
UNITED STATES 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): September 16, 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 8.01 OTHER EVENTS.

On September 16, 2016, the Registrant issued a press release announcing the pricing of its Series D Cumulative Convertible Preferred Stock ("Series D Preferred Stock") public offering and sale of 1,600,000 shares of its Series D Preferred Stock. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference.

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 September 16, 2016, regarding the pricing and sale of the Registrant's Series D Preferred Stock.
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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: September 19, 2016

EXHIBIT INDEX

Number	Description of Exhibit
99.1	Press release, dated September 16, 2016, regarding the pricing and sale of the Registrant's Series D Preferred Stock.



FOR IMMEDIATE RELEASE

WHEELER REAL ESTATE INVESTMENT TRUST, INC. PRICES SERIES D CONVERTIBLE PREFERRED STOCK OFFERING

Virginia Beach, VA – September 16, 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, announced today the pricing of a public offering and sale of 1,600,000 shares of its Series D Cumulative Convertible Preferred Stock, liquidation preference of \$25.00 per share (the “Series D Preferred Stock”), for total net proceeds of approximately \$38,050,000 million after deducting underwriting discounts, commissions, fees, and estimated offering expenses payable by the Company. The Company has granted the underwriters a 30-day option to purchase up to 240,000 additional shares to cover overallocments, if any. The offering is expected to close on or about September 21, 2016, subject to the satisfaction of customary closing conditions.

The Company’s Series D Preferred Stock has been approved to be listed on the Nasdaq Capital Market under the symbol “WHLRD.” Shares of the Company’s common stock, \$0.01 par value per share (the “Common Stock”), also trade on the Nasdaq Capital Market under the symbol “WHLR.” The Company will pay cumulative cash dividends on the Series D Preferred Stock from the date of original issue to, but not including, September 21, 2023, at a rate of 8.75% per annum of the \$25.00 liquidation preference per share (equivalent to the fixed annual amount of \$2.1875 per share) (the “Initial Rate”). Commencing on September 21, 2023, the Company will pay cumulative cash dividends on the Series D Preferred Stock at an annual dividend rate of the Initial Rate increased by 2.0% of the liquidation preference per annum, which will increase by an additional 2.0% of the liquidation preference per annum on each subsequent anniversary thereafter, subject to a maximum annual dividend rate of 14%.

Each share of Series D Preferred Stock may, at the holder’s option, be converted into 11.792 shares of Common Stock at an initial conversion rate of \$2.12 per share of Common Stock.

The Company intends to use the net proceeds from this offering for future mainly grocery-anchored acquisitions and investments and additional working capital.

Compass Point Research & Trading, LLC and Wunderlich Securities, Inc. are serving as book-running managers for the offering. Ladenburg Thalmann & Co. Inc. will serve as a lead manager for the offering.

The offering is being made pursuant to the Company’s shelf registration statement, which was declared effective by the U.S. Securities and Exchange Commission (“SEC”) on September 6, 2016. A preliminary prospectus supplement related to the offering has been filed with the SEC and is available on the SEC’s website located at <http://www.sec.gov>. Copies of the preliminary prospectus supplement and the accompanying prospectus may also be obtained from: Compass Point Research & Trading, LLC, Attention: Equity Syndicate, 1055 Thomas Jefferson Street N.W., Suite 303, Washington, DC 20007 or by email: syndicate@compasspointllc.com; or Wunderlich Securities, Inc., Attention: Equity Syndicate, 6000 Poplar Avenue, Suite 150, Memphis, Tennessee 38119, or by email at syndicate@wundernet.com.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

About Wheeler Real Estate Investment Trust Inc.

Headquartered in Virginia Beach, VA, Wheeler Real Estate Investment Trust, Inc. specializes 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. Wheeler’s portfolio contains strategically selected properties, primarily leased by nationally and regionally recognized retailers of consumer goods and located in the Northeast, Mid-Atlantic, Southeast and Southwest regions of the United States.

Forward-looking Statements

This press release contains “forward-looking” statements as defined in the Private Securities Litigation Reform Act of 1995. When the Company uses words such as “may,” “will,” “intend,” “should,” “believe,” “expect,” “anticipate,” “project,” “estimate” or similar expressions that do not relate solely to historical matters, it is making forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that may cause the actual results to differ materially from the Company’s expectations discussed in the forward-looking statements. The Company’s expected results may not be achieved, and actual results may differ materially from expectations. Specifically, the Company’s statements regarding the completion of the proposed public offering of Series D Preferred Stock on the terms described, or at all, and the Company’s proposed use of net proceeds are forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. Additional factors that could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements are discussed in the Company’s filings with the SEC, which are available for review at www.sec.gov. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof.

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