year Ended December 31, 2014

1. Business and Purchase and Sales Agreement

On February 9, 2015, Wheeler Real Estate Investment Trust, Inc., through its subsidiary Wheeler REIT, L.P. (the "Operating Partnership"), entered into a Purchase and Sales Agreement (the "Agreement") to acquire Butler Square (the "Property"), a 82,400 square foot shopping center located in Mauldin, South Carolina for a purchase price of approximately \$9.4 million. On April 15, 2015, the Operating Partnership completed the acquisition. The Property is 100% occupied and is anchored by Bi-Lo, which occupies approximately 60% of the total rentable square feet of the center through a lease which expires in April 2020.

2. Basis of Presentation

The Statement of Revenues and Certain Operating Expenses (the "Statement") has been prepared for the purpose of complying with Rule 3-14 of Regulation S-X, promulgated by the Securities and Exchange Commission, and is not intended to be a complete presentation of the Property's revenues and expenses. Certain operating expenses include only those expenses expected to be comparable to the proposed future operations of the Property. Expenses such as depreciation and amortization are excluded from the accompanying Statement. The Statement has been prepared on the accrual basis of accounting which requires management to make estimates and assumptions that affect the reported amounts of the revenues and expenses during the reporting periods. Actual results may differ from those estimates.

3. Revenues

The Property leases retail space under various lease agreements with its tenants. All leases are accounted for as noncancelable operating leases. The leases include provisions under which the Property is reimbursed for common area maintenance, real estate taxes and insurance costs. Pursuant to the lease agreements, income related to these reimbursed costs is recognized in the period the applicable costs are incurred. Certain leases contain renewal options at various periods at various rental rates.

Bi-Lo is the only tenant of the Property whose annualized rental income on a straight-line basis represented greater than 10% of total annualized rental income for all tenants on a straight line basis. Straight line rental income from Bi-Lo represented 44.0% of total annualized rental income for the year ended December 31, 2014.

The termination, delinquency or nonrenewal of the above tenant may have a material adverse effect on revenues. No other tenant represents more than 10% of annualized rental income as of December 31, 2014.

Butler Square
Notes to Statement of Revenues and Certain Operating Expenses
For the Year Ended December 31, 2014
(continued)

3. Revenues (continued)

The weighted average remaining lease terms for tenants at the property was 4.48 years as of December 31, 2014. Future minimum rentals to be received under noncancelable tenant operating leases for each of the next five years and thereafter, excluding CAM and percentage rent based on tenant sales volume, as of December 31, 2014 was as follows:

	Years Ending December 31,
2015	\$ 798,176
2016	752,244
2017	703,523
2018	626,122
2019	491,417
Thereafter	296,388
	<u>\$ 3,667,870</u>

The above schedule takes into consideration all renewals and new leases executed subsequent to December 31, 2014 through the date of this report.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial statements have been prepared to provide pro forma information with regard to the acquisition of Butler Square (“the Property”), which Wheeler Real Estate Investment Trust, Inc. and Subsidiaries (“Wheeler REIT” or the “Company”), through Wheeler REIT, L.P. (“Operating Partnership”), its majority-owned subsidiary, acquired through a Purchase and Sales Agreement on February 9, 2015. The Operating Partnership completed the acquisition on April 15, 2015.

The unaudited pro forma condensed consolidated balance sheet as of December 31, 2014 gives effect to the acquisition of the Property as if it occurred on December 31, 2014. The Wheeler REIT column as of December 31, 2014 represents the actual balance sheet presented in the Company’s Annual Report on Form 10-K (“Form 10-K”) filed on March 25, 2015 with the Securities and Exchange Commission (“SEC”) for the period. The pro forma adjustments column includes the preliminary estimated impact of purchase accounting and other adjustments for the periods presented.

The unaudited pro forma condensed consolidated statements of operations for the Company and the Property for the year ended December 31, 2014 give effect to the Company's acquisition of the Property, as if it had occurred on January 1, 2014. The Wheeler REIT column for the year ended December 31, 2014 represents the results of operations presented in the Company’s Annual Report on Form 10-K (“Form 10-K”) filed with the SEC on March 25, 2015. The Property column includes the full year’s operating activity for the Property, as the Property was acquired subsequent to December 31, 2014 and therefore was not included in the Company’s historical financial statements. The pro forma adjustments columns include the impact of purchase accounting and other adjustments for the periods presented.

The unaudited pro forma condensed consolidated financial statements have been prepared by the Company's management based upon the historical financial statements of the Company and of the acquired Property. Since the acquisition transaction closed during the second quarter of 2015, the Property will be included in the consolidated financial statements included in the Company's Quarterly Report on Form 10-Q for the six months ending June 30, 2015, to be filed with the SEC. These pro forma statements may not be indicative of the results that actually would have occurred had the anticipated acquisition been in effect on the dates indicated or which may be obtained in the future.

