

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
July 07, 2014

**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): July 3, 2014**

**WHEELER REAL ESTATE INVESTMENT TRUST, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-35713**  
**(Commission**  
  
**File Number)**  
**2529 Virginia Beach Blvd., Suite 200**

**45-2681082**  
**(IRS Employer**  
  
**Identification No.)**

**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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

The information set forth in Item 3.02 relating to that certain Contribution and Subscription Agreement by and among Wheeler Real Estate Investment Trust, L. P., a Virginia limited partnership of which the Registrant is the sole general partner ( Wheeler REIT ), and 42 investors (each, a Contributor, and collectively, the Contributors ), is incorporated herein by reference. In addition, the Contribution and Subscription Agreement is attached as an exhibit to this Form 8-K and is incorporated herein by reference. Jon Wheeler, the Registrant's Chairman and Chief Executive Officer, is one Contributor and the managing member of two Contributors and Ann L. McKinney, Director, is another Contributor. No other director, officer or affiliate of the Registrant is affiliated with the remaining Contributors.

**ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.**

On July 3, 2014, pursuant to the terms of the Contribution and Subscription Agreement, Wheeler REIT exchanged an aggregate of 157,429 of its common units (the Common Units ) worth \$744,639.17 for certain Contributors membership interests in PCSC Associates, LLC, a Virginia limited liability company ( PCSC ). The Common Units issued to the Contributors represents, in the aggregate, 8.03% of the Common Units in Wheeler REIT. The Common Units are redeemable for cash equal to the then-current market value of one share of the Registrant's common stock or, at the Registrant's option, one share of the Registrant's common stock, commencing 12 months following the completion of this exchange. Wheeler REIT did not receive any proceeds from the exchange. Wheeler REIT only received membership interests in PCSC. The issuance of the Common Units was exempt from registration pursuant to the exemption provided by Rule 506 of Regulation D under the Securities Act of 1933, as amended.

**ITEM 8.01 OTHER EVENTS.**

On July 3, 2014, Wheeler REIT acquired real property known as Port Crossing Shopping Center (the Property ) located in Harrisonburg, Virginia for the sales price of Nine Million Three Hundred Eleven Thousand Four Hundred and 00/100 Dollars (\$9,311,400.00). The Property was acquired by obtaining the membership interests in the Property owner, PSCS, using a combination of cash and the exchange of its Common Units (as described in Item 3.02).

Jon Wheeler, the Registrant's Chairman and Chief Executive Officer, is the managing member of PCSC.

**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.

10.1 Contribution and Subscription Agreement.

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: July 7, 2014

**EXHIBIT INDEX**

<b>Number</b>	<b>Description of Exhibit</b>
10.1	Contribution and Subscription Agreement.