
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 EXCHANGE ACT OF 1934**

Date of report (date of earliest event reported): December 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 December 16, 2016, Wheeler Real Estate Investment Trust, Inc. ("the Registrant"), through WHLR-Village of Martinsville, LLC, a wholly-owned subsidiary of Wheeler REIT, L.P., a Virginia limited liability partnership of which the Registrant is the sole general partner, acquired a retail shopping center known as Village of Martinsville (the "Property") located in Martinsville, Virginia for \$23.53 million. Financial statements and pro forma financial information required by Item 9.01 are included as exhibits.

No director, officer or affiliate of the Registrant is affiliated with the seller, Martinsville Mall, LLC, a Georgia limited liability company.

On December 19, 2016, the Registrant filed a press release announcing the acquisition of Village of Martinsville, which is filed as Exhibit 99.3 to this Form 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 Nine Months Ended September 30, 2016 (Unaudited) and the Year Ended December 31, 2015.

Notes to Statements of Revenues and Certain Operating Expenses for the Nine Months Ended September 30, 2016 (Unaudited) and the Year Ended December 31, 2015.

- (b) Pro forma financial information.

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Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2016.

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Nine Months Ended September 30, 2016.

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Year Ended December 31, 2015.

Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

- (c) Shell company transactions.

Not Applicable.

- (d) Exhibits.

23.1	Consent of Cherry Bekaert LLP.
99.1	Statements of Revenues and Certain Operating Expenses of Village of Martinsville.
99.2	Unaudited Pro Forma Financial Information of Village of Martinsville.
99.3	Press release, dated December 19, 2016, announcing the completion of the acquisition of Village of Martinsville.

* Filed as Exhibit 99.1 and incorporated herein by reference.

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

EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
23.1	Consent of Cherry Bekaert LLP.
99.1	Statements of Revenues and Certain Operating Expenses of Village of Martinsville.
99.2	Unaudited Pro Forma Financial Information of Village of Martinsville.
99.3	Press release, dated December 19, 2016, announcing the completion of the acquisition of Village of Martinsville.

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, 333-206014, 333-207241, 333-211506, 333-212426 and 333-213294), Form S-4 (No. 333-204957) and Form S-8 (333-205845 and 333-213102) of our report dated December 20, 2016, with respect to the Statement of Revenues and Certain Operating Expenses of Village of Martinsville, for the year ended December 31, 2015, which report appears in the accompanying Current Report on Form 8-K of Wheeler Real Estate Investment Trust, Inc.

/s/ Cherry Bekaert LLP
Virginia Beach, Virginia
December 20, 2016

Report of Independent Auditor

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

We have audited the accompanying statement of revenues and certain operating expenses (the "Statement") of Village of Martinsville (referred to as the "Property") for the year ended December 31, 2015.

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 revenues and certain operating expenses of the Property for the year ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As further discussed in Note 1, on December 16, 2016, Wheeler Real Estate Investment Trust, Inc., through its subsidiary WHLR-Village of Martinsville, LLC, 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 revenues and expenses. Our opinion is not modified with respect to this matter.

/s/ Cherry Bekaert LLP

Virginia Beach, Virginia
December 20, 2016

Village of Martinsville
Statements of Revenues and Certain Operating Expenses
For the Nine Months Ended September 30, 2016 (Unaudited) and the Year Ended December 31, 2015

	<u>Nine Months Ended September 30, 2016</u>	<u>Year Ended December 31, 2015</u>
	(unaudited)	
REVENUES:		
Rental revenues	\$ 1,638,717	\$ 1,862,046
Tenant reimbursements and other revenues	142,438	163,036
Total Revenues	<u>1,781,155</u>	<u>2,025,082</u>
CERTAIN OPERATING EXPENSES:		
Property operating	198,474	239,279
Real estate taxes	52,026	70,159
Repairs and maintenance	12,461	11,301
Other	40,134	99,997
Total Certain Operating Expenses	<u>303,095</u>	<u>420,736</u>
Excess of Revenues Over Certain Operating Expenses	<u>\$ 1,478,060</u>	<u>\$ 1,604,346</u>

