
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): July 1, 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 March 11, 2015, the Registrant filed a Form 8-K to report that WHLR-Beaver Ruin Village, LLC, a Delaware limited liability company ("WHLR-Beaver Ruin Village") and a wholly-owned subsidiary of Wheeler REIT, L.P., a Virginia limited partnership of which the Registrant is the sole general partner (the "Operating Partnership"), entered into a Sale Agreement as buyer, with Connolly Beaver Ruin, LLC, a Georgia limited liability company, as seller, for the purchase of a retail shopping center in Lilburn, Georgia, commonly known as Beaver Ruin Village, for the sales price of Twelve Million Three Hundred Fifty Thousand and 00/100 Dollars (\$12,350,000).

On July 1, 2015, WHLR-Beaver Ruin Village closed the transaction and acquired Beaver Ruin Village for \$12,350,000.

No director, officer or affiliate of the Registrant is affiliated with Connolly Beaver Ruin, LLC.

On March 26, 2015, the Registrant filed a Form 8-K to report that WHLR-Beaver Ruin Village II, LLC, a Delaware limited liability company ("WHLR-Beaver Ruin Village II") and a wholly-owned subsidiary of the Operating Partnership, entered into a Sale Agreement as buyer, with ARCADO II, LLC, a Georgia limited liability company, as seller, for the purchase of a retail shopping center in Lilburn, Georgia, commonly known as Beaver Ruin Village II, for the sales price of Four Million Three Hundred Seventy Five Thousand and 00/100 Dollars (\$4,375,000).

On July 1, 2015, WHLR-Beaver Ruin Village II closed the transaction and acquired Beaver Ruin Village II for \$4,375,000.

No director, officer or affiliate of the Registrant is affiliated with ARCADO II, LLC.

On July 1, 2015, the Registrant issued a press release announcing the completion of the acquisitions of Beaver Ruin Village and Beaver Ruin Village II, which is included as Exhibit 99.1 to this Form 8-K.

On June 30, 2015, the Registrant, through WHLR-Columbia Fire Station, LLC, a Virginia limited liability company and a wholly-owned subsidiary of the Operating Partnership, entered into a Sale Agreement as buyer, with Capital Places VII, LLC, a South Carolina limited liability company, as seller, for a developmental property known as Columbia Fire House for Two Million Four Hundred Thousand and 00/100 Dollars (\$2,400,000). Columbia Fire House is a one acre parcel of land located in Columbia, South Carolina, with two buildings that once housed the Columbia Fire Department's headquarters from 1950 until 1995. The Registrant intends to redevelop Columbia Fire House for retail use.

No director, officer or affiliate of the Registrant is affiliated with Capital Places VII, LLC.

On July 2, 2015, the Registrant issued a press release announcing the completion of the acquisition of Columbia Fire House, which is included as Exhibit 99.2 to this Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statement of businesses acquired.

Historical financial information for Beaver Ruin Village and Beaver Ruin Village II was filed on separate Forms 8-K on July 1, 2015. No historical financial information is required for Columbia Fire House.

- (b) Pro forma financial information.

Pro forma financial information for Beaver Ruin Village and Beaver Ruin Village II was filed on separate Forms 8-K on July 1, 2015. No pro forma financial information is required for Columbia Fire House.

(c) Shell company transactions.

Not Applicable.

(d) Exhibits.

99.1 Press release, dated July 1, 2015, announcing the completion of the acquisitions of Beaver Ruin Village and Beaver Ruin Village II.

99.2 Press release, dated July 2, 2015, announcing the acquisition of Columbia Fire House.

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: July 6, 2015

EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
99.1	Press release, dated July 1, 2015, announcing the completion of the acquisitions of Beaver Ruin Village and Beaver Ruin Village II.
99.2	Press release, dated July 2, 2015, announcing the acquisition of Columbia Fire House.



