
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): May 29, 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 29, 2015, Wheeler Real Estate Investment Trust, Inc. filed a Form 8-K (the "Original 8-K") to report the proposed acquisitions of three shopping centers known as: Cardinal Plaza located in Henderson, North Carolina; Franklinton Square located in Franklinton, North Carolina; and, Nashville Commons located in Nashville, North Carolina. This amendment is being filed for the sole purpose of filing the financial statements and pro forma financial information required by 9.01 on Form 8-K, and should be read in conjunction with the Original 8-K. These acquisitions are expected to be completed no later than August 30, 2015.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statement of businesses acquired.

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Report of Independent Auditor.

Statements of Combined Revenues and Certain Operating Expenses for the Three Months Ended March 31, 2015 (Unaudited) and the Year Ended December 31, 2014.

Notes to Combined Statements of Revenues and Certain Operating Expenses for the Three Months Ended March 31, 2015 (Unaudited) and the Year Ended December 31, 2014.

- (b) Pro forma financial information.

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Unaudited Pro Forma Condensed Combined and Consolidated Balance Sheet as of March 31, 2015.

Unaudited Pro Forma Condensed Combined and Consolidated Statement of Operations for the Three Months Ended March 31, 2015.

Unaudited Pro Forma Condensed Combined and Consolidated Statement of Operations for the Year Ended December 31, 2014.

Notes to Unaudited Pro Forma Combined and Condensed Consolidated Financial Statements.

- (c) Shell company transactions.

Not Applicable.

- (d) Exhibits.

23.1 Consent of Cherry Bekaert LLP.

* Filed as Exhibit 99.1 and incorporated herein by reference.

** Filed as Exhibit 99.2 and incorporated herein by reference.

*** Filed as Exhibit 23.1 and incorporated herein by reference.

EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
23.1	Consent of Cherry Bekaert LLP.
99.1	Combined Financial Statements of Cardinal Plaza, Franklinton Square and Nashville Commons.
99.2	Combined and Consolidated Pro Forma Financial Information of Cardinal Plaza, Franklinton Square and Nashville Commons.

Consent of Independent Auditor

We hereby consent to the incorporation by reference in the Registration Statements of Wheeler Real Estate Investment Trust, Inc., on Form S-11 (Nos. 333-189887, 333-194831, 333-195492, 333-198245, and 333-198696), Form S-3 (Nos. 333-193563, 333-194252, 333-203563, and 333-206014), Form S-4 (No. 333-204957) and Form S-8 (333-205845) of our report dated August 11, 2015, with respect to the Combined Statement of Revenues and Certain Operating Expenses of Cardinal Plaza, Franklinton Square, and Nashville Commons for the year ended December 31, 2014, which report appears in the accompanying Current Report on Form 8-K/A of Wheeler Real Estate Investment Trust, Inc.

/s/ Cherry Bekaert LLP
Virginia Beach, Virginia
August 11, 2015

Report of Independent Auditor

To the Board of Directors and Shareholders of
Wheeler Real Estate Investment Trust, Inc.

Report on the Statement

We have audited the accompanying combined statement of revenues and certain operating expenses (the “Statement”) of Cardinal Plaza, Franklinton Square and Nashville Commons (collectively referred to as the “Properties”) for the year ended December 31, 2014.

Management’s Responsibility for the Statement

Management is responsible for the preparation and fair presentation of this Statement, in accordance with accounting principles generally accepted in the United States of America, that is free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on this Statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Statement. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the Statement.

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the Statement referred to above presents fairly, in all material respects, the combined revenues and certain operating expenses of the Properties for the year ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America.

Emphasis of Matter

The accompanying Statement was prepared as described in Note 2, for the purpose of complying with the rules and regulations of the Securities and Exchange Commission and is not intended to be a complete presentation of the Properties' revenues and expenses. Our opinion is not modified with respect to this matter.

/s/ Cherry Bekaert LLP

Virginia Beach, Virginia
August 11, 2015

Cardinal Plaza, Franklinton Square and Nashville Commons
Combined Statements of Revenues and Certain Operating Expenses
For the Three Months Ended March 31, 2015 (unaudited) and the Year Ended December 31, 2014

	<u>Three Months Ended March 31, 2015</u>	<u>Year Ended December 31, 2014</u>
	(unaudited)	
REVENUES:		
Rental income	\$ 368,999	\$ 1,503,771
Tenant reimbursements and other income	66,989	271,744
Total Revenues	<u>435,988</u>	<u>1,775,515</u>
CERTAIN OPERATING EXPENSES:		
Property operating	49,012	207,517
Real estate taxes	45,425	181,698
Repairs and maintenance	12,728	71,912
Other	27,036	62,522
Total Certain Operating Expenses	<u>134,201</u>	<u>523,649</u>
Excess of Revenues Over Certain Operating Expenses	<u>\$ 301,787</u>	<u>\$ 1,251,866</u>

See accompanying notes to combined statements of revenues and certain operating expenses.