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

Village of Martinsville
Notes to Statements of Revenues and Certain Operating Expenses
For the Nine Months Ended September 30, 2016 (Unaudited) and the Year Ended December 31, 2015

1. Business and Purchase Agreement

On October 11, 2016, Wheeler Real Estate Investment Trust, Inc. (referred to hereafter as the "Trust" or the "Company"), through its subsidiary WHLR-Village of Martinsville, LLC, a Delaware limited liability company ("WHLR-Martinsville") entered into a Purchase and Sale Agreement (the "Purchase Agreement") as buyer, with Martinsville Mall, LLC, a Georgia limited liability company, to acquire Village of Martinsville (the "Property"), a 297,950 square foot shopping center located in Martinsville, Virginia, for a contract price of \$23.53 million. The acquisition was completed on December 16, 2016. The Property is 97% leased and is anchored by Kroger, which occupies 20.15% of the total gross leaseable area of the Property through leases that expire through July 2022.

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 under the Securities Act of 1933, as amended. Accordingly, the Statements are not representative of the actual operations for the periods presented as revenues and certain operating expenses, which may not be directly attributable to the revenues and expenses expected to be incurred in the future operations of the Property, have been excluded. Such items include depreciation, amortization, interest expense, interest income and amortization of above- and below-market leases.

3. Summary of Significant Accounting Policies

Revenue Recognition

The Property leases retail space under various lease agreements with 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 Property recognizes rental revenue from tenants on a straight-line basis over the lease term when collectability is reasonably assured and the tenant has taken possession or controls the physical use of the leased asset.

Use of Estimates

The Company has made a number of estimates and assumptions relating to the reporting and disclosure of revenues and certain expenses during the reporting periods to present the Statements in conformity with accounting principles generally accepted in the United States ("US GAAP"). Actual results could differ from those estimates.

Village of Martinsville
Notes to Statements of Revenues and Certain Operating Expenses
For the Nine Months Ended September 30, 2016 (Unaudited) and the Year Ended December 31, 2015

4. Revenues

The weighted average remaining lease terms for tenants at the Property was 5.74 years as of September 30, 2016 (unaudited). Future minimum rentals to be received under noncancelable tenant operating leases for each of the next five years and thereafter, excluding common area maintenance expenses and percentage rent based on tenant sales volume, as of September 30, 2016 (unaudited) and December 31, 2015 were as follows:

	Twelve Months Ending September 30, (unaudited)	Years Ending December 31, (unaudited)
2016	\$ —	\$ 2,122,940
2017	2,195,878	2,150,282
2018	2,008,528	2,016,078
2019	2,049,908	2,059,518
2020	2,035,170	1,966,781
2021	1,758,204	1,732,488
Thereafter	4,511,948	4,088,384
	\$ 14,559,636	\$ 16,136,471

The above schedule takes into consideration all renewals and new leases executed subsequent to September 30, 2016 through the date of this report.

5. Tenant Concentrations

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 September 30, 2016 (unaudited) and December 31, 2015 (unaudited):

Tenant	September 30, 2016 (unaudited)	December 31, 2015 (unaudited)
Kroger	23.1%	27.4%
Belk	11.4%	13.6%
Dunhams Athleisure Corp	11.3%	13.5%
Office Max	9.7%	11.4%

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 September 30, 2016 (unaudited) and December 31, 2015 (unaudited).

Village of Martinsville
Notes to Statements of Revenues and Certain Operating Expenses
For the Nine Months Ended September 30, 2016 (Unaudited) and the Year Ended December 31, 2015

6. Commitments and Contingencies

The Property is subject to various legal proceedings and claims that arise in the ordinary course of business. Management believes that insurance coverage is sufficient to cover these matters. The Company believes that the ultimate settlement of these actions will not have a material adverse effect on the Property's results of operations.

