UNITED STATES 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): September 9, 2015

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland	001-35713	45-2681082
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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))

ITEM 8.01 OTHER EVENTS.

On September 10, 2015, Wheeler Real Estate Investment Trust, Inc. filed a Form 8-K (the "Original 8-K") to report the completion of the acquisition of Grove Park Shopping Center located in Orangeburg, South Carolina on September 9, 2015. This amendment is being filed for the sole purpose of filing the financial statements and pro forma financial information required by Item 9.01 on Form 8-K, and should be read in conjunction with the Original 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statement of businesses acquired. *

Report of Independent Auditor.

Statements of Revenues and Certain Operating Expenses for the Six Months Ended June 30, 2015 (unaudited) and the Year Ended December 31, 2014.

Notes to Statements of Revenues and Certain Operating Expenses for the Six Months Ended June 30, 2015 (unaudited) and the Year Ended December 31, 2014.

(b) Pro forma financial information. **

Unaudited Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2015.

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Six Months Ended June 30, 2015.

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

Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

(c) Shell company transactions.

Not Applicable.

(d) Exhibits. ***

23.1 Consent of Cherry Bekaert LLP.

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* 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.

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: September 22, 2015

EXHIBIT INDEX

Number	Description of Exhibit
23.1	Consent of Cherry Bekaert LLP.
99.1	Financial Statements of Grove Park Shopping Center.
99.2	Pro Forma Financial Information of Grove Park Shopping Center.

Exhibit 23.1

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 September 22, 2015, with respect to the Statement of Revenues and Certain Operating Expenses of Grove Park Shopping Center 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
September 22, 2015

Exhibit 99.1

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 statement of revenues and certain operating expenses (the "Statement") of Grove Park Shopping Center (the "Property") 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 revenue and certain operating expenses of the Property for the year ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As further discussed in Note 1, on September 9, 2015, Wheeler Real Estate Investment Trust, Inc., through its subsidiary of Wheeler REIT, L.P., completed the acquisition of the Property.

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 Property's revenue and expenses. Our opinion is not modified with respect to this matter.

/s/ Cherry Bekaert LLP

Virginia Beach, Virginia
September 22, 2015

Grove Park Shopping Center
Statements of Revenues and Certain Operating Expenses
For the Six Months Ended June 30, 2015 (unaudited) and the Year Ended December 31, 2014

	Six Months Ended June 30, 2015 (unaudited)	Year Ended December 31, 2014
REVENUES:		
Rental income	$ 329,754	$ 654,194
Tenant reimbursements and other income	73,665	145,615
Total Revenues	403,419	799,809
CERTAIN OPERATING EXPENSES:		
Property operating	52,172	106,518
Real estate taxes	55,243	108,320
Repairs and maintenance	8,886	18,106
Other	—	12,309
Total Certain Operating Expenses	116,301	245,253
Excess of Revenues Over Certain Operating Expenses	$ 287,118	$ 554,556

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

Grove Park Shopping Center
Notes to Statements of Revenues and Certain Operating Expenses
For the Six Months Ended June 30, 2015 (unaudited) and the Year Ended December 31, 2014

1. Business and Purchase and Sales Agreement

On June 19, 2015, Wheeler Real Estate Investment Trust, Inc., through its subsidiary of Wheeler REIT, L.P. (the "Operating Partnership"), entered into a Purchase and Sale Agreement (the "Agreement") to acquire Grove Park Shopping Center (the "Property"), a 106,557 square foot shopping center located in Orangeburg, South Carolina for a purchase price of approximately $6.6 million. On September 9, 2015, the Operating Partnership completed the acquisition. The Property is 90% occupied and is leased by nationally recognized tenants including Bi-Lo and sweetFrog.

2. Basis of Presentation

The 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 Property's revenues and expenses. Certain operating expenses include only those expenses expected to be comparable to the proposed future operations of the Property. 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.

3. Revenues

The Property leases retail space under various lease agreements with its tenants. All leases are accounted for as noncancelable operating leases. The leases include provisions under which the Property is 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.