FOR IMMEDIATE RELEASE

**WHEELER REAL ESTATE INVESTMENT TRUST, INC. COMPLETES ACQUISITION OF
TWO SHOPPING CENTERS IN LILBURN, GEORGIA FOR \$16.7 MILLION**

Virginia Beach, VA – July 1, 2015 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“Wheeler” or the “Company”) announced today that the Company has completed the acquisition of Beaver Ruin Village (“Beaver Ruin”) and Beaver Ruin Village II (“Beaver Ruin II”), two shadow grocery-anchored shopping centers located in Lilburn, Georgia. The properties were acquired on June 30, 2015 from Arcado II, LLC, a Georgia limited liability company, for a combined acquisition value of \$16.7 million, or \$153.49 per square foot.

Beaver Ruin is a 74,038 square foot shopping center. The property is 91.5% leased, and the tenant mix is consistent with the Company’s business model with a large percentage of the property leased to national and regional tenants, including Chase Bank, State Farm Insurance, T-Mobile, Firehouse Subs and Sally Beauty Supplies. The property includes three outparcels which are leased by national fast-food chains: McDonald’s, Popeyes, and Captain D’s.

Beaver Ruin II is located directly across Lawrenceville Highway, a major thoroughfare in Lilburn, from Beaver Ruin and is a 34,925 square foot shopping center. Beaver Ruin II is 100% occupied with AutoZone as the primary leaseholder. National, regional and local tenants such as Metro PCS, Agavero Cantina and Fred Loya Insurance Agency occupy the remaining square footage.

The properties were built in 1976. Beaver Ruin was renovated in 1996 and prior to Wheeler’s acquisition, the center underwent improvements that include repairs to the parking lot, HVAC unit replacements and new roof installations.

Jon S. Wheeler, the Company’s Chairman and Chief Executive Officer, said, “Beaver Ruin and Beaver Ruin II exemplify the Company’s acquisition criteria, as they are ‘necessity-based’ shopping centers located in a growing tertiary market with higher than average occupancy rates. We entered into the contracts to acquire these properties in March and are pleased to complete the acquisitions, expanding the Company’s geographic footprint in Georgia.

“Wheeler is a growth company, and will maintain our focus on acquiring retail properties at favorable prices in the markets we target, always striving to increase the Company’s net operating income and, therefore, adding value for our shareholders.”

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

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 the anticipated profitability of acquisitions and its ability to identify and acquire other properties 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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FOR IMMEDIATE RELEASE

Wheeler Real Estate Investment Trust, Inc.
Acquires Redevelopment Property for \$2.4 Million

Acquisition located in the historic Congaree Vista district in Columbia, South Carolina

Virginia Beach, VA – July 2, 2015 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) Wheeler” or the “Company”), a company specializing 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, announced today that it has closed on the acquisition of Columbia Fire House, a one acre parcel of land located in Columbia, South Carolina. The property has an acquisition value of \$2.4 million, and the Company completed the acquisition on June 30, 2015.

Columbia Fire House – Redevelopment Property

The property is approximately 1 acre of land and was acquired with two vacant buildings which previously served as the Columbia Fire Department’s Headquarters from 1950 until 1995. The buildings were designed by Heyward S. Singley, South Carolina architect, and are listed on the National Register of Historic Places. During the course of redeveloping this property, the Company may receive tax adjustments as a result of the renovation of the existing structures. The Company expects to launch the first phase of the redevelopment project later this year.

Columbia Fire House is located in Columbia’s Congaree Vista district. Previously known as the warehouse district, Congaree Vista has become one of the city’s premier locations for commercial, residential, shopping, dining and art. The district is anchored by the Hilton Columbia Center Hotel and is also home to the Columbia Metropolitan Convention Center, a 142,500 square foot facility.

Columbia Fire House is in close proximity to downtown Columbia, the state’s Capitol Building, the University of South Carolina and the University of South Carolina’s Alumni Center, a \$26.6 million project which is currently in development.

Jon S. Wheeler, Chairman and Chief Executive Officer, stated, “We first began pursuing this property over three years ago, and I am very pleased to have the opportunity to acquire this historic and centrally located asset. Columbia Station is in a prime location where retail is thriving and the area is rich in historic and cultural offerings that attract local residents and visitors. We view Columbia Fire House as one of the best opportunities in the city for its location and visibility in the Vista. Upon completion of the project, we believe that this retail property will generate strong returns on our investment.”

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