7. Subsequent Events

The Company has evaluated all events and transactions that occurred through December 20, 2016, the date the financial statements were available to be issued, and are not aware of any events that have occurred that would require additional adjustments to or disclosures in the Statements.

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 acquisitions of Village of Martinsville (“the Property”), which Wheeler Real Estate Investment Trust, Inc. and Subsidiaries (“Wheeler REIT” or the “Company”), through WHLR-Village of Martinsville, LLC, its wholly-owned subsidiary, obtained the right to acquire through a Purchase and Sale Agreement on October 11, 2016. WHLR-Village of Martinsville, LLC completed the acquisition on December 16, 2016.

The unaudited pro forma condensed consolidated balance sheet as of September 30, 2016 gives effect to the acquisition of the Property as if it had occurred on September 30, 2016. The Wheeler REIT column as of September 30, 2016 represents the actual balance sheet presented in the Company’s Quarterly Report on Form 10-Q (“Form 10-Q”) filed on November 9, 2016 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 nine months ended September 30, 2016 and the year ended December 31, 2015 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 nine months ended September 30, 2016 represents the results of operations presented in the Company's Form 10-Q. The Wheeler REIT column for the year ended December 31, 2015 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 10, 2016. The Property column includes the full year’s operating activity for the Property for the year ended December 31, 2015 and nine months' operating activity for the nine months ended September 30, 2016, as the Property was acquired subsequent to September 30, 2016 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 fourth quarter of 2016, the Property will be included in the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, 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's 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 10, 2016 as part of its Form 10-K for the year ended December 31, 2015 and on November 9, 2016 as part of its Form 10-Q for the nine months ended September 30, 2016.

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Unaudited Pro Forma Condensed Consolidated Balance Sheet
As of September 30, 2016

	<u>Wheeler</u> <u>REIT</u> <u>(A)</u>	<u>Pro Forma</u> <u>Adjustments</u> <u>(B)</u>	<u>Pro Forma</u> <u>Consolidated</u>
ASSETS:			
Investment properties, net	\$ 292,212,257	\$ 18,087,130	\$ 310,299,387
Cash and cash equivalents	35,816,636	(8,236,550)	27,580,086
Restricted cash	10,309,397	—	10,309,397
Rents and other tenant receivables, net	3,235,105	—	3,235,105
Related party receivables	1,365,950	—	1,365,950
Notes receivable	12,000,000	—	12,000,000
Goodwill	5,485,823	—	5,485,823
Assets held for sale	365,880	—	365,880
Above market lease intangible, net	7,718,507	2,466,331	10,184,838
Deferred costs and other assets, net	36,098,994	3,841,181	39,940,175
Total Assets	\$ 404,608,549	\$ 16,158,092	\$ 420,766,641
LIABILITIES:			
Mortgages and other indebtedness	\$ 231,767,262	\$ 15,296,450	\$ 247,063,712
Liabilities associated with assets held for sale	1,350,000	—	1,350,000
Below market lease intangibles	8,718,947	861,642	9,580,589
Accounts payable, accrued expenses and other liabilities	10,147,839	—	10,147,839
Total Liabilities	251,984,048	16,158,092	268,142,140
Commitments and contingencies	—	—	—
Series D cumulative convertible preferred stock	38,014,257	—	38,014,257
EQUITY:			
Series A preferred stock	452,971	—	452,971
Series B convertible preferred stock	40,710,868	—	40,710,868
Common stock	679,404	—	679,404
Additional paid-in capital	222,725,476	—	222,725,476
Accumulated deficit	(160,594,653)	—	(160,594,653)
Noncontrolling interest	10,636,178	—	10,636,178
Total Equity	114,610,244	—	114,610,244
Total Liabilities and Equity	\$ 404,608,549	\$ 16,158,092	\$ 420,766,641

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

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Unaudited Pro Forma Condensed Consolidated Statement of Operations
For the Nine Months Ended September 30, 2016

