

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K/A  
April 19, 2016

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): April 12, 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 April 12, 2016, Wheeler Real Estate Investment Trust, Inc. filed a Form 8-K (the "Original 8-K") to report the acquisitions of 14 retail shopping centers located in South Carolina and Georgia known as the AC Portfolio. This amendment is being filed for the sole purpose of filing the financial statements and pro forma financial information required by 9.01 on Form 8-K, and should be read in conjunction with the Original 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statement of businesses acquired. \*  
Report of Independent Auditor.

Combined Statement of Revenues and Certain Operating Expenses for the Year Ended December 31, 2015.

Notes to Combined Statement of Revenues and Certain Operating Expenses for the Year Ended December 31, 2015.

(b) Pro forma financial information. \*\*

Unaudited Pro Forma Condensed Combined and Consolidated Balance Sheet as of December 31, 2015.

Unaudited Pro Forma Condensed Combined and Consolidated Statement of Operations for the Year Ended December 31, 2015.

Notes to Unaudited Pro Forma Combined and Condensed Consolidated Financial Statements.

(c) Shell company transactions.  
Not Applicable.

(d) Exhibits. \*\*\*

23.1 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.

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: April 19, 2016

---

EXHIBIT INDEX

Number Description of Exhibit

- |      |  |
|------|--|
| 23.1 | Consent of Cherry Bekaert LLP.   |
| 99.1 | Combined Financial Statement of the AC Portfolio.                              |
| 99.2 | Combined and Consolidated Pro Forma Financial Information of the AC Portfolio. |