

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
August 30, 2013

**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): August 29, 2013**

**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 8.01 OTHER EVENTS.**

On April 30, 2013, the Registrant filed a form 8-K (the Original 8-K ) to report that WHLR-Forrest Gallery, LLC, a Delaware limited liability company ( Forrest ) 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 an Assignment of Purchase and Sale Agreement (the Assignment ) with Wheeler Interests, LLC, a Virginia limited liability company ( Wheeler Interests ). Pursuant to the Assignment, for nominal consideration, Forrest succeeded to the rights of Wheeler Interests under that certain Purchase and Sale Agreement (the Purchase Agreement ), dated April 23, 2013, between Forrest Gallery, LLC, a Kentucky limited liability company ( FGLLC ), and Wheeler Interests to acquire the Forrest Gallery Shopping Center with an address of 1905 North Jackson Street, Tullahoma, Tennessee 37388 (the Property ). The purchase price for the transaction was \$11,500,000 in cash.

As of August 29, 2013, Forrest closed the transaction and acquired the Property for approximately \$11,500,000 in cash.

Jon Wheeler, the Registrant s Chairman and Chief Executive Officer, controls Wheeler Interests and is the managing member of Forrest. No director, officer or affiliate of the Registrant is affiliated with FGLLC.

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: August 30, 2013