Cardinal Plaza, Franklinton Square and Nashville Commons
Notes to Combined Statements of Revenues and Certain Operating Expenses
For the Three Months Ended March 31, 2015 and the Year Ended December 31, 2014

1. Business and Purchase Agreement

On May 26, 2015, Wheeler Real Estate Investment Trust, Inc. (referred to hereafter as the "Trust" or the "Company"), through WHLR-Cardinal Plaza, LLC, a Delaware limited liability company ("WHLR-Cardinal Plaza"), WHLR-Franklinton Square, LLC, a Delaware limited liability company ("WHLR-Franklinton Square"), and WHLR-Nashville Commons, LLC, a Delaware limited liability company ("WHLR-Nashville Commons"), all of which are wholly-owned subsidiaries of Wheeler REIT, L.P., a Virginia limited partnership ("Wheeler REIT") of which the Trust is the sole general partner, entered into a Purchase and Sale Agreement (the "Purchase Agreement") as buyer, with Cardinal Plaza, LLC, a North Carolina limited liability company, Franklinton Square, LLC, a North Carolina limited liability company, and Nashville Commons, LLC, a North Carolina limited liability company, (collectively known as the "Sellers"), for the purchase of three retail shopping centers commonly known as 1) Cardinal Plaza, located in Henderson, North Carolina, 2) Franklinton Square, located in Franklinton, North Carolina, and 3) Nashville Commons, located in Nashville, North Carolina (collectively known as the "Properties"), for a contract price of \$15,375,000. The Properties are 91% leased and are each anchored by Food Lion, which occupies 57% of the total gross leaseable area of the Properties through leases that expire through April 2020. The acquisitions are expected to be completed prior to August 30, 2015.

2. Basis of Presentation

The Combined Statements of Revenues and Certain Operating Expenses (the "Statements") have been prepared for the purpose of complying with Rule 3-14 of Regulation S-X, promulgated by the Securities and Exchange Commission, and are not intended to be a complete presentation of the Properties' revenues and expenses. Certain operating expenses include only those expenses expected to be comparable to the proposed future operations of the Properties. Expenses such as depreciation and amortization are excluded from the accompanying Statements. The Statements have been prepared on the accrual basis of accounting which requires management to make estimates and assumptions that affect the reported amounts of the revenues and expenses during the reporting periods. Actual results may differ from those estimates.

The Statements have been presented on a combined basis due to the fact that the acquisition was executed in a single transaction from entities under common control. Combining schedules have been presented in the accompanying notes which provide detailed financial information for each property acquired.

3. Revenues

The Properties leases retail space under various lease agreements with their tenants. All leases are accounted for as noncancelable operating leases. The leases include provisions under which the Properties are reimbursed for common area maintenance, real estate taxes and insurance costs. Pursuant to the lease agreements, income related to these reimbursed costs is recognized in the period the applicable costs are incurred. Certain leases contain renewal options at various periods at various rental rates.

Cardinal Plaza, Franklinton Square and Nashville Commons
Notes to Combined Statements of Revenues and Certain Operating Expenses
For the Three Months Ended March 31, 2015 and the Year Ended December 31, 2014
(continued)

3. Revenues (continued)

Food Lion is the only tenant of the Properties whose annualized rental income on a straight-line basis represented greater than 10% of combined total annualized rental income for all tenants on a straight line basis. Straight line rental income from Food Lion represented 63.7% and 62.6% of the combined rental income for the three months ended March 31, 2015 (unaudited) and the year ended December 31, 2014, respectively. The termination, delinquency or nonrenewal of the above tenant may have a material adverse effect on revenues.

