

Edgar Filing: Wheeler Real Estate Investment Trust, Inc. - Form 8-K

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
February 13, 2015

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): February 9, 2015

WHEELER REAL ESTATE INVESTMENT TRUST, INC.  
(Exact name of registrant as specified in its charter)

Maryland (State or Other Jurisdiction of Incorporation) 2529 Virginia Beach Blvd., Suite 200 Virginia Beach, VA 23452 Registrant's telephone number, including area code: (757) 627-9088	001-35713 (Commission File Number)	45-2681082 (IRS Employer Identification No.)
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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))
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ITEM 8.01 OTHER EVENTS.

On February 9, 2015, the Registrant, through WHLR-Butler Square, LLC, a Delaware limited liability company (“WHLR-Butler Square”) and a wholly-owned subsidiary of Wheeler REIT, L.P., a Virginia limited partnership of which the Registrant is the sole general partner, entered into a Sale Agreement (the “Sale Agreement”) as buyer, with Butler Improvements, LLC, a Delaware limited liability company, as seller (the “Seller”), for the purchase of a retail shopping center located in Mauldin, South Carolina, commonly known as Butler Square, for the sales price of Nine Million Four Hundred Thousand and 00/100 Dollars (\$9,400,000).

No director, officer or affiliate of the Registrant is affiliated with the Seller.

On February 13, 2015, the Registrant issued a press release announcing the contract to acquire Butler Square.

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 Sale Agreement, dated February 9, 2015, by and between WHLR-Butler Square and the Seller.

99.2 Press release, dated February 13, 2015, relating to WHLR-Butler Square's entry into the contract to acquire Butler Square.

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: February 13, 2015

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EXHIBIT INDEX

Number	Description of Exhibit
99.1	Sale Agreement, dated February 9, 2015, by and between WHLR-Butler Square and the Seller.
99.2	Press release, dated February 13, 2015, relating to WHLR-Butler Square's entry into the contract to acquire Butler Square.