

Wheeler Real Estate Investment Trust, Inc.  
Form S-8 POS  
April 07, 2017

**As Filed With the Securities and Exchange Commission on April 7, 2017**

**Registration No. 333-205845**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**(POST-EFFECTIVE AMENDMENT NO. 1)**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**WHEELER REAL ESTATE INVESTMENT TRUST, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other Jurisdiction of**  
**Incorporation or Organization)**

**Riversedge North**  
**2529 Virginia Beach Blvd., Suite**  
**200**

**45-2681082**  
**(I.R.S. Employer**  
**Identification Number)**

**Virginia Beach, Virginia 23452**  
**(Address, including zip code, of Principal Executive Offices)**

**Wheeler Real Estate Investment Trust, Inc.**

**2015 Long-Term Incentive Plan**

**(Full title of the plan)**

**Jon S. Wheeler**

**Chairman and Chief Executive Officer**

**Wheeler Real Estate Investment Trust, Inc.**

**Riversedge North**

**2529 Virginia Beach Blvd., Suite 200**

**Virginia Beach, Virginia 23452**

**(Name and address of agent for service)**

**(757) 627-9088**

**(Telephone number, including area code, of agent for service)**

*With a Copy to:*

**Bradley A. Haneberg, Esq.**

**Matthew B. Chmiel, Esq.**

**Haneberg Hurlbert PLC**

**1111 East Main St., Suite 2010**

**Richmond, Virginia 23219**

**(804) 814-2209 telephone**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

### EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 (the Post-Effective Amendment No. 1 ) relates to the Registration Statement on Form S-8 (No. 333-205845) filed with the Securities and Exchange Commission (the SEC ) by Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the Company ), on July 24, 2015 (the 2015 Registration Statement ), and is being filed to adjust the number of securities covered by the 2015 Registration Statement pursuant to Rule 416(b) of the Securities Act of 1933, as amended (the Securities Act ), and related interpretations of the staff of the SEC.

The 2015 Registration Statement registered 1,000,000 shares of common stock, par value \$0.01 per share (the Common Stock ) of the Company that may be issued to the Company s employees, executive officers, non-employee directors, or consultants. On March 31, 2017, the Company completed a one-for-eight reverse stock split of its Common Stock (the Reverse Stock Split ). Accordingly, the purpose of this Post-Effective Amendment No. 1 is to proportionately reduce the number of shares of Common Stock covered by the 2015 Registration Statement. As a result, as of March 31, 2017, on a post-reverse split basis, the 2015 Registration Statement now covers a maximum of 125,000 shares of Common Stock that may be issued to the Company s employees, executive officers, non-employee directors, or consultants.

Except to the extent specified above, the 2015 Registration Statement, as originally filed, is not amended or otherwise affected by this Post-Effective Amendment No. 1.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents filed by us with the SEC are incorporated by reference into this prospectus. You should carefully read and consider all of these documents before making an investment decision.

Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed on February 28, 2017;

Current Reports on Form 8-K and/or amended Current Reports on Form 8-K filed on January 5, 2017, January 18, 2017, January 31, 2017, February 10, 2017, February 17, 2017, February 28, 2017, March 17, 2017 and April 3, 2017; and

The description of our Common Stock contained in our Form 8-A, filed on October 23, 2012, as amended on October 24, 2012.

Nothing in this prospectus shall be deemed to incorporate information deemed furnished but not filed with the SEC. Any statement contained in a document that is incorporated by reference will be modified or superseded for all purposes to the extent that a statement contained in this prospectus modifies or is contrary to that previous statement. Any statement so modified or superseded will not be deemed a part of this prospectus except as so modified or superseded.

We will provide to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any or all of the reports or documents that have been incorporated by reference into this prospectus but not delivered with this prospectus. We will provide these reports upon written or oral request at no cost to the requester. Please direct your request, either in writing or by telephone, to Secretary, Wheeler Real Estate Investment Trust, Inc., Riversedge North, 2529 Virginia Beach Boulevard, Virginia Beach, Virginia 23452, telephone number (757) 627-9088. Our SEC filings are also available to the public on our website, [www.WHLR.us](http://www.WHLR.us). The information on our website is not a part of this prospectus and the reference to our website address does not constitute incorporation by reference of any information on our website into this prospectus.

**Item 8. Exhibits**

<b>Exhibit No.</b>	<b>Exhibit Description</b>
4.1	Form of Certificate of Common Stock of Registrant <sup>(1)</sup>
5.1	Opinion of Haneberg Hurlbert PLC
23.1	Consent of Cherry Bekaert LLP
23.2	Consent of Cherry Bekaert LLP
23.3	Consent of Haneberg Hurlbert PLC (contained in its opinion filed as Exhibit 5.1 hereto)
24.1	Power of Attorney (previously filed as Exhibit 24.1 to the Form S-8 Registration No. 333-213102 and incorporated herein by reference)
24.2	Power of Attorney for John Sweet (included on signature page hereto)

(1) Filed as an exhibit to Wheeler Real Estate Investment Trust, Inc.'s Current Report on Form 8-K, filed on April 3, 2017.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Virginia Beach, Virginia on April 7, 2017.

WHEELER REAL ESTATE INVESTMENT  
TRUST, INC.

By: /s/ Jon S. Wheeler  
Jon S. Wheeler

Chairman and Chief Executive  
Officer

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**POWER OF ATTORNEY**

John Sweet a director of Wheeler Real Estate Investment Trust, Inc. does hereby constitute and appoint Jon S. Wheeler and Wilkes J. Graham, jointly and severally, as my true and lawful attorneys-in-fact and agents, to do any and all acts and things in my name and behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments) to this registration statement; and I do hereby ratify and confirm all that said attorney and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/S/ JON S. WHEELER Jon. S. Wheeler	Chairman of the Board of Directors and Chief Executive Officer  (Principal Executive Officer)	April 7, 2017
/S/ WILKES J. GRAHAM Wilkes J. Graham	Chief Financial Officer  (Principal Financial and Accounting Officer)	April 7, 2017
* Stewart J. Brown	Director	April 7, 2017
* David Kelly	Director	April 7, 2017
* William W. King	Director	April 7, 2017
* Kurt R. Harrington	Director	April 7, 2017
* Carl B. McGowan, Jr.	Director	April 7, 2017

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John P. McAuliffe

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Director

April 7, 2017

Jeffrey M. Zwerdling

/S/ JOHN W. SWEET

Director

April 7, 2017

John W. Sweet

\*/S/ JON S. WHEELER

Jon S. Wheeler

Attorney-in-Fact

April 7, 2017

**INDEX TO EXHIBITS**

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