

**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): **September 5, 2023**

**WHEELER REAL ESTATE INVESTMENT TRUST, INC.**  
(Exact name of registrant as specified in its charter)

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

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 31, 2023, the Board of Directors (the “Board”) of Wheeler Real Estate Investment Trust, Inc. (the “Company”) voted to elect Dennis Pollack as a director of the Company and to appoint him to the Audit Committee of the Board (the “Audit Committee”), in each case effective as of September 5, 2023. Mr. Pollack served as the President and Chief Executive Officer of Prudential Bancorp, Inc. (NASDAQ: PBIP) from May 2016 to November 2022. In addition, Mr. Pollack has held numerous executive positions, including President of the Medical Division at Sony Corporation of America, President and CEO of the Connecticut Bank of Commerce, President and CEO of the Savings Bank of Rockland County, Chief Operating Officer at Paulson & Company, and President and CEO of Pegasus Funding Group. Mr. Pollack has also authored numerous articles on the state of banking which appeared in *Bottomline Magazine* and *The Bankers Magazine*. Mr. Pollack holds a B.S. in Economics from Seton Hall University, an M.B.A. from Columbia Business School, and a post-M.B.A. Diploma in Bank Lending from New York University.

The Board has determined that Mr. Pollack qualifies as an independent director and meets the requirements for audit committee service for purposes of the rules of the Nasdaq Stock Market as well as applicable rules adopted by the U.S. Securities and Exchange Commission (the “SEC”).

Mr. Pollack will receive compensation based on the same policies as the Company’s other non-employee directors, which are described in the Company’s definitive proxy statement filed with the SEC on April 6, 2023. Mr. Pollack has no direct or indirect material interest in any transaction with the Company that is reportable under Item 404(a) of Regulation S-K, nor have any such transactions been proposed.

**Item 7.01 Regulation FD Disclosure.**

On September 5, 2023, the Company issued a press release announcing the election of Mr. Pollack to the Board and his appointment to the Audit Committee. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

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.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated September 5, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

By:           /s/ M. Andrew Franklin            
Name: M. Andrew Franklin  
Title: Chief Executive Officer and President

Dated: September 5, 2023



**WHEELER ANNOUNCES DENNIS POLLACK'S ELECTION TO THE BOARD OF DIRECTORS AND APPOINTMENT TO THE AUDIT COMMITTEE**

**VIRGINIA BEACH, VA / ACCESSWIRE / September 5, 2023** / Wheeler Real Estate Investment Trust, Inc. (NASDAQ: **WHLR**) ("Wheeler" or the "Company"), today announced the election of Dennis Pollack to the Company's Board of Directors (the "Board"), and his appointment to the Audit Committee of the Board (the "Audit Committee"). Mr. Pollack's election to the Board and appointment to the Audit Committee are effective as of September 5, 2023.

Stefani D. Carter, Chair of the Company's Board, said: *"We are thrilled to welcome Dennis to our team. With over 35 years of proven operational and financial experience, Dennis will be a valuable addition to Wheeler, and we look forward to his contributions to our Board and Audit Committee."*

Kerry G. Campbell, Chair of the Audit Committee, said: *"I very much look forward to having Dennis join Sav Flemma and myself on the Audit Committee – his extensive financial expertise and experience are very impressive."*

Mr. Pollack served as the President and Chief Executive Officer of Prudential Bancorp, Inc. (NASDAQ: PBIP) from May 2016 to November 2022. In addition, Mr. Pollack has held numerous executive positions, including President of the Medical Division at Sony Corporation of America, President and CEO of the Connecticut Bank of Commerce, President and CEO of the Savings Bank of Rockland County, Chief Operating Officer at Paulson & Company, and President and CEO of Pegasus Funding Group. Mr. Pollack has also authored numerous articles on the state of banking which appeared in *Bottomline Magazine* and *The Bankers Magazine*. Mr. Pollack holds a B.S. in Economics from Seton Hall University, an M.B.A. from Columbia Business School, and a post-M.B.A. Diploma in Bank Lending from New York University.

*"I am delighted to join Wheeler and look forward to working closely with my fellow Board members and management as we continue to drive value at the Company,"* said Dennis Pollack.

**Contact**

Investor Relations: (757) 627-9088

Email: [investorrelations@whlr.us](mailto:investorrelations@whlr.us)

**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 the Company, please visit [www.whlr.us](http://www.whlr.us).