
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): January 29, 2020

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 8.01 OTHER EVENTS.

On January 29, 2020, Wheeler Real Estate Investment Trust, Inc. (the "Company") issued a press release announcing the sale of St. Matthews and refinancing of Shoppes at Myrtle Park together with the January principal payment reduced the KeyBank line of credit balance below Ten Million Dollars (\$10,000,000), which meets the January 31, 2020 deadline and complies with the Second Amendment to the Amended and Restated Credit Agreement as agreed upon with the lender on January 24, 2020. 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.

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](#) [St. Matthews Sale and Myrtle Park Refinance Press Release dated January 29, 2020.](#)

EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibit</u>
<u>99.1</u>	<u>St. Matthews Sale and Myrtle Park Refinance Press Release dated January 29, 2020.</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: January 29, 2020



FOR IMMEDIATE RELEASE

WHLR Real Estate Investment Trust Further Reduces Debt

Virginia Beach, VA - January 29, 2020 - 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, today announced that it has reduced the balance on the Company's KeyBank line of credit below \$10 million.

"This is another deliberate step in reducing the carrying balance on our KeyBank line of credit, which has been reduced from \$68 million since we began our strategic transformation in January 2018," stated David Kelly, President and CEO, "This refinancing demonstrates our commitment to reducing our overall debt and the strong relationship we have with KeyBank to help us reach our stated goals of creating a solid, flexible balance sheet."

The Company obtained a 5-year fixed rate term loan with Citibank® for \$6 million at an interest rate of 4.45%, which is approximately 84 basis points below the current interest rate on the Company's KeyBank line of credit as of December 31, 2019. The new loan is secured by the Shoppes at Myrtle Park, a 56,601 square-foot shopping center located in South Carolina, which was previously encumbered on the Company's KeyBank line of credit.

In addition, the Company sold St. Matthews, a 29,015 square-foot shopping center in South Carolina for approximately \$1.78 million. The proceeds of the sale have been used to pay down the KeyBank line of credit.

These transactions, along with the Company's January principal payment, have reduced the KeyBank line of credit balance below \$10 million, which meets the January 31, 2020 deadline and complies with the second amendment agreed upon with the lender on January 24, 2020.

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 ability to further reduce the outstanding balance on the KeyBank line of credit, and creating a solid, flexible balance sheet 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:

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