
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): June 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 June 11, 2015, 93,000 shares of the Registrant's Series C Mandatorily Convertible Cumulative Perpetual Preferred Stock, no par value per share ("Series C Preferred Stock"), converted into 46,500,000 shares of the Registrant's common stock, \$0.01 par value per share (the "Common Stock"). The Series C Preferred Stock was issued in connection with the previously announced private placement ("Private Placement") that the Registrant completed in March 2015 that resulted in gross proceeds of \$90,000,000 and the cancellation of \$3,000,000 in senior convertible debt. Pursuant to the terms of the Series C Preferred Stock, the Registrant's common shareholders voted on and approved the conversion of the Series C Preferred Stock into Common Stock at the Registrant's annual shareholder meeting on June 4, 2015.

On June 15, 2015, the Registrant issued a press release disclosing the conversion of the Series C Preferred Stock into Common Stock. This press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

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 June 15, 2015, announcing the Registrant's conversion of the Series C Preferred Stock into shares of Common Stock.

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: June 16, 2015

EXHIBIT INDEX

Number

99.1

Description of Exhibit

Press release dated June 15, 2015, announcing the Registrant's conversion of the Series C Preferred Stock into shares of Common Stock.



FOR IMMEDIATE RELEASE

**Wheeler Real Estate Investment Trust, Inc. Announces
Conversion of Series C Convertible Preferred Stock**

Virginia Beach, VA – June 15, 2015 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) Wheeler” or the “Company”) today announced the conversion of 93,000 shares of its Series C Mandatorily Convertible Cumulative Perpetual Preferred Stock, no par value per share (“Series C Preferred Stock”), into 46,500,000 shares of the Company’s common stock, \$0.01 par value per share (the “Common Stock”), effective as of Thursday, June 11, 2015.

The Series C Preferred Stock was issued in connection with the previously announced private placement that the Company completed in March 2015 that resulted in gross proceeds of \$90 million and the cancelation of \$3.0 million in senior convertible debt. Pursuant to the terms of the Series C Preferred Stock, Wheeler’s common shareholders voted on and approved the conversion of the Series C Preferred Stock at the Company’s annual shareholder meeting on June 4, 2015.

Wheeler’s Chairman and Chief Executive Officer, Jon S. Wheeler stated, “Our goal since day one as a publicly-traded entity has been to grow the business and with the conversion of the Series C Preferred Stock, we have made significant strides in our progress. We believe the registered common shares will increase the Company’s liquidity and market capitalization. In addition, we expect this conversion will enhance awareness of the Company amongst the investment community and potentially broaden our shareholder base. The private placement completed in March 2015 was a transformational event for Wheeler and we have already utilized a portion of the proceeds to purchase properties in our target markets, thereby increasing our net operating income. Since completing the private placement, we have closed on the acquisition of Alex City Marketplace, Butler Square and Brook Run. We believe we acquired these properties at a discount to replacement cost under attractive financing terms and currently have several properties under contract that we anticipate will be acquired for similar terms and that will also contribute to the improvement of our capital structure and growth.”

As of the date of this release, Wheeler has 54,341,196 shares of common stock issued and outstanding.

About Wheeler Real Estate Investment Trust Inc.

Headquartered in Virginia Beach, VA, Wheeler Real Estate Investment Trust, Inc. is a fully-integrated, self-managed commercial real estate investment company focused on acquiring and managing income-producing retail properties with a primary focus on grocery-anchored centers. Wheeler’s portfolio contains well-located, potentially dominant retail properties in secondary and tertiary markets that generate attractive risk-adjusted returns, with a particular emphasis on grocery-anchored retail centers.

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

Forward-looking Statement

The Company considers portions of the information in this press release relating to contemplated and other potential future property acquisitions, anticipated increase in the Company's liquidity, market capitalization and net operating income, business operations, benefits from the acquisition of properties, acquisition strategy and its target markets 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. 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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