The following table lists the tenants whose annualized rental income on a straight-line basis represented greater than 10% of total annualized rental income for all tenants on a straight line basis as of June 30, 2015 (unaudited) and December 31, 2014:

Tenant	June 30, 2015	December 31, 2014
Bi-Lo	33.6%	34.4%
Kool Smiles	12.9%	13.1%
Orange Cut Rate Drugs	12.3%	12.6%

The termination, delinquency or nonrenewal of one of the above tenants may have a material adverse effect on revenues. No other tenant represents more than 10% of annualized rental income as of June 30, 2015 (unaudited) and December 31, 2014.

3. Revenues (continued)

The weighted average remaining lease terms for tenants at the property was 3.79 years as of June 30, 2015 (unaudited). 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 June 30, 2015 (unaudited) and December 31, 2014 were as follows:

	Twelve Months Ending June 30, (unaudited)	Years Ending December 31,
2015	$ —	$ 647,482
2016	635,883	612,984
2017	601,665	586,680
2018	567,793	535,680
2019	432,202	339,370
2020	272,812	225,000
Thereafter	150,000	37,500
	$ 2,660,355	$ 2,984,696

The above schedule takes into consideration all renewals and new leases executed subsequent to June 30, 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 September 22, 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 Statement.

Exhibit 99.2

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial statements have been prepared to provide pro forma information with regard to the acquisition of Grove Park Shopping Center (“the Property”), which Wheeler Real Estate Investment Trust, Inc. and Subsidiaries (“Wheeler REIT” or the “Company”), through Wheeler REIT, L.P. (“Operating Partnership”), its majority-owned subsidiary, acquired through a Purchase and Sale Agreement on June 19, 2015. The Operating Partnership completed the acquisition on September 9, 2015.

The unaudited pro forma condensed consolidated balance sheet as of June 30, 2015 gives effect to the acquisition of the Property as if it occurred on June 30, 2015. The Wheeler REIT column as of June 30, 2015 represents the actual balance sheet presented in the Company’s Quarterly Report on Form 10-Q (“Form 10-Q”) filed on August 12, 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 consolidated statements of operations for the Company and the Property for the six months ended June 30, 2015 and the year ended December 31, 2014 give effect to the Company's acquisition of the Property, as if it had occurred on the first day of the earliest period presented. The Wheeler REIT column for the six months ended June 30, 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 Property column includes the full year’s operating activity for the Property for the year ended December 31, 2014 and six months' operating activity for the six months ended June 30, 2015, as the Property was acquired subsequent to June 30, 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 consolidated financial statements have been prepared by the Company's management based upon the historical financial statements of the Company and of the acquired Property. Since the acquisition transaction closed during the third quarter of 2015, the Property will be included in the consolidated financial statements included in the Company's Quarterly Report on Form 10-Q for the three and nine months ending 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 Property acquisition have been made. These unaudited pro forma condensed 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 August 12, 2015 as part of its Form 10-Q for the six months ended June 30, 2015.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Balance Sheet
As of June 30, 2015
(unaudited)

	Wheeler REIT (A)	Pro Forma Adjustments (B)	Pro Forma Consolidated
ASSETS:			
Investment properties, net	$ 192,945,133	$ 5,311,848	$ 198,256,981
Cash and cash equivalents	49,165,844	(2,800,000)	46,365,844
Rents and other tenant receivables, net	2,193,602	—	2,193,602
Goodwill	5,485,823	—	5,485,823
Above market lease intangibles, net	5,681,901	—	5,681,901
Deferred costs, reserves, intangibles and other assets	45,688,802	1,814,317	47,503,119
Total Assets	$ 301,161,105	$ 4,326,165	$ 305,487,270
LIABILITIES:			
Mortgages and other indebtedness	$ 163,826,466	$ 3,800,000	$ 167,626,466
Below market lease intangibles	5,016,648	526,165	5,542,813
Accounts payable, accrued expenses and other liabilities	8,227,725	—	8,227,725
Total Liabilities	177,070,839	4,326,165	181,397,004
Commitments and contingencies	—	—	—
EQUITY:			
Series A preferred stock	1,458,050	—	1,458,050
Series B convertible preferred stock	36,806,496	—	36,806,496
Common stock	544,190	—	544,190
Additional paid-in capital	183,834,995	—	183,834,995
Accumulated deficit	(108,544,140)	—	(108,544,140)
Noncontrolling interest	9,990,675	—	9,990,675
Total Equity	124,090,266	—	124,090,266
Total Liabilities and Equity	$ 301,161,105	$ 4,326,165	$ 305,487,270

