

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
May 21, 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): May 15, 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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On May 15, 2014, Wheeler Real Estate Investment Trust, Inc. ( Wheeler or the Company ), issued a press release announcing its financial results for the quarter ended March 31, 2014. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference. A copy of the Company s Supplemental Operating and Financial Data for the three months ended March 31, 2014 is attached as Exhibit 99.2 to this current report on Form 8-K and is incorporated herein by reference.

**ITEM 8.01 OTHER EVENTS.**

On May 16, 2014, Wheeler issued a press release announcing the payment of a monthly cash dividend of \$0.035 per share of common stock to record holders on May 31, 2014. Wheeler expects to pay the dividend on or about June 30, 2014.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(a) Financial statements 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 May 15, 2014, regarding financial results for the quarter ended March 31, 2014.**

**99.2 Supplemental Operating and Financial Data for the three months ended March 31, 2014.**

**99.3 Press release, dated May 16, 2014, relating to Wheeler s dividend payment.**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Company 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: May 21, 2014

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description of Exhibit</b>                                                                                |
|---------------|--------------------------------------------------------------------------------------------------------------|
| 99.1          | Press Release dated May 15, 2014 regarding financial results from the quarter and year ended March 31, 2014. |
| 99.2          | Supplemental Operating and Financial Data for the three months ended March 31, 2014.                         |
| 99.3          | Press release, dated May 16, 2014, relating to Wheeler's dividend payment.                                   |