

**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 2, 2023**

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation or organization)	001-35713 (Commission File Number)	45-2681082 (IRS Employer Identification No.)
2529 Virginia Beach Blvd. Virginia Beach, VA (Address of principal executive offices)		23452 (Zip code)

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
7.00% Subordinated Convertible Notes due 2031	WHLRL	Nasdaq Capital Market

Item 7.01 Regulation FD Disclosure

On August 2, 2023, Wheeler Real Estate Investment Trust, Inc. (the “Company”) and its subsidiary company, Cedar Realty Trust, Inc. (“Cedar”), jointly announced that on August 1, 2023 the United States District Court for the District of Maryland dismissed without leave to amend a putative class action complaint filed against the Company and Cedar by purported holders of Cedar’s preferred stock.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K under this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated August 2, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



CEDAR REALTY TRUST AND WHEELER REAL ESTATE INVESTMENT TRUST ANNOUNCE DISMISSAL OF LAWSUIT

Virginia Beach, Virginia, August 2, 2023 – Cedar Realty Trust, Inc. (“Cedar”) (NYSE: CDRpB and CDRpC) and its parent company, Wheeler Real Estate Investment Trust, Inc. (“Wheeler”) (Nasdaq: WHLR), jointly announced that on August 1, 2023 the United States District Court for the District of Maryland dismissed without leave to amend a putative class action complaint, entitled *Kim, et al., v. Cedar Realty Trust, Inc., et al.*, filed by purported holders of Cedar’s preferred stock against Cedar, Wheeler and Cedar’s former board of directors prior to Cedar’s acquisition by Wheeler. Wheeler acquired all of Cedar’s outstanding common stock in August 2022. The complaint contained allegations against Cedar and its former board of directors for breach of contract related to the terms of the contract governing Cedar’s preferred stock, breach of fiduciary duty against Cedar’s former directors, and tort claims against Wheeler.

“We are pleased the court recognized that Cedar’s merger with Wheeler did not impinge on any rights of Cedar’s preferred stockholders,” said M. Andrew Franklin, chief executive officer of both Cedar and Wheeler.

The plaintiffs have 30 days from the date of the order to file a notice of appeal to the United States Court of Appeals for the Fourth Circuit.

About Cedar Realty Trust, Inc.

Cedar Realty Trust, Inc., a wholly owned subsidiary of Wheeler Real Estate Investment Trust, Inc., is a real estate investment trust (REIT) that owns and operates income producing retail properties with a primary focus on grocery-anchored shopping centers in the Northeast. The Company’s portfolio comprises 19 properties, with approximately 2.8 million square feet of gross leasable area.

About Wheeler Real Estate Investment Trust, Inc.

Headquartered in Virginia Beach, Virginia, Wheeler Real Estate Investment Trust, Inc. is a fully integrated, self-managed commercial real estate investment trust (REIT) focused on owning and operating income-producing retail properties with a primary focus on grocery-anchored centers.

For more information on Cedar and Wheeler, please visit www.whlr.us.

Contact Information:
Investor Relations
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