

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
September 14, 2016

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 AND EXCHANGE ACT OF 1934  
Date of report (date of earliest event reported): September 13, 2016

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

Maryland                            001-35713    45-2681082  
(State or Other Jurisdiction    (Commission    (IRS Employer  
of Incorporation)                File Number)    Identification No.)  
2529 Virginia Beach Blvd., Suite 200  
Virginia Beach, VA 23452  
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))

ITEM 8.01 OTHER EVENTS.

On September 13, 2016, the Registrant issued a press release announcing the commencement of a public offering of its Series D Cumulative Convertible Preferred Stock ("Series D Preferred Stock"). The Registrant expects to grant the underwriters a 30-day option to purchase additional shares to cover overallocments and expects trading of the Series D Preferred Stock to commence on the Nasdaq Capital Market on September 16, 2016 under the symbol "WHLRD." A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statement of businesses acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Shell company transactions.

Not Applicable.

(d) Exhibits.

Press release,  
dated  
September 13,  
2016, regarding  
the  
99.1 commencement  
of a public  
offering of the  
Registrant's  
Series D  
Preferred Stock.

---

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

WHEELER REAL ESTATE  
INVESTMENT TRUST, INC.

By: /s/ Jon S. Wheeler  
Jon S. Wheeler  
Chairman and Chief Executive Officer

Dated: September 14, 2016

---

EXHIBIT INDEX

Number	Description of Exhibit
99.1	Press release, dated September 13, 2016, regarding the commencement of a public offering of the Registrant's Series D Preferred Stock.