The combined weighted average remaining lease terms for tenants at the Properties was 3.52 years as of March 31, 2015 (unaudited). Combined future minimum rentals to be received under noncancelable tenant operating leases for each of the next five years and thereafter, excluding CAM and percentage rent based on tenant sales volume, as of March 31, 2015 (unaudited) and December 31, 2014 were as follows:

	Twelve Months Ending March 31, (unaudited)	Years Ending December 31,
2015	\$ —	\$ 1,459,456
2016	1,444,679	1,364,871
2017	1,323,703	1,197,637
2018	1,168,005	1,084,947
2019	959,153	478,791
Thereafter	422,847	102,195
	\$ 5,318,387	\$ 5,687,897

The above schedule takes into consideration all renewals and new leases executed subsequent to March 31, 2015 through the date of this report.

4. Subsequent Events

Management has evaluated all events and transactions that occurred after December 31, 2014 up through August 11, 2015, the date the financial statements were available to be issued, and are not aware of any events that have occurred subsequent to December 31, 2014 that would require additional adjustments to or disclosures in the Statements.

Cardinal Plaza, Franklinton Square and Nashville Commons
Notes to Combined Statements of Revenues and Certain Operating Expenses
For the Three Months Ended March 31, 2015 and the Year Ended December 31, 2014
(continued)

5. Combining Schedules

Combining income statements are presented below for each of the periods presented:

	Three Months Ended March 31, 2015			
	(unaudited)			
	Cardinal Plaza	Franklinton Square	Nashville Commons	Combined Total
REVENUES:				
Rental income	\$ 105,863	\$ 123,680	\$ 139,456	\$ 368,999
Tenant reimbursements and other income	21,605	23,936	21,448	66,989
Total Revenues	127,468	147,616	160,904	435,988
CERTAIN OPERATING EXPENSES:				
Property operating	15,527	14,847	18,638	49,012
Real estate taxes	13,116	19,482	12,827	45,425
Repairs and maintenance	3,175	6,550	3,003	12,728
Other	7,336	7,096	12,604	27,036
Total Certain Operating Expenses	39,154	47,975	47,072	134,201
Excess of Revenues Over Certain Operating Expenses	\$ 88,314	\$ 99,641	\$ 113,832	\$ 301,787

	Year Ended December 31, 2014			
	Cardinal Plaza	Franklinton Square	Nashville Commons	Combined Total
REVENUES:				
Rental income	\$ 468,773	\$ 481,802	\$ 553,196	\$ 1,503,771
Tenant reimbursements and other income	85,657	98,330	87,757	271,744
Total Revenues	554,430	580,132	640,953	1,775,515
CERTAIN OPERATING EXPENSES:				
Property operating	63,940	69,934	73,643	207,517
Real estate taxes	52,463	77,928	51,307	181,698
Repairs and maintenance	10,305	34,422	27,185	71,912
Other	17,333	24,362	20,827	62,522
Total Certain Operating Expenses	144,041	206,646	172,962	523,649
Excess of Revenues Over Certain Operating Expenses	\$ 410,389	\$ 373,486	\$ 467,991	\$ 1,251,866

UNAUDITED PRO FORMA CONDENSED COMBINED AND CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined and consolidated financial statements have been prepared to provide pro forma information with regard to the acquisitions of Cardinal Plaza, Franklinton Square and Nashville Commons (“the Properties”), which Wheeler Real Estate Investment Trust, Inc. and Subsidiaries (“Wheeler REIT” or the “Company”), through Wheeler Real Estate Investment Trust, L.P. (“Operating Partnership”), its majority-owned subsidiary, obtained the right to acquire through a Purchase and Sale Agreement on May 26, 2015. The Operating Partnership expected to complete the acquisitions prior to August 30, 2015.

The unaudited pro forma condensed combined and consolidated balance sheet as of March 31, 2015 gives effect to the acquisition of the Properties as if it had occurred on March 31, 2015. The Wheeler REIT column as of March 31, 2015 represents the actual balance sheet presented in the Company’s Quarterly Report on Form 10-Q (“Form 10-Q”) filed on May 15, 2015 with the Securities and Exchange Commission (“SEC”) for the period. The pro forma adjustments column includes the preliminary estimated impact of purchase accounting and other adjustments for the periods presented.

The unaudited pro forma condensed combined and consolidated statements of operations for the Company and the Properties for the three months ended March 31, 2015 and the year ended December 31, 2014 give effect to the Company’s acquisition of the Properties as if it had occurred on the first day of the earliest period presented. The Wheeler REIT column for the three months ended March 31, 2015 represents the results of operations presented in the Company’s Form 10-Q. The Wheeler REIT column for the year ended December 31, 2014 represents the results of operations presented in the Company’s Annual Report on Form 10-K (“Form 10-K”) filed with the SEC on March 25, 2015. The Properties column includes the full year’s operating activity for the Properties for the year ended December 31, 2014 and three months’ operating activity for the three months ended March 31, 2015, as the Properties were acquired subsequent to March 31, 2015 and therefore was not included in the Company’s historical financial statements. The pro forma adjustments columns include the impact of purchase accounting and other adjustments for the periods presented.

