
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): January 6, 2016

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 January 6, 2016, the Registrant's Board of Directors ("Board") appointed Wilkes J. Graham as its Chief Financial Officer, effective January 19, 2016. Mr. Graham will replace Steven M. Belote, who will become the Registrant's Chief Operating Officer and will resign from his position as Chief Financial Officer at that time. Mr. Graham has over 16 years of experience in the real estate and financial services industries and since 2010 has served as Director of Research at Compass Point Research and Trading, LLC ("Compass Point"), where he managed Compass Point's equity research department.

Prior to joining Compass Point, Mr. Graham worked at FBR Capital Markets & Co. ("FBR") as a Vice President and a Senior Sell-Side Analyst, where he focused on the real estate sector. Mr. Graham received his B.S. in Business Administration and his MBA from the University of North Carolina's Kenan-Flagler Business School.

Mr. Belote has served as the Registrant's Chief Financial Officer since August 2011. After receiving a Bachelor's of Science Degree in Accounting from Virginia Tech, he spent seven years working in Washington, DC with BDO Seidman, LLP, a large international public accounting and consulting firm. In June 1995, he joined Shore Bank as its CFO, subsequently playing a significant role in taking the bank public in 1997. Mr. Belote served as CFO for the bank's publicly-traded bank holding company, Shore Financial Corporation, until the company was purchased in June 2008. Mr. Belote continued as the bank's CFO until becoming its president in June 2009; a role he held until December 2010.

There are no arrangements or understandings between Mr. Graham and Mr. Belote and any other persons pursuant to which they were selected as Chief Financial Officer and Chief Operating Officer, respectively. There are also no family relationships between Mr. Graham and Mr. Belote and any director or executive officer of the Registrant and they have no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Registrant entered into a letter agreement with Mr. Graham (the "Offer Letter") dated January 6, 2016, establishing his compensation as Chief Financial Officer as summarized below.

Salary. Mr. Graham's annual salary rate will be \$350,000.

Equity Compensation. In connection with his appointment, Mr. Graham will receive a one-time stock award equivalent to \$25,000 subject to the terms of the Registrant's 2015 Long-Term Incentive Plan.

The foregoing description of the Offer Letter is qualified in its entirety by reference to the Offer Letter, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

In his role as as Chief Operating Officer, Mr. Belote's compensation will be substantially equivalent to his former role as Chief Financial Officer, as summarized below.

Salary. Mr. Belote's annual salary rate will be \$265,000.

Equity Compensation. Mr. Belote remains eligible to participate in the Registrant's 2015 Long-Term Incentive Plan.

In connection with their appointments as Chief Operating Officer and Chief Financial Officer, the Registrant will enter into employment agreements with Mr. Belote and Mr. Graham. The Registrant will file the employment agreements with Mr. Graham and Mr. Belote within four business days of their execution.

ITEM 8.01 OTHER EVENTS.

On January 11, 2016, the Registrant filed a press release announcing the appointment of Mr. Graham as Chief Financial Officer and Mr. Belote as Chief Operating Officer. 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.

10.1 Offer Letter between the Registrant and Wilkes J. Graham, dated January 6, 2016.

99.1 Press release dated January 11, 2016, announcing the appointment of Wilkes J. Graham as Chief Financial Officer, and Steven M. Belote as Chief Operating Officer.

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: January 11, 2016

EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
10.1	Offer Letter between the Registrant and Wilkes J. Graham, dated January 6, 2016.
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January 6, 2016

Wilkes Graham

Via Email

RE: Employment with Wheeler Real Estate Investment Trust

Dear Wilkes:

It is with pleasure that we extend this offer of employment.

Please note the following

Title: Chief Financial Officer (CFO)

Reporting to: Jon Wheeler, Chairman and CEO

Commencement Date: TBD

Base Pay:

- \$350,000.00 gross annualized, payable as follows;
\$275,000.00 base salary upon start date with base salary increases of \$25,000.00 on April 1, 2016, July 1, 2016 and October 1, 2016.
- A **net** sum of \$1,500.00 per month for housing allowance until June 30, 2017.
- Company Stock equivalent to \$25,000.00 granted at signing.
- Eligible for discretionary year-end bonus per the Mercer report.

