

**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, 2024**

**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 7.01 Regulation FD Disclosure

On September 5, 2024, Wheeler Real Estate Investment Trust, Inc. (the “Company”) and its subsidiary company, Cedar Realty Trust, Inc. (“Cedar”), jointly announced that, on September 4, 2024, the United States Court of Appeals for the Fourth Circuit affirmed the 2023 Order of the United States District Court for the District of Maryland dismissing 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	<a href="#">Press Release, Dated September 5, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: September 5, 2024



## **CEDAR REALTY TRUST AND WHEELER REAL ESTATE INVESTMENT TRUST ANNOUNCE FOURTH CIRCUIT COURT AFFIRMS DISMISSAL OF CLASS ACTION LAWSUIT**

**VIRGINIA BEACH, VA / ACCESSWIRE / September 5, 2024** / Cedar Realty Trust, Inc. (NYSE: CDRpB) (NYSE: CDRpC) (“Cedar”) and Wheeler Real Estate Investment Trust, Inc. (Nasdaq: WHLR) (“Wheeler”) jointly announced that, on September 4, 2024, the United States Court of Appeals for the Fourth Circuit affirmed the 2023 Order of the United States District Court for the District of Maryland dismissing 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. In affirming the trial court’s decision, the appellate court (in a published opinion) stated that “courts are not time machines for disgruntled buyers. We resolve legal claims. And [p]laintiffs do not adequately allege that [d]efendants violated any legal right or duty – they only allege that they regret the terms they bargained for.”

Wheeler acquired all of Cedar’s outstanding common stock in August 2022. The complaint contained allegations against Cedar and its former 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 that the Fourth Circuit upheld the District Court’s decision, which represents a very positive outcome for both Wheeler and Cedar. With this matter behind us, both companies remain well-positioned to execute on their strategic plans,” said M. Andrew Franklin, chief executive officer of both Cedar and Wheeler.

### **About Cedar Realty Trust, Inc.**

Cedar Realty Trust, Inc., a wholly-owned subsidiary of Wheeler Real Estate Investment Trust, Inc., is a Maryland corporation (taxed as a real estate investment trust (“REIT”)) that focuses on owning and operating income producing retail properties with a primary focus on grocery-anchored shopping centers in the Northeast. Cedar’s portfolio comprises 18 properties, with approximately 2.7 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 Maryland corporation (taxed as a REIT) that is focused on owning and operating income-producing retail properties with a primary focus on grocery-anchored centers.

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For more information on Cedar and Wheeler, please visit [www.whlr.us](http://www.whlr.us).

Contact Information:  
Investor Relations  
(757) 627-9088