

**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): **March 24, 2026**

**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 8.01 Other Events

As previously disclosed, on February 19, 2026, common stock purchase warrants previously issued by Wheeler Real Estate Investment Trust, Inc. (the “Company”) to certain affiliates of Magnetar Financial LLC (together, the “Investors”) were amended and restated (as so amended, the “A&R Warrants”).

The A&R Warrants are exercisable, in whole or in part (and at any time), for an aggregate number of shares of the Company’s common stock, \$0.01 par value per share (the “Common Stock”) representing 12% of the Common Stock outstanding on the date of any exercise (less the aggregate number of shares of Common Stock previously issued as a result of any partial exercise) at an exercise price of \$0.01 per share.

The A&R Warrants expire on March 27, 2026.

The A&R Warrants were exercised in whole on March 24, 2026. Accordingly, the Company issued the Investors the number of shares of Common Stock opposite their names in the table below:

<b>Investor</b>	<b>Percentage</b>	<b>Numbers of Shares of Common Stock Issued</b>
Magnetar Structured Credit Fund LP	3.356 %	48,124
Magnetar Longhorn Fund LP	0.523 %	7,499
Magnetar Lake Credit Fund LLC	3.610 %	51,766
Purpose Alternative Credit Fund - F LLC	3.382 %	48,497
Purpose Alternative Credit Fund - T LLC	1.129 %	16,189
<b>Total</b>	<b>12.000 %</b>	<b>172,075</b>

The shares of Common Stock issued to the Investors are registered shares pursuant to the Company’s registration statement on Form S-11 (File No. 333-294263), which was declared effective on March 20, 2026.

As a result of these exercises, there are no outstanding warrants in the Company’s capital table.

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