
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 21, 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 15, 2015, the Registrant commenced an exchange offer (the "Exchange Offer") to holders of its outstanding Series A Preferred Stock, without par value per share, \$1,000 liquidation preference per share (the "Series A Preferred Stock") and outstanding Series B Convertible Preferred Stock, without par value per share, \$25 liquidation preference per share (the "Series B Preferred Stock"). The Exchange Offer permitted tendering shareholders to exchange their shares of outstanding Series A Preferred Stock and outstanding Series B Preferred Stock for an aggregate of up to 20,853,250 of newly issued shares of the Registrant's common stock, \$0.01 par value per share (the "Common Stock").

On July 20, 2015 at 11:59 p.m. ET, the Exchange Offer expired, which resulted in the tender of 1,247 shares of Series A Preferred Stock and 865,481 shares of Series B Preferred Stock. The Company expects to issue an aggregate of 11,442,002 shares of Common Stock in exchange for the tendered and accepted shares of Series A Preferred Stock and Series B Preferred Stock to settle the Exchange Offer on July 23, 2015 (the "Settlement"). The Settlement remains subject to customary closing conditions. The Company will pay \$24.99 in cash in lieu of fractional shares associated with the tender of the Series B Preferred Stock.

On July 21, 2015, the Registrant issued a press release announcing the results of the Exchange Offer. This press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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 July 21, 2015, announcing the results of the Exchange Offer.

EXHIBIT INDEX

Number

99.1

Description of Exhibit

Press release dated July 21, 2015, announcing the results of the Exchange Offer.



FOR IMMEDIATE RELEASE

Wheeler Real Estate Investment Trust, Inc. Announces Final Tender Results of Exchange Offer for Series A Preferred Stock and Series B Convertible Preferred Stock

Virginia Beach, VA – July 21, 2015 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“Wheeler” or the “Company”) today announced the results of its offer to exchange all outstanding shares of the Company’s Series A Preferred Stock, without par value per share, \$1,000 liquidation preference per share (“Series A Preferred Stock”) and Series B Convertible Preferred Stock, without par value per share, \$25 liquidation preference per share (“Series B Preferred Stock”) for shares of the Company’s common stock, \$0.01 par value per share (“Exchange Offer”). Each share of Series A Preferred Stock was exchangeable for 500 shares of the Company’s common stock, and each share of the Series B Preferred Stock was exchangeable for 12.5 shares of the Company’s common stock. The Exchange Offer expired at 11:59 p.m., ET on July 20, 2015 and as of its expiration, 1,247 shares of Wheeler’s Series A Preferred Stock, and 865,481 shares of the Company’s Series B Preferred Stock were tendered for exchange. In total, approximately 69% of the Series A Preferred Stock and 54% of the Series B Preferred Stock were tendered for exchange. The transaction will result in the issuance of 11,442,002 million new shares of Wheeler’s common stock and the Company will pay \$24.99 for cash in lieu of fractional shares associated with the tender of the Series B Preferred Stock.

Compass Point Research & Trading, LLC and Maxim Group LLC served as the dealer managers for the Exchange Offer.

This communication does not constitute an offer to buy, a solicitation of an offer to sell or a solicitation for an offer to tender, any securities of Wheeler. In connection with the Exchange Offer, Wheeler has filed with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4, as amended, a final prospectus and a Schedule TO, as amended (collectively the “Offering Documents”). Investors and security holders are urged to read the Offering Documents, because they contain important information about Wheeler and the Exchange Offer. The Offering Documents relating to the Exchange Offer can be obtained from the SEC’s website at www.sec.gov.

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.

Contact

AT THE COMPANY: -OR-

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