
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 May 18, 2015, the Registrant filed a Form 8-K to report that WHLR-Sunshine Shopping Plaza, LLC, a Delaware limited liability company ("WHLR-Sunshine Shopping Plaza") and a wholly-owned subsidiary of Wheeler REIT, L.P., a Virginia limited partnership of which the Registrant is the sole general partner, entered into a Purchase and Sale Agreement as buyer, with CRP-II Sunshine Plaza, LLC, a Florida limited liability company, as seller ("Seller"), for the purchase of a retail shopping center in Lehigh Acres, Florida, commonly known as Sunshine Plaza, for the sales price of Ten Million Three Hundred Fifty Thousand and 00/100 Dollars (\$10,350,000).

On July 21, 2015, WHLR-Sunshine Shopping Plaza closed the transaction and acquired Sunshine Plaza for \$10,350,000.

No director, officer or affiliate of the Registrant is affiliated with the Seller.

On July 22, 2015, the Registrant filed a press release announcing the acquisition of Sunshine Plaza, which is filed as Exhibit 99.1 to this Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statement of businesses acquired.

The Registrant will file requisite financial information for Sunshine Plaza no later than 71 calendar days after the initial filing of this Current Report on Form 8-K.

- (b) Pro forma financial information.

Not applicable.

- (c) Shell company transactions.

Not Applicable.

- (d) Exhibits.

99.1 Press release, dated July 22, 2015, announcing the completion of the acquisition of Sunshine Plaza.

EXHIBIT INDEX

Number

99.1

Description of Exhibit

Press release, dated July 22, 2015, announcing the completion of the acquisition of Sunshine Plaza.



FOR IMMEDIATE RELEASE

**WHEELER REAL ESTATE INVESTMENT TRUST, INC. COMPLETES ACQUISITION OF
111,189 SQUARE FOOT SHOPPING CENTER FOR \$10.35 MILLION**

- Acquisition expands Wheeler’s geographic footprint to 3 locations in Florida
- Property is 97% leased, with over 76% occupied by national retailers

Virginia Beach, VA – July 22, 2015 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) Wheeler” or the “Company”), 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, announced today that the Company has closed on the acquisition of Sunshine Plaza Shopping Center (“Sunshine Plaza” or the “Property”) for approximately \$10.35 million, or \$93.08 per leasable square foot. The Property was acquired using a combination of cash raised from the Company’s March financing and debt.

Jon S. Wheeler, Chairman and Chief Executive Officer, stated, “We were very pleased to acquire this asset and believe Sunshine Plaza to be a prime example of our business model. We believe Sunshine Plaza is a premier ‘necessity-based’ grocery-anchored shopping center with a large percentage leased to nationally known tenants, historically high occupancy rates and located in a strong growing tertiary market. We acquired Sunshine Plaza at a discount to replacement cost and anticipate it will generate solid returns for our shareholders.”



Wheeler Real Estate Investment Trust, Inc. (NASDAQ: WHLR) has acquired Sunshine Plaza located in Lehigh Acres, Florida.

Sunshine Plaza – Lehigh Acres, Florida

Developed in 1970 and renovated in 1999, Sunshine Plaza is an 111,189 square foot grocery-anchored shopping center located in Lehigh Acres, Florida. Sunshine Plaza is anchored by Winn-Dixie, which recently made significant upgrades to the interior of the store. Junior anchors include Ace Hardware and Family Dollar, Sunshine Plaza’s other nationally known tenants are Advance America, Direct General Insurance, Domino’s Pizza, GNC, Neighborhood Shipping Store, and Rent-A-Center.

Sunshine Plaza recently underwent capital improvements that include a new roof to over 82% of the center, additional outdoor lighting, striping and sealing of the parking lot and an exterior paint job. The shopping center is located across from an elementary school along one of Lehigh Acres’ main commercial thoroughfares, Homestead Road, which averages 26,335 vehicles per day. Sunshine Plaza is in close proximity to Interstate 75, a 471 mile highway that runs through Florida.

Location / Demographic Information

Lehigh Acres is a community in Southwest Florida located 16 miles east of Fort Myers. The community has a population of over 90,000 residents and is located within Lee County which, as of the 2010 census, had a population of approximately 618,754.

About Wheeler Real Estate Investment Trust Inc.

Headquartered in Virginia Beach, VA, Wheeler Real Estate Investment Trust, Inc. 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 its business operations and 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 the Property 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; 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.

Wheeler Real Estate Investment Trust, Inc.

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