Benefits:

- Health and Dental Insurance coverage with Company paying 80% of the monthly premium for the employee only. Eligibility for coverage is effective the 1st of the month following 30 days of employment.
- Company paid life insurance, short and long-term disability.
- Eligibility for participation in the company 401(k) will be effective the first quarter following the 6th months of tenure.
- You will also receive a company paid cell phone and laptop.

Holidays/PTO:

- You will be eligible for 16 days of vacation.
- 6 company observed paid holidays

This letter is to serve only as a confirmation of the details of employment and is not a contract of employment. Employment with Wheeler Real Estate Investment Trust is at-will, meaning that it may be terminated by either party for any reason, at any time, with or without notice.

Upon receipt, if you are in agreement, please sign the acknowledgement line below and return a copy back to my attention. We look forward to a successful and rewarding relationship.

Feel free to contact me, should you have any questions at 757.627.9088.

Sincerely yours,

AGREED TO & ACCEPTED

Gena Norman
Human Resources Director

By: /s/ Wilkes Graham



FOR IMMEDIATE RELEASE

**WHEELER REAL ESTATE INVESTMENT TRUST, INC. ANNOUNCES
APPOINTMENT OF NEW CHIEF FINANCIAL OFFICER**

Virginia Beach, VA – January 11, 2016 – 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 Wilkes Graham will join the Company as its Chief Financial Officer, effective Tuesday, January 19, 2016. Mr. Graham will oversee corporate finance, accounting, investor relations and capital and financing strategies for the Company and will report to CEO and Chairman, Jon Wheeler. Mr. Graham will succeed Steven Belote, who will remain with the Company as its Chief Operating Officer.

Mr. Graham has over 16 years of experience in the real estate and financial services industries. Since 2010 Mr. Graham has worked with Compass Point Research & Trading, LLC (“Compass Point”), an independent, full-service investment firm focused exclusively on the financial services sector, where he served as Director of Research and as a Senior Sell-Side Equity Research Analyst. As the firm’s Real Estate Analyst, Mr. Graham’s primary responsibilities included performing proprietary financial analysis in which he forecasted earnings and predicted the stock performance of over 30 publicly traded REITs, real estate operating companies and homebuilders. As Director of Research, Mr. Graham managed and oversaw the strategic direction of the firm’s research department.

Prior to joining Compass Point, Mr. Graham worked as a Vice President and a Senior Sell-Side Analyst focused on the real estate sector at FBR Capital Markets & Co. (“FBR”) (NASDAQ:FBRC), a full-service investment bank that offers equity and fixed income research services to institutional investors. Previously, he worked as a Research Associate covering REITs for Raymond James & Associates (NYSE: RJF), a leading diversified financial services company.

Mr. Graham received his Bachelors of Science in Business Administration and his Master of Business Administration from the University of North Carolina’s Kenan-Flagler Business School. During his career, Mr. Graham has conducted due diligence on over 35 real estate related capital market transactions and is National Association of Securities Dealers Series 7, 24, 63, 86, and 87 certified.

Jon S. Wheeler, Chairman and CEO, stated, “We are delighted that Wilkes has joined us as CFO. We have a long relationship with Wilkes, and he is familiar with our company, our assets, our business model and our target markets. We believe his ability to generate value-added analyses and develop financial models will transfer well into his role as CFO. In addition, his experience and knowledge of the real estate and financial services industries will prove invaluable as we advance in our development and continue to execute our business plan and strategic initiatives. We believe that Wilkes is a proven leader in the REIT industry, and we welcome him to the team.”

Mr. Wheeler continued, "Furthermore, we are pleased Steven has assumed the role of Chief Operating Officer and believe he is the perfect candidate for this position. His solid understanding of our financials and experience in regulatory matters will assist greatly in managing our daily operations, and we are confident that he will continue to play a key role in the Company's growth. He has been integral to our success since joining the Company prior to our IPO."

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:

INVESTOR
RELATIONS:

-OR-

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**The Equity Group
Inc.**

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