The unaudited pro forma condensed combined and consolidated financial statements have been prepared by the Company’s management based upon the historical financial statements of the Company and of the acquired Properties. Since the acquisition transaction is expected to close during the third quarter of 2015, the Properties will be included in the consolidated financial statements included in the Company’s Quarterly Report on Form 10-Q for the three months ended September 30, 2015, to be filed with the SEC. These pro forma statements may not be indicative of the results that actually would have occurred had the anticipated acquisition been in effect on the dates indicated or which may be obtained in the future.

In management’s opinion, all adjustments necessary to reflect the effects of the Properties’ acquisition have been made. These unaudited pro forma condensed combined and consolidated financial statements are for informational purposes only and should be read in conjunction with the historical financial statements of the Company, including the related notes thereto, which were filed with the SEC on March 25, 2015 as part of its Form 10-K for the year ended December 31, 2014 and on May 15, 2015 as part of its Form 10-Q for the three months ended March 31, 2015.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Pro Forma Condensed Combined and Consolidated Balance Sheet
As of March 31, 2015
(unaudited)

	<u>Wheeler REIT</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma Consolidated</u>
	(A)	(B)	
ASSETS:			
Net investment properties	\$ 163,265,867	\$ 12,058,582	\$ 175,324,449
Cash and cash equivalents	80,958,326	(6,605,000)	74,353,326
Tenant and other receivables	2,114,898	—	2,114,898
Goodwill	7,004,072	—	7,004,072
Deferred costs, reserves, intangibles and other assets	34,661,026	3,893,210	38,554,236
Total Assets	\$ 288,004,189	\$ 9,346,792	\$ 297,350,981
LIABILITIES:			
Mortgages and other indebtedness	\$ 147,634,250	\$ 8,770,000	\$ 156,404,250
Below market lease intangibles	—	576,792	576,792
Accounts payable, accrued expenses and other liabilities	7,211,725	—	7,211,725
Total Liabilities	154,845,975	9,346,792	164,192,767
Commitments and contingencies	—	—	—
Series C convertible preferred stock	87,510,354	—	87,510,354
EQUITY:			
Series A preferred stock	1,458,050	—	1,458,050
Series B convertible preferred stock	36,608,768	—	36,608,768
Common stock	78,411	—	78,411
Additional paid-in capital	32,197,918	—	32,197,918
Accumulated deficit	(34,607,083)	—	(34,607,083)
Noncontrolling interest	9,911,796	—	9,911,796
Total Equity	45,647,860	—	45,647,860
Total Liabilities and Equity	\$ 288,004,189	\$ 9,346,792	\$ 297,350,981

See accompanying notes to unaudited pro forma condensed combined and consolidated financial statements.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Pro Forma Condensed Combined and Consolidated Statement of Operations
For the Three Months Ended March 31, 2015
(unaudited)

	Wheeler REIT (A)	Properties (B)	Pro Forma Adjustments (C)	Pro Forma Consolidated
REVENUES:				
Rental income	\$ 4,380,605	\$ 368,999	\$ 39,171 (1)	\$ 4,788,775
Asset management fees	212,298	—	—	212,298
Commissions	108,893	—	—	108,893
Tenant reimbursements and other income	1,050,345	66,989	—	1,117,334
Total Revenues	5,752,141	435,988	39,171	6,227,300
OPERATING EXPENSES AND CERTAIN				
OPERATING EXPENSES OF THE ACQUIRED:				
Property operating	1,632,179	107,165	—	1,739,344
Non-REIT management and leasing services	369,775	—	—	369,775
Depreciation and amortization	3,236,484	—	362,637 (2)	3,599,121
Provision for credit losses	47,198	—	—	47,198
Corporate general & administrative	2,311,230	27,036	—	2,338,266
Total Operating Expenses and Certain Operating Expenses of the Acquired	7,596,866	134,201	362,637	8,093,704
Operating Income (Loss) and Excess of Acquired				
Revenues Over Certain Operating Expenses	(1,844,725)	301,787	(323,466)	(1,866,404)
Interest expense	(2,378,464)	—	(95,374) (3)	(2,473,838)
Net Income (Loss) and Excess of Acquired				
Revenues Over Certain Operating Expenses	\$ (4,223,189)	\$ 301,787	\$ (418,840)	\$ (4,340,242)