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

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Statement of Operations
For the Six Months Ended June 30, 2015
(unaudited)

	Wheeler REIT (A)	Property (B)	Pro Forma Adjustments (C)		Pro Forma Consolidated
REVENUES:					
Rental income	$ 9,291,008	$ 329,754	$ 44,977	(1)	$ 9,665,739
Asset management fees	333,482	—	—		333,482
Commissions	220,610	—	—		220,610
Tenant reimbursements and other income	2,610,402	73,665	—		2,684,067
Total Revenues	12,455,502	403,419	44,977		12,903,898
OPERATING EXPENSES AND CERTAIN OPERATING EXPENSES OF THE ACQUIRED:					
Property operating	3,533,492	116,301	—		3,649,793
Non-REIT management and leasing services	601,552	—	—		601,552
Depreciation and amortization	7,311,233	—	280,686	(2)	7,591,919
Provision for credit losses	101,736	—	—		101,736
Corporate general & administrative	5,829,860	—	—		5,829,860
Total Operating Expenses and Certain Operating Expenses of the Acquired	17,377,873	116,301	280,686		17,774,860
Operating Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	(4,922,371)	287,118	(235,709)		(4,870,962)
Interest expense	(4,596,056)	—	(85,880)	(3)	(4,681,936)
Net Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	$ (9,518,427)	$ 287,118	$ (321,589)		$ (9,552,898)

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

	Wheeler REIT (D)	Property (E)	Pro Forma Adjustments (C)		Pro Forma Consolidated
REVENUES:					
Rental income	$ 13,598,681	$ 654,194	$ 111,613	(1)	$ 14,364,488
Asset management fees	296,290	—	—		296,290
Commissions	158,876	—	—		158,876
Tenant reimbursements and other income	3,105,405	145,615	—		3,251,020
Total Revenues	17,159,252	799,809	111,613		18,070,674
OPERATING EXPENSES AND CERTAIN OPERATING EXPENSES OF THE ACQUIRED:					
Property operating	4,314,599	232,944	—		4,547,543
Depreciation and amortization	8,220,490	—	765,212	(2)	8,985,702
Provision for credit losses	60,841	—	—		60,841
Corporate general & administrative and other	9,495,711	12,309	—		9,508,020
Total Operating Expenses and Certain Operating Expenses of the Acquired	22,091,641	245,253	765,212		23,102,106
Operating Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	(4,932,389)	554,556	(653,599)		(5,031,432)
Interest expense	(6,813,426)	—	(171,760)	(3)	(6,985,186)
Net Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	$ (11,745,815)	$ 554,556	$ (825,359)		$ (12,016,618)

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

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

Pro Forma Balance Sheet

A. Reflects the unaudited consolidated balance sheet of the Company as of June 30, 2015 included in the Company's Form 10-Q as of June 30, 2015.

B. Represents the estimated pro forma effect of the Company's $6.6 million acquisition of the Property, assuming it occurred on June 30, 2015. The Company has initially allocated the purchase price of the acquired Property 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 Property. 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 consolidated statement of operations of the Company for the six months ended June 30, 2015.

B. Amounts reflect the historical operations of the Property for the six months ended June 30, 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 4.52% per annum and mature in October 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 Property for the year ended December 31, 2014, unless otherwise noted.