

---

# 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): 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))

---

### EXPLANATORY NOTE

In the original 8-K filed on June 19, 2015 under 8.01 Other Events, Matthew T. Reddy was erroneously described as being appointed as the Registrant's Chief Financial Officer. Mr. Reddy has been appointed as the Registrant's Chief Accounting Officer. This amended Current Report on Form 8-K corrects this error.

---

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

Effective June 15, 2015, Matthew T. Reddy, age 33, was appointed Chief Accounting Officer of Wheeler Real Estate Investment Trust, Inc. (the "Company"). Prior to joining the Company, Mr. Reddy worked at Liberty Tax, Inc. ("Liberty"), where he served as Assistant Vice President of Online Products from 2014 to 2015, where his responsibilities included coordination and leadership of Liberty's online tax business. While employed at Liberty, Mr. Reddy was also employed as Director of Finance from 2011 to 2014, and Manager of Financial Reporting from 2008 to 2011. His primary responsibilities in these positions included overseeing corporate forecasting, assisting in the planning and analysis of business and financial strategies, and managing Liberty's accounting team. Prior to joining Liberty, Mr. Reddy worked at KPMG LLP as a Senior Auditor. Mr. Reddy is a Certified Public Accountant.

There are no family relationships between Mr. Reddy and any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer. There is no arrangement or understanding between Mr. Reddy and any other person pursuant to which Mr. Reddy was appointed as Chief Accounting Officer of the Company. Mr. Reddy has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Reddy has not entered into any material plan, contract, arrangement or amendment in connection with his appointment as Chief Accounting Officer.

**ITEM 8.01 OTHER EVENTS.**

On June 19, 2015, the Company issued a press release announcing the appointment of Mr. Reddy as Chief Accounting Officer. 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 19, 2015, announcing the Company's appointment of Matthew T. Reddy as Chief Accounting Officer.

---



## EXHIBIT INDEX

**Number**

99.1

**Description of Exhibit**

Press release dated June 19, 2015, announcing the Company's appointment of Matthew T. Reddy as Chief Accounting Officer.



**FOR IMMEDIATE RELEASE**

**Wheeler Real Estate Investment Trust, Inc. Appoints Matthew Reddy as Chief Accounting Officer**

Virginia Beach, VA – June 19, 2015 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“Wheeler” or the “Company”) today announced that the Company has appointed Matthew Reddy as Chief Accounting Officer. In this newly created position, Mr. Reddy will oversee all aspects of the Company’s accounting department and will assist Wheeler’s chief financial officer in all aspects of accounting and regulatory compliance.

Prior to joining the Company, Mr. Reddy was the Assistant Vice President of Online Products at Liberty Tax Service (NASDAQ:TAX), a Virginia Beach, Virginia based retail income tax preparation firm. In this position, he managed the coordination and direction of the firm’s online tax business. While employed at Liberty Tax Service, Mr. Reddy also served in the roles of Director of Finance and Manager of Financial Reporting. His primary responsibilities in these positions included overseeing corporate forecasting, assisting in the planning and analysis of business and financial strategies, and managing the firm’s accounting team.

In addition to his employment with Liberty Tax Service, Mr. Reddy also worked at KPMG, LLP, a global network of professional firms that provides audit, advisory and tax services. As a Senior Auditor, Mr. Reddy was responsible for reviewing and auditing financial statements for national and multinational public companies to ensure accordance with U.S. Generally Accepted Accounting Principles and Securities and Exchange Commission regulations.

Jon S. Wheeler, the Company’s Chairman and Chief Executive Officer, commented, “We are very pleased to welcome Matt to Wheeler’s management team. We expect his extensive background in accounting combined with his leadership skills and knowledge of regulatory guidelines and accounting standards will prove invaluable in the continued development of the Company and aid in our future growth.”

Mr. Reddy is a Certified Public Accountant, and has a bachelor of business administration in accounting from James Madison University.

**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](http://www.whlr.us).

**Forward-looking Statement**

The Company considers portions of the information in this press release relating to the appointment of Matthew Reddy as Chief Accounting Officer to contain 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. This press release includes forward-looking statements regarding the growth and development of the Company. Any statement describing the Company’s expectations, financial or other projections is a forward-looking statement and should be considered an at-risk statement. Such statements are subject to certain risks and uncertainties. The Company’s forward-looking statements also involve

---

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. These and other risks concerning Wheeler are described in additional detail in the Company's annual report on Form 10-K for the year ended December 31, 2014, which is on file with the SEC. Copies of these and other documents are available from the Company. 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](http://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-

**Wheeler Real Estate Investment Trust, Inc.**

Robin Hanisch

Corporate Secretary  
(757) 627-9088

[robin@whlr.us](mailto:robin@whlr.us)

Laura Nguyen

Director of Capital Markets

(757) 627-9088

[lnghuyen@whlr.us](mailto:lnghuyen@whlr.us)

INVESTOR  
RELATIONS:

**The Equity Group  
Inc.**

Terry

Downs  
Associate

(212)836-  
9615

[tdowns@equityny.com](mailto:tdowns@equityny.com)

Adam

Prior

Senior Vice-  
President

(212)836-  
9606

[aprior@equityny.com](mailto:aprior@equityny.com)