See accompanying notes to unaudited pro forma condensed combined and consolidated financial statements.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Pro Forma Condensed Combined and Consolidated Statement of Operations
For the Year Ended December 31, 2014
(unaudited)

	Wheeler REIT (D)	Properties (E)	Pro Forma Adjustments (C)	Pro Forma Consolidated
REVENUES:				
Rental revenues	\$ 13,598,681	\$ 1,503,771	\$ 180,308 (1)	\$ 15,282,760
Asset management fees	296,290	—	—	296,290
Commissions	158,876	—	—	158,876
Tenant reimbursements and other income	3,105,405	271,744	—	3,377,149
Total Revenues	17,159,252	1,775,515	180,308	19,115,075
OPERATING EXPENSES AND CERTAIN OPERATING				
EXPENSES OF THE ACQUIRED:				
Property operating	4,314,599	461,127	—	4,775,726
Depreciation and amortization	8,220,490	—	1,729,964 (2)	9,950,454
Provision for credit losses	60,841	—	—	60,841
Corporate general & administrative and other	9,495,711	62,522	—	9,558,233
Total Operating Expenses and Certain Operating Expenses of the Acquired	22,091,641	523,649	1,729,964	24,345,254
Operating Income (Loss) and Excess of Acquired				
Revenues Over Certain Operating Expenses	(4,932,389)	1,251,866	(1,549,656)	(5,230,179)
Interest expense	(6,813,426)	—	(381,495) (3)	(7,194,921)
Net Income (Loss) and Excess of Acquired				
Revenues Over Certain Operating Expenses	\$ (11,745,815)	\$ 1,251,866	\$ (1,931,151)	\$ (12,425,100)

See accompanying notes to unaudited pro forma condensed combined and consolidated financial statements.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Notes to Pro Forma Condensed Combined and Consolidated Financial Statements
(unaudited)

Pro Forma Balance Sheet

- A. Reflects the unaudited consolidated balance sheet of the Company as of March 31, 2015 included in the Company's Form 10-Q as of March 31, 2015.
- B. Represents the estimated pro forma effect of the Company's \$15.4 million acquisition of the Properties, assuming it occurred on March 31, 2015. The Company has initially allocated the purchase price of the acquired Properties to land, building and improvements, identifiable intangible assets and to the acquired liabilities based on their preliminary estimated fair values. Identifiable intangibles include amounts allocated to above/below market leases, the value of in-place leases and customer relationships value, if any. The Company estimated fair value based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends and specific market and economic conditions that may affect the Properties. Factors considered by management in its analysis of estimating the as-if-vacant property value include an estimate of carrying costs during the expected lease-up periods considering market conditions, and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and estimates of lost rentals at market rates during the expected lease-up periods, tenant demand and other economic conditions. Management also estimates costs to execute similar leases including leasing commissions, tenant improvements, legal and other related expenses. Intangibles related to above/below market leases and in-place lease value are recorded as acquired lease intangibles and are amortized as an adjustment to rental revenue or amortization expense, as appropriate, over the remaining terms of the underlying leases.

Pro Forma Statement of Operations

- A. Reflects the unaudited consolidated statement of operations of the Company for the three months ended March 31, 2015.
- B. Amounts reflect the unaudited historical operations of the Properties for the three months ended March 31, 2015, unless otherwise noted.
- C. Represents the estimated unaudited pro forma adjustments related to the acquisition for the period presented.
 - (1) Represents estimated amortization of above/below market leases which are being amortized on a straight-line basis over the remaining terms of the related leases.
 - (2) Represents the estimated depreciation and amortization of the buildings and related improvements, leasing commissions, in place leases and capitalized legal/marketing costs resulting from the preliminary estimated purchase price allocation in accordance with accounting principles generally accepted in the United States of America. The buildings and site improvements are being depreciated on a straight-line basis over their estimated useful lives up to 40 years. The tenant improvements, leasing commissions, in place leases and capitalized legal/marketing costs are being amortized on a straight-line basis over the remaining terms of the related leases.
 - (3) Represents expected interest expense on debt used to finance the acquisition, which is expected to accrue interest at a rate of 4.35% per annum and mature in August 2025.
- D. Reflects the consolidated statement of operations of the Company for the year ended December 31, 2014.
- E. Amounts reflect the historical operations of the Properties for the year ended December 31, 2014, unless otherwise noted.