	<u>Wheeler REIT</u>	<u>Properties</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma Consolidated</u>
	(A)	(B)	(C)	
REVENUES:				
Rental revenues	\$ 23,787,801	\$ 1,638,717	\$ (161,823) (1)	\$ 25,264,695
Asset management fees	623,340	—	—	623,340
Commissions	833,516	—	—	833,516
Tenant reimbursements and other revenues	6,887,918	142,438	—	7,030,356
Total Revenues	32,132,575	1,781,155	(161,823)	33,751,907
OPERATING EXPENSES AND CERTAIN				
OPERATING EXPENSES OF THE ACQUIRED PROPERTY:				
Property operations	8,498,715	262,961	—	8,761,676
Non-REIT management and leasing services	1,351,640	—	—	1,351,640
Depreciation and amortization	15,306,331	—	793,266 (2)	16,099,597
Provision for credit losses	196,311	—	—	196,311
Corporate general & administrative	6,290,460	40,134	—	6,330,594
Total Operating Expenses and Certain Operating Expenses of the Acquired Property	31,643,457	303,095	793,266	32,739,818
Operating Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	489,118	1,478,060	(955,089)	1,012,089
Interest income	301,378	—	—	301,378
Interest expense	(9,801,442)	—	(358,358) (3)	(10,159,800)
Net Income (Loss) from Continuing Operations	(9,010,946)	1,478,060	(1,313,447)	(8,846,333)
Less: Net income (loss) from continuing operations attributable to noncontrolling interests	(842,915)	—	15,398 (4)	(827,517)
Net Income (Loss) from Continuing Operations Attributable to Wheeler REIT	\$ (8,168,031)	\$ 1,478,060	\$ (1,328,845)	\$ (8,018,816)
Net (loss) from continuing operations per share:				
Basic and diluted	\$ (0.12)			\$ (0.12)
Net (loss) from continuing operations per unit:				
Basic and diluted	\$ (0.16)			\$ (0.15)
Weighted-average outstanding:				
Common shares	67,155,184			67,155,184
Common units	5,367,945			5,367,945
Basic and diluted	72,523,129			72,523,129

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

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Unaudited Pro Forma Condensed Consolidated Statement of Operations
For the Year Ended December 31, 2015

	Wheeler REIT	Properties	Pro Forma Adjustments	Pro Forma Consolidated
	(D)	(E)	(C)	
REVENUES:				
Rental revenues	\$ 20,553,870	\$ 1,862,046	\$ (672,153) (1)	\$ 21,743,763
Asset management fees	588,990	—	—	588,990
Commissions	361,984	—	—	361,984
Tenant reimbursements and other revenues	6,229,361	163,036	—	6,392,397
Total Revenues	27,734,205	2,025,082	(672,153)	29,087,134
OPERATING EXPENSES AND CERTAIN				
OPERATING EXPENSES OF THE ACQUIRED PROPERTY:				
Property operations	8,351,456	320,739	—	8,672,195
Non-REIT management and leasing services	1,110,705	—	—	1,110,705
Depreciation and amortization	16,882,462	—	1,329,921 (2)	18,212,383
Provision for credit losses	243,029	—	—	243,029
Corporate general & administrative	13,480,089	99,997	—	13,580,086
Total Operating Expenses and Certain Operating Expenses of the Acquired Property	40,067,741	420,736	1,329,921	41,818,398
Operating Income (Loss) and Excess of Acquired Revenues Over Certain Operating Expenses	(12,333,536)	1,604,346	(2,002,074)	(12,731,264)
Interest expense	(9,043,761)	—	(477,811) (3)	(9,521,572)
Net Income (Loss) from Continuing Operations	(21,377,297)	1,604,346	(2,479,885)	(22,252,836)
Less: Net income (loss) from continuing operations attributable to noncontrolling interests	(1,426,478)	—	(58,424) (4)	(1,484,902)
Net Income (Loss) from Continuing Operations Attributable to Wheeler REIT	\$ (19,950,819)	\$ 1,604,346	\$ (2,421,461)	\$ (20,767,934)
Net (loss) from continuing operations per share:				
Basic and diluted	\$ (0.51)			\$ (0.53)
Net (loss) from continuing operations per unit:				
Basic and diluted	\$ (0.37)			\$ (0.38)
Weighted-average outstanding:				
Common shares	38,940,463			38,940,463
Common units	3,863,339			3,863,339
Basic and diluted	42,803,802			42,803,802