In management's opinion, all adjustments necessary to reflect the effects of the Property acquisition have been made. These unaudited pro forma condensed consolidated financial statements are for informational purposes only and should be read in conjunction with the historical financial statements of the Company, including the related notes thereto, which were filed with the SEC on March 25, 2015 as part of its Form 10-K for the year ended December 31, 2014.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Balance Sheet
As of December 31, 2014
(unaudited)

	Wheeler REIT	Pro Forma Adjustments	Pro Forma Consolidated
	(A)	(B)	
ASSETS:			
Net investment properties	\$ 152,250,986	\$ 7,424,672	\$ 159,675,658
Cash and cash equivalents	9,969,748	(3,760,000)	6,209,748
Tenant and other receivables	1,985,466	—	1,985,466
Goodwill	7,004,072	—	7,004,072
Deferred costs, reserves, intangibles and other assets	29,272,096	2,099,447	31,371,543
Total Assets	\$ 200,482,368	\$ 5,764,119	\$ 206,246,487
LIABILITIES:			
Mortgages and other indebtedness	\$ 141,450,143	\$ 5,640,000	\$ 147,090,143
Below market lease intangibles	778,173	124,119	902,292
Accounts payable, accrued expenses and other liabilities	5,130,625	—	5,130,625
Total Liabilities	147,358,941	5,764,119	153,123,060
Commitments and contingencies	—	—	—
EQUITY:			
Series A preferred stock	1,458,050	—	1,458,050
Series B convertible preferred stock	37,620,254	—	37,620,254
Common stock	75,129	—	75,129
Additional paid-in capital	31,077,060	—	31,077,060
Accumulated deficit	(27,660,234)	—	(27,660,234)
Noncontrolling interest	10,553,168	—	10,553,168
Total Equity	53,123,427	—	53,123,427
Total Liabilities and Equity	\$ 200,482,368	\$ 5,764,119	\$ 206,246,487

See accompanying notes to unaudited pro forma condensed consolidated financial statements.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Statement of Operations
For the Year Ended December 31, 2014
(unaudited)

	Wheeler REIT (A)	Property (B)	Pro Forma Adjustments (C)	Pro Forma Consolidated
REVENUES:				
Rental revenues	\$ 13,598,681	\$ 771,722	\$ (31,439) (1)	\$ 14,338,964
Asset management fees	296,290	—	—	296,290
Commissions	158,876	—	—	158,876
Tenant reimbursements and other income	3,105,405	205,917	—	3,311,322
Total Revenues	17,159,252	977,639	(31,439)	18,105,452
OPERATING EXPENSES AND CERTAIN OPERATING				
EXPENSES OF THE ACQUIRED:				
Property operating	4,314,599	259,660	—	4,574,259
Depreciation and amortization	8,220,490	—	730,567 (2)	8,951,057
Provision for credit losses	60,841	—	—	60,841
Corporate general & administrative and other	9,495,711	19,119	—	9,514,830
Total Operating Expenses and Certain Operating Expenses of the Acquired	22,091,641	278,779	730,567	23,100,987
Operating Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses				
	(4,932,389)	698,860	(762,006)	(4,995,535)
Interest expense	(6,813,426)	—	(219,791) (3)	(7,033,217)
Net Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	\$ (11,745,815)	\$ 698,860	\$ (981,797)	\$ (12,028,752)

See accompanying notes to unaudited pro forma condensed consolidated financial statements.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Notes to Pro Forma Condensed Consolidated Financial Statements
(unaudited)

Pro Forma Balance Sheet

- A. Reflects the audited consolidated balance sheet of the Company as of December 31, 2014 included in the Company's Form 10-K for the year ended December 31, 2014.
- B. Represents the estimated pro forma effect of the Company's \$9.4 million acquisition of the Property, assuming it occurred on December 31, 2014. The Company has initially allocated the purchase price of the acquired Property to land, building and improvements, identifiable intangible assets and to the acquired liabilities based on their preliminary estimated fair values. Identifiable intangibles include amounts allocated to above/below market leases, the value of in-place leases and customer relationships value, if any. The Company estimated fair value based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends and specific market and economic conditions that may affect the Property. Factors considered by management in its analysis of estimating the as-if-vacant property value include an estimate of carrying costs during the expected lease-up periods considering market conditions, and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and estimates of lost rentals at market rates during the expected lease-up periods, tenant demand and other economic conditions. Management also estimates costs to execute similar leases including leasing commissions, tenant improvements, legal and other related expenses. Intangibles related to above/below market leases and in-place lease value are recorded as acquired lease intangibles and are amortized as an adjustment to rental revenue or amortization expense, as appropriate, over the remaining terms of the underlying leases.

Pro Forma Statement of Operations

- A. Reflects the consolidated statement of operations of the Company for the year ended December 31, 2014 included in the Company's Form 10-K for the year ended December 31, 2014.
- B. Amounts reflect the historical operations of the Property for the year ended December 31, 2014, unless otherwise noted.
- C. Represents the estimated unaudited pro forma adjustments related to the acquisition for the period presented.
 - (1) Represents estimated amortization of above/below market leases which are being amortized on a straight-line basis over the remaining terms of the related leases.
 - (2) Represents the estimated depreciation and amortization of the buildings and related improvements, leasing commissions, in place leases and capitalized legal/marketing costs resulting from the preliminary estimated purchase price allocation in accordance with accounting principles generally accepted in the United States of America. The buildings and site improvements are being depreciated on a straight-line basis over their estimated useful lives up to 40 years. The tenant improvements, leasing commissions, in place leases and capitalized legal/marketing costs are being amortized on a straight-line basis over the remaining terms of the related leases.
 - (3) Represents interest expense on debt used to finance the acquisition, which accrues interest at a rate of 3.897% per annum and matures in April 2025.