
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): December 2, 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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS, COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On December 2, 2015, the Registrant's Board of Directors ("Board") appointed John McAuliffe to the Board to fill the vacancy on the Board created by the Board increasing its size from eight to nine members. The Board determined Mr. McAuliffe to be independent under the rules of the Nasdaq Capital Market.

Mr. McAuliffe was previously Director of Investment Banking at Newbridge Securities from 2005 to March 2015, and currently serves as its Lead Investment Banker. Mr. McAuliffe, 61, will stand for re-election at the 2016 annual meeting of shareholders. Mr. McAuliffe was not appointed to any of the Board's committees at this time. It is anticipated that such appointment will happen in the near future; however, it is not currently known on what committees he will serve.

In accordance with the Registrant's non-employee director compensation policy, Mr. McAuliffe 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. McAuliffe 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. McAuliffe and any other person pursuant to which Mr. McAuliffe was appointed to serve as a director of the Registrant. Mr. McAuliffe 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 December 4, 2015, the Registrant filed a press release announcing the appointment of Mr. McAuliffe as a director to the Board. A copy of this press release is attached as an Exhibit 99.1 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 Press release dated December 4, 2015, announcing the appointment of John McAuliffe as a director.

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: December 4, 2015

EXHIBIT INDEX

Number

99.1

Description of Exhibit

Press release dated December 4, 2015, announcing the appointment of John McAuliffe as a director.



FOR IMMEDIATE RELEASE

**WHEELER REAL ESTATE INVESTMENT TRUST, INC. APPOINTS
JOHN MCAULIFFE TO ITS BOARD OF DIRECTORS**

Virginia Beach, VA – December 4, 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 John McAuliffe to the Company’s Board of Directors effective December 2, 2015. Mr. McAuliffe returns to the Company’s Board of Directors after having previously served from November 2012 until April 2013. Mr. McAuliffe has over 36 years’ experience in the financial services industry. In April 2013, Mr. McAuliffe resigned from the Company’s Board of Directors to focus his efforts on investment banking with Newbridge Securities Corporation. Wheeler’s Board will increase to nine members with Mr. McAuliffe’s appointment with six of those members being independent.

Jon S. Wheeler, Chairman and CEO, stated, “We are pleased to have John return to the Company’s Board. John has played a key role in our development and has been instrumental in Wheeler’s success. We believe his background in the financial services industry, especially his experience in institutional sales and the capital raising process will again prove itself invaluable to our Board.”

Presently, Mr. McAuliffe serves as a Lead Investment Banker with Newbridge Securities Corporation, a full-service securities brokerage and investment banking firm. Prior to joining Newbridge Securities Corporation in 2005, Mr. McAuliffe ran his own consulting firm which provided advisory and structural development services to the management of small to medium sized publicly traded companies. Throughout his career, Mr. McAuliffe has participated in excess of over 200 capital raises and has been involved in all aspects of the capital formation process serving in a variety of positions ranging from institutional salesman to the Managing Director of an investment banking firm.

Mr. McAuliffe received his Bachelor of Science degree in political science and economics from State University of New York at Brockport.

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-

Wheeler Real Estate Investment Trust, Inc.

Robin Hanisch

Corporate Secretary
(757) 627-9088

robin@whlr.us

Laura Nguyen

Director of Capital Markets
(757) 627-9088

lnguyen@whlr.us

INVESTOR
RELATIONS:
**The Equity Group
Inc.**

Terry
Downs
Associate
(212) 836-
9615
tdowns@equitny.com

Adam
Prior
Senior Vice-
President
(212) 836-
9606
aprior@equityny.com