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

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

Pro Forma Balance Sheet

- A. Reflects the unaudited consolidated balance sheet of the Company as of September 30, 2016 included in the Company's Form 10-Q filed on November 9, 2016.
- B. Represents the estimated pro forma effect of the Company's \$23.5 million acquisition of the Property, assuming it occurred on September 30, 2016. 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 Statements of Operations

- A. Reflects the unaudited consolidated statement of operations of the Company for the nine months ended September 30, 2016 included in the Company's Form 10-Q filed on November 9, 2016, excluding discontinued operations.
- B. Amounts reflect the unaudited historical operations of the Property for the nine months ended September 30, 2016, 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 3.1237% per annum and mature in May 2018.
 - (4) Represents the estimated additional income (loss) attributed to the acquisition of the property for noncontrolling interest ownership.
- D. Reflects the consolidated statement of operations of the Company for the year ended December 31, 2015 included in the Company's Form 10-K filed on March 10, 2016.
- E. Amounts reflect the historical operations of the Property for the year ended December 31, 2015, unless otherwise noted.

**FOR IMMEDIATE RELEASE****Wheeler Real Estate Investment Trust, Inc. Completes the Acquisition of Village of Martinsville Located in Martinsville, Virginia**

Center is anchored by national grocer, Kroger, and includes a free-standing fuel station.

The acquisition is part of the previously disclosed pipeline, and is the 21st acquisition year-to-date for the Company.

Virginia Beach, VA –December, 2016 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“Wheeler” or the “Company”), 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, today reported that the Company has closed on the acquisition of Village of Martinsville, a grocery-anchored shopping center previously announced as an acquisition target.

The Village of Martinsville, located in Martinsville, Henry County, Virginia (the “Property” or “Center”), is a single-story, grocery- anchored shopping center containing 297,950 of rentable square feet. The Property is 97% occupied and anchored by five prominent retailers including a recently renovated Kroger grocery store and freestanding fuel station comprised of 55,969 square feet and 4,080 square feet respectively; Belk (85,000 square feet); Marshalls (24,100 square feet); Office Max (23,523 square feet); and Dunham’s Sports (43,872 square feet). The Center was originally built in 1989 as a regional mall and underwent a full renovation into an open air center in 2012.

Total acquisition value of the Property was \$23.53 million, or \$78.98 per leasable square foot, which the Company financed using a combination of cash and the Company’s Key Bank credit facility with an interest rate of 30 day LIBOR plus 250 basis points. The cap rate on Village of Martinsville was 8.25%, and the loan-to-value was 65%.

Jon S. Wheeler, Chairman and Chief Executive Officer of Wheeler, stated, “We have made great progress towards closing on the acquisition targets previously disclosed, and are quickly approaching the goal line of completing the acquisition of the last two announced targets by year end. I am pleased to be adding Village of Martinsville to the portfolio as it represents our business strategy of acquiring necessity-based retail in the secondary and tertiary markets. The Center will be efficiently operated out of our Virginia Beach, Virginia headquarters as we maintain our scalable and manageable platform.”

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.

Forward-looking Statement

This press release may contain “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: (i) the future generation of financial returns from the acquisition of ‘necessity based’ retail focused properties; (ii) completing the acquisition of two announced targets by year end; (iii) the Company’s ability to maintain a scalable and manageable platform; and (iv) the Company’s anticipated ability to produce returns and growth for the Company and its shareholders 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 are discussed in the Company’s filings with the U.S. Securities and Exchange Commission, 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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