

**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 6, 2024**

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

|   |   |   |
|---|---|---|
| <b>Maryland</b><br>(State or other jurisdiction<br>of incorporation or organization)                | <b>001-35713</b><br>(Commission<br>File Number) | <b>45-2681082</b><br>(IRS Employer<br>Identification No.) |
| <b>2529 Virginia Beach Blvd.<br/>Virginia Beach, VA</b><br>(Address of principal executive offices) |   | <b>23452</b><br>(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 5.07. Submission of Matters to a Vote of Security Holders**

The 2024 Annual Meeting of Stockholders (the “Annual Meeting”) of Wheeler Real Estate Investment Trust, Inc. (the “Company”) was held on May 6, 2024. The voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting are set forth below:

**Proposal 1: Election of Directors**

Each nominee for director was elected, and the voting results were as follows:

| <b>Nominee</b>     | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|------------------|-----------------------|-------------------------|
| E.J. Borrack       | 35,392,489       | 4,135,481             | 3,808,979               |
| Robert G. Brady    | 35,411,014       | 4,116,956             | 3,808,979               |
| Kerry G. Campbell  | 35,395,059       | 4,132,911             | 3,808,979               |
| Stefani D. Carter  | 35,395,123       | 4,132,847             | 3,808,979               |
| Megan Parisi       | 35,394,354       | 4,133,616             | 3,808,979               |
| Dennis Pollack     | 35,411,525       | 4,116,445             | 3,808,979               |
| Joseph D. Stilwell | 35,403,969       | 4,124,001             | 3,808,979               |

**Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm**

The Company’s stockholders approved the ratification of the appointment of Cherry Bekaert LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024, and the voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 41,363,148       | 1,523,519            | 450,282            |

**Proposal 3: Advisory Vote to Approve Executive Compensation**

The Company’s stockholders approved, on an advisory basis, the Company’s named executive officer compensation for fiscal year 2023 (“Say-on-Pay”), and the voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 35,149,379       | 4,240,824            | 137,767            | 3,808,979               |

**Proposal 4: Advisory Vote to Recommend the Frequency of Say-on-Pay Votes**

The Company’s stockholders recommended, on an advisory basis, every three years for the frequency of future Say-on-Pay votes, and the voting results were as follows:

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 3,975,385       | 119,096          | 34,799,474         | 634,015            | 3,808,979               |

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**Proposal 5: Authorize the Board of Directors to Effect a Reverse Stock Split of the Company's Common Stock from May 7, 2024 through May 31, 2024**

The Company's stockholders authorized the Board of Directors to effect, in its sole discretion, a reverse stock split of the Company's outstanding Common Stock at an exchange ratio between one-for-two and one-for-24, and at any time from May 7, 2024 through May 31, 2024, pursuant to an amendment to the Company's charter, and the voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 37,100,264       | 5,969,100            | 267,585            |

**Proposal 6: Authorize the Board of Directors to Effect a Reverse Stock Split of the Company's Common Stock from June 1, 2024 through July 31, 2024**

The Company's stockholders authorized the Board of Directors to effect, in its sole discretion, a reverse stock split of the Company's outstanding Common Stock at an exchange ratio between one-for-two and one-for-100, and at any time from June 1, 2024 through July 31, 2024, pursuant to an amendment to the Company's charter, and the voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 38,690,235       | 4,595,904            | 50,810             |

**Proposal 7: Authorize the Board of Directors to Effect a Reverse Stock Split of the Company's Common Stock from August 1, 2024 through September 30, 2024**

The Company's stockholders authorized the Board of Directors to effect, in its sole discretion, a reverse stock split of the Company's outstanding Common Stock at an exchange ratio between one-for-two and one-for-100, and at any time from August 1, 2024 through September 30, 2024, pursuant to an amendment to the Company's charter, and the voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 38,691,614       | 4,594,541            | 50,794             |

**Proposal 8: Authorize the Board of Directors to Effect a Reverse Stock Split of the Company's Common Stock from October 1, 2024 through November 30, 2024**

The Company's stockholders authorized the Board of Directors to effect, in its sole discretion, a reverse stock split of the Company's outstanding Common Stock at an exchange ratio between one-for-two and one-for-100, and at any time from October 1, 2024 through November 30, 2024, pursuant to an amendment to the Company's charter, and the voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 38,701,046       | 4,586,067            | 49,836             |

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**Proposal 9: Authorize the Board of Directors to Effect a Reverse Stock Split of the Company's Common Stock from December 1, 2024 through January 31, 2025**

The Company's stockholders authorized the Board of Directors to effect, in its sole discretion, a reverse stock split of the Company's outstanding Common Stock at an exchange ratio between one-for-two and one-for-100, and at any time from December 1, 2024 through January 31, 2025, pursuant to an amendment to the Company's charter, and the voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 38,702,335       | 4,584,873            | 49,741             |

**Proposal 10: Authorize the Board of Directors to Effect a Reverse Stock Split of the Company's Common Stock from February 1, 2025 through March 31, 2025**

The Company's stockholders authorized the Board of Directors to effect, in its sole discretion, a reverse stock split of the Company's outstanding Common Stock at an exchange ratio between one-for-two and one-for-100, and at any time from February 1, 2025 through March 31, 2025, pursuant to an amendment to the Company's charter, and the voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 38,780,530       | 4,505,899            | 50,520             |

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**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: May 7, 2024