
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): May 23, 2019 (May 20, 2019)

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 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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	WHLR	Nasdaq Capital Market
Series B Convertible Preferred Stock	WHLRP	Nasdaq Capital Market
Series D Cumulative Convertible Preferred Stock	WHLRD	Nasdaq Capital Market

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS, COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On May 20, 2019, John Sweet resigned his position as (a) Chairman of the Registrant's Board of Directors ("Board"), (b) a member of the Registrant's Compensation Committee, and (c) a member of the Registrant's Nominating and Corporate Governance Committee. A copy of Mr. Sweet's resignation letter is attached as Exhibit 99.1 to this Current Report on Form 8-K.

On May 22, 2019, the Registrant's Board of Directors ("Board") elected Andrew R. Jones, CFA, as Chairman of the Board. Mr. Jones has served on the Board since 2018.

In addition, Mr. Jones was appointed to the Compensation Committee and John McAuliffe, a current Board member, was appointed to the Nominating and Corporate Governance Committee, both appointments filling the vacancies left by the resignation of Mr. Sweet.

ITEM 8.01 OTHER EVENTS.

On May 20, 2019, the Registrant filed a press release announcing the resignation of John Sweet as Chairman from the Board. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K.

On May 23, 2019, the Registrant filed a press release announcing the appointment of Andrew R. Jones, CFA as Chairman of the Board. A copy of the press release is attached as Exhibit 99.3 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.

<u>99.1</u>	<u>Letter of resignation from John Sweet.</u>
<u>99.2</u>	<u>Press release dated May 20, 2019.</u>
<u>99.3</u>	<u>Press release dated May 23, 2019.</u>



EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
<u>99.1</u>	<u>Letter of resignation from John Sweet.</u>
<u>99.2</u>	<u>Press release dated May 20, 2019.</u>
<u>99.3</u>	<u>Press release dated May 23, 2019.</u>

SIGNATURE

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/ David Kelly

David Kelly

President and Chief Executive Officer

Dated: May 23, 2019

John W. Sweet, Jr. | Mequon, Wisconsin

May 20, 2019

The Board of Directors
Wheeler Real Estate Investment Trust
Virginia Beach, Virginia

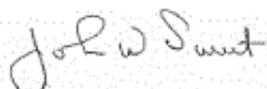
Dear Wheeler Board Members,

I hereby tender my resignation as Chairman of the Board and as a Board member of Wheeler REIT, effective immediately. I want to thank all of you for hard work, support, and friendship over the past three years.

I have an opportunity that will require my full attention going forward. With the current Board membership in place, I am confident that our current and long-term plans for Wheeler can be realized without any interruptions due to my departure.

I extend to the management, employees, and Board members of Wheeler REIT my very best wishes.

Sincerely,


John W. Sweet, Jr.



FOR IMMEDIATE RELEASE

John Sweet Resigns as Chairman of Wheeler Real Estate Investment Trust, Inc.

Virginia Beach, VA – May 20, 2019 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“Wheeler” or the “Company”), a fully-integrated, self-managed commercial real estate investment company focused on owning and operating income-producing retail properties with a primary focus on grocery-anchored centers, announced today that effective immediately, John Sweet has decided to resign as Chairman of the Wheeler Board to pursue other endeavors. Mr. Sweet has served on the Wheeler Board of Directors since 2016.

Commenting on his departure, John Sweet stated, “I have an opportunity which will require my full attention going forward. With the current board in place, I am confident that our current and long-term plans for the Company can be realized without any interruptions due to my departure. I extend to management, employees and Board members of Wheeler REIT my very best wishes.”

Dave Kelly, Chief Executive Officer stated, “We want to thank John for his many contributions over the last few years. His real estate expertise and financial acumen have been invaluable as we continue our transformation efforts. We wish him much success in his new endeavor.”

The Board of Directors is currently discussing steps to replace Mr. Sweet. Once a candidate has been named, the Company will make a public announcement.

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 owning and operating 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. For additional information about the Company, please visit: www.whlr.us.

FORWARD-LOOKING STATEMENTS

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: 1) its transformation efforts and long-term plans; and 2) replacement plans for Mr.

Sweet 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.

CONTACT:

Mary Jensen
Investor Relations
(757) 627-9088
mjensen@whlr.us



Andrew Jones Becomes Chairman of Wheeler Real Estate Investment Trust, Inc.

Virginia Beach, VA – May 23, 2019 – Wheeler Real Estate Investment Trust, Inc. (NASDAQ:WHLR) (“Wheeler” or the “Company”), a fully-integrated, self-managed commercial real estate investment company focused on owning and operating income-producing retail properties with a primary focus on grocery-anchored centers, announced today that effective immediately, Andrew (Andy) Jones will replace John Sweet as Chairman of the Wheeler Board.

Andy has been a shareholder since 2015, has served on the Wheeler Board as an independent director since April 2018 and is the managing member of NS Advisors, an investment advisor located in Westport, Connecticut that currently owns 5.7 percent of the Company’s common stock (WHLR).

Commenting on his new role as Chairman, Mr. Jones stated, “During this transformational time it was important to retain continuity across the Board. As a major shareholder, I feel I am well-aligned with our WHLR shareholders and look forward to creating value in my new capacity as Chairman of the Board.”

Dave Kelly, Chief Executive Officer stated, “We are pleased with Andy’s appointment to Chairman of the Board. As an existing Board member and a major shareholder, he has first-hand knowledge of the challenges we are undertaking and a vested interest in seeing the Company succeed. I look forward to working with Andy in his new role.”

Additional information on the Company’s Board of Directors and their respective bios can be found on the Company website at www.wHLR.us.

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 owning and operating 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. For additional information about the Company, please visit: www.wHLR.us.

FORWARD-LOOKING STATEMENTS

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 its transformation efforts and ability to create value for investors 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.

CONTACT:

Mary Jensen
Investor Relations
(757) 627-9088
mjensen@whlr.us