

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
October 07, 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): October 7, 2016**

**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.)**

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**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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On October 5, 2016, the Registrant's Board of Directors ( Board ) appointed John Sweet to the Board to fill the vacancy on the Board created by the Board increasing its size from eight to nine members. The Board determined Mr. Sweet to be independent under the rules of the Nasdaq Capital Market.

Mr. Sweet is the co-founder and Chief Investment Officer at Physicians Realty Trust (NYSE:DOC), a self-managed healthcare real estate investment trust. Mr. Sweet, 71, will stand for re-election at the Registrant's 2017 annual meeting of shareholders. Mr. Sweet will serve on the Registrant's Finance and Investment Committees.

In accordance with the Registrant's non-employee director compensation policy, Mr. Sweet will be entitled to receive \$25,000 per annum for serving as a director and is eligible to receive the Registrant's common stock, incentive stock options, nonqualified stock options, restricted stock awards or restricted stock units pursuant to the Registrant's 2015 Long-Term Incentive Plan and 2016 Long-Term Incentive Plan. Mr. Sweet may also be reimbursed for his travel expenses incurred in connection with his attendance at full Board and Committee meetings.

There are no arrangements or understandings between Mr. Sweet and any other person pursuant to which Mr. Sweet was appointed to serve as a director of the Registrant. Mr. Sweet does not have a direct or indirect interest in any transaction that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934.

**ITEM 8.01 OTHER EVENTS.**

On October 6, 2016, the Registrant issued a press release announcing the appointment of Mr. Sweet as a director to the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**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.

99.1 Press release dated October 6, 2016, announcing the appointment of Mr. Sweet as a director to the Board.

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: October 7, 2016

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description of Exhibit</b>  |
|---------------|--|
| 99.1          | Press release dated October 6, 2016, announcing the appointment of Mr. Sweet as a director to the Board. |