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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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**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 31, 2015**

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# WHEELER REAL ESTATE INVESTMENT TRUST, INC.

(Exact name of registrant as specified in its charter)

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**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**

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

On July 31, 2015, Christopher Ettl resigned his position as (a) a member of the Registrant's Board of Directors ("Board"), (b) a member of the Registrant's Compensation Committee, (c) a member of the Registrant's Investment Committee and (d) Chair of the Registrant's Nominating and Corporate Governance Committee. A copy of Mr. Ettl's resignation letter is attached as Exhibit 99.1 to this Current Report on Form 8-K.

On August 5, 2015, the Board appointed Stewart J. Brown to fill Mr. Ettl's vacancies on the Board, Compensation and Nominating and Corporate Governance Committees. The Board determined Mr. Brown to be independent under the rules of the NASDAQ Capital Market ("NASDAQ") and qualified to serve on the Board, Compensation, Investment and Nominating and Corporate Governance Committees.

Mr. Brown, 67, is currently a Director of Community and Southern Bank, where he chairs the Credit/Risk Committee. He was the Chairman of the Bank Audit Committee and is now a member of the Joint Audit Committee. He is also a Director of the Army Distaff Foundation, which serves the United States Army with a variety of services, including the operation of Knollwood, which is a United States Army retirement home for officers. Mr. Brown has over 45 years of experience in financial and organizational management in banking, finance, commercial real estate, strategic planning and the United States Army. Mr. Brown has also served as the past Chairman of the Board of Lodgian, Inc. of Atlanta and Opportunity Bank of Dallas. Mr. Brown is currently a Principal with Dunkirk Partners, where he performs management consulting and executive coaching services.

In accordance with the Registrant's non-employee director compensation policy, Mr. Brown will be entitled to receive \$15,000 per annum for serving as a director and is eligible to receive the Registrant's common stock, incentive stock options, nonqualified stock options, restricted stock awards or restricted stock units pursuant to the Registrant's 2015 Long-Term Incentive Plan. Mr. Brown may also be reimbursed for his travel expenses incurred in connection with his attendance at full Board and Committee meetings.

There are no arrangements or understandings between Mr. Brown and any other person pursuant to which Mr. Brown was appointed to serve as a director of the Registrant. Mr. Brown does not have a direct or indirect interest in any transaction that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934.

**ITEM 8.01 OTHER EVENTS.**

On August 6, 2015, the Registrant filed a press release announcing the appointment of Mr. Brown as a director to the Board and the resignation of Christopher Ettl as a director from the Board. A copy of this press release is attached as an Exhibit 99.2 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 Resignation letter, dated July 31, 2015, of Christopher Ettl.

99.2 Press release dated August 6, 2015, announcing the appointment of Stewart J. Brown as a director and the resignation of Christopher Ettl as a director.

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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: August 6, 2015

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## EXHIBIT INDEX

**Number**

**Description of Exhibit**

- |      |  |
|------|--|
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| 99.2 | Press release dated August 6, 2015, announcing the appointment of Stewart J. Brown as a director and the resignation of Christopher Ettel as a director. |

CHRIS ETTTEL  
433 49<sup>th</sup> STREET  
VIRGINIA BEACH, VA 23451

July 31, 2015

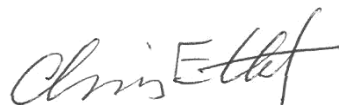
Board of Directors  
Wheeler Real Estate Investment Trust 2529 Virginia Beach Blvd  
Suite 200  
Virginia Beach, VA 23452

Gentlemen:

As you are probably aware, my longtime partner has recently retired from VB Homes. With his retirement, the time demands I face in running the business by myself have increased dramatically. Consequently, I now find myself unable to dedicate the time and focus required to serve effectively as a Director at WHLR. I am therefore resigning my position effective immediately.

I have enjoyed my time on the Board and wish you all the best.

Sincerely,

A handwritten signature in cursive script that reads "Chris Ettl". The signature is written in black ink and is positioned to the left of the printed name.

Chris Ettl



**FOR IMMEDIATE RELEASE**

**WHEELER REAL ESTATE INVESTMENT TRUST, INC. APPOINTS  
STEWART J. BROWN TO ITS BOARD OF DIRECTORS**

Virginia Beach, VA – August 6, 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, today announced that it has appointed Stewart J. Brown to the Company’s Board of Directors effective August 5, 2015. Mr. Brown will also serve on Wheeler’s Board of Directors’ Compensation and Investment Committees as well as the Nominating and Corporate Governance Committee where he will serve as Chair. Mr. Brown has over 45 years of financial and organizational management experience in executive management positions within the real estate, banking, and finance industries. Mr. Brown will replace Christopher Ettel, who resigned from his position with the Company due to time constraints related to his work with his own company. Wheeler’s Board will remain at eight members with five of those members being independent.

Presently, Mr. Brown is a Principal with Dunkirk Partners, where he performs management consulting and executive coaching services. In addition, Mr. Brown serves as Chairman of the Credit/Risk Committee for Community and Southern Bank and is a member of the board’s Joint Audit Committee. Mr. Brown has also served as the past Chairman of the Board of Lodgian, Inc. of Atlanta and Opportunity Bank of Dallas.

Mr. Brown also served for over 32 years as an officer in the US Army in a variety of assignments. Mr. Brown received his Bachelor’s degree in Political Science and Economics from UC Santa Barbara and has an MBA from NYU’s Leonard N. Stern’s School of Business.

Jon S. Wheeler, Chairman and CEO, stated, “We are pleased to welcome Stewart to the Company’s Board of Directors. Stewart has a strong record of success. We believe his background in strategic planning and consulting will lend itself well to the Company’s Board and his leadership and organizational skills will make a valuable contribution to our team.”

Mr. Wheeler continued, “We sincerely thank Chris for his contributions during his time with the Company. He has served on the Company’s Board since our IPO and we wish him the very best in his future endeavors.”

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**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).

**Contact**

AT THE COMPANY: -OR-

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

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