

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K/A  
March 06, 2013

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K/A

### 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): December 21, 2012

# 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

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**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))

**Explanatory Note.**

On December 28, 2012, the Registrant filed a Form 8-K (the "Original 8-K") to report the completion of the acquisition of Surrey Plaza on December 21, 2012. This amendment is being filed for the sole purpose of filing the financial statements and pro forma financial information required by Item 9.01 of Form 8-K, and should be read in conjunction with the Original 8-K.

**Item 9.01 Financial Statements and Exhibits**

(a) Financial Statements of Businesses Acquired. \*  
Report of Independent Auditor.

Statements of Revenues and Certain Operating Expenses for the nine months ended September 30, 2012 (unaudited) and years ended December 31, 2011 and 2010.

Notes to Statements of Revenues and Certain Operating Expenses for the nine months ended September 30, 2012 (unaudited) and years ended December 31, 2011 and 2010.

(b) Pro Forma Financial Information. \*\*  
Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2012.

Unaudited Pro Forma Condensed Consolidated Statement of Income for the nine months ended September 30, 2012.

Unaudited Pro Forma Condensed Consolidated Statement of Income for the year ended December 31, 2011.

Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

(c) Exhibits. \*\*\*  
Consent of Cherry Bekaert LLP.

\* Filed as Exhibit 99.1 and incorporated herein by reference.

\*\* Filed as Exhibit 99.2 and incorporated herein by reference.

\*\*\* Filed as Exhibit 23.1 and incorporated herein by reference.

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Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this amended 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: March 6, 2013