
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): August 23, 2017 (August 16, 2017)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 8.01 OTHER EVENTS.

On August 22, 2017, Wheeler Real Estate Investment Trust, Inc. (the "Company"), issued a press release announcing the creation of the Operating Committee of the Board of Directors. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Additionally, a copy of the Charter for the Operating Committee of the Board of Directors (the "Charter") can be found at <http://www.whlr.us> under Investor Relations. The Charter is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein 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 August 22, 2017.

99.2 Charter for the Operating Committee of the Board of Directors dated August 16, 2017.

EXHIBIT INDEX

Number

Description of Exhibit

99.1 Press release dated August 22, 2017.

99.2 Charter for the Operating Committee of the Board of Directors dated August 16, 2017.



Wheeler Real Estate Investment Trust, Inc. Board of Directors Announces New Operating Committee

Virginia Beach, VA –August 22, 2017 – The management and Board of Directors of 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, announced today the formation of a new committee of the Board of Directors designed to strengthen Board oversight of the Company’s operations and increase interaction with management. The Operating Committee will be comprised of three independent directors and will expire on March 1, 2018. The committee has authority to retain advisors with approval of the full Board of Directors. John Sweet will chair the committee and will be joined by Jeffrey Zwerdling, the Company’s lead independent director, and John McAuliffe. Wheeler’s Board of Directors, along with management, remains focused on increasing shareholder value and believes that this new committee will allow the Board to provide support in executing the Company’s growth plan.

Jon S. Wheeler, Chairman and Chief Executive Officer, stated, “Both management and the Board remain steadfast in maximizing shareholder value and have continued to drive value through portfolio operations. The current operating environment has become increasingly more challenging, and the Board is taking a proactive approach to ensure that operations are maximized. The Operating Committee will provide additional tactical support and increase interaction with management as we look to execute on the Company’s growth strategy. Our commitment to protect our shareholders remains at the forefront of that strategy as we look to evaluate any and all alternatives to enhance long term shareholder value.”

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 statement regarding: (i) the Company’s ability to implement its growth plan; and (ii) the Company’s ability to maximize shareholder value 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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WHEELER REAL ESTATE INVESTMENT TRUST, INC.

**CHARTER FOR THE
OPERATING COMMITTEE
OF THE BOARD OF DIRECTORS**

ADOPTED BY THE BOARD OF DIRECTORS

AUGUST 16, 2017

ARTICLE I – COMPOSITION OF THE COMMITTEE

Section 1. Size of the Committee.

The Operating Committee (the “Committee”) of the Board of Directors (the “Board”) of Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the “Company”) shall consist of not less than three members of the Board, each of whom shall qualify as an “independent” director pursuant to NASDAQ Stock Exchange Listing Rule 5605(a)(2) and IM-5605, as amended from time to time.

Section 2. Nomination and Appointment of Members.

Each Committee member shall be appointed by the Board and shall serve until a successor shall be appointed by the Board. In the event any member of the Committee shall cease to be a director of the Company, the vacancy thus created shall be either filled by the Board or, at the Board’s discretion, left unfilled, provided that in no event shall the Committee consist of less than three members.

Section 3. Committee Chair.

The Board shall designate one of the Committee members as chair (the “Chair”) who shall preside over meetings of the Committee and report Committee actions to the Board. If the Chair is not present, the Committee may designate an acting Chair.

ARTICLE II – MEETINGS AND OTHER ACTIONS

Section 1. Meeting Times, Agendas and Quorum.

The Committee shall hold meetings on a regularly scheduled basis and as necessary. Meetings shall be scheduled at the direction of the Chair, or as requested by at least two of the members of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

Section 2. Meeting Minutes.

The Committee shall designate a secretary to keep regular minutes of all Committee proceedings. The minutes of each meeting shall be reviewed and approved by the Chair. The approved minutes shall become a permanent corporate record maintained by the Committee.

Section 3. Authority of the Committee.

Unless otherwise provided in this Charter, the meetings and any other actions of the Committee shall be governed by the provisions of Article IV of the Amended and Restated Bylaws of the Company applicable to meetings and actions of the Board. Any matter which requires approval of the Committee may be approved by the Board in lieu of Committee approval. The Committee's existence shall terminate on March 1, 2018.

ARTICLE III – OPERATIONS OVERSIGHT COMMITTEE RESPONSIBILITIES

Section 1. Duties and Responsibilities.

The Committee's duties and responsibilities shall be the following:

- Review of the Company's operations and financial condition with the goal of increasing shareholder value by strengthening Board oversight and interaction with management.
- Approval of all Company expenditures that are (a) not incurred in the Company's ordinary course of business and (b) in excess of \$25,000.
- Preparation of a report to the Board that details Committee recommendations related to operational and financial goals and/or opportunities for the Company.

Section 2. Use and Hiring of Professionals.

With prior Board approval, the Committee may engage advisors to the extent it deems appropriate or necessary.