

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

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
December 27, 2016

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of report (date of earliest event reported): December 27, 2016 (December 21, 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 December 21, 2016, Wheeler Real Estate Investment Trust, Inc. (the "Registrant"), through WHLR-Rivergate, LLC, a wholly-owned subsidiary of Wheeler REIT, L.P., a Virginia limited partnership of which the Registrant is the sole general partner, acquired a retail shopping center located in Macon, Georgia, commonly known as Rivergate Shopping Center, for the sales price of Thirty Seven Million Two Hundred Fifty Thousand and 00/100 Dollars (\$37,250,000) from Macon Station, LLC, a Delaware limited liability company (the "Seller").

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

On December 27, 2016, the Registrant filed a press release announcing the acquisition of Rivergate Shopping Center, which is filed as Exhibit 99.1 to this Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statement of businesses acquired.

The Registrant will file requisite financial information for Rivergate no later than 71 calendar days after the initial filing on this Current Report on Form 8-K.

(b) Pro forma financial information.

Not applicable.

(c) Shell company transactions.

Not Applicable.

(d) Exhibits.

99.1 Press release, dated December 27, 2016, announcing the completion of the acquisition of Rivergate.

---

SIGNATURE

Pursuant to the requirements of the Securities 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: December 27, 2016

---

EXHIBIT INDEX

Number Description of Exhibit

99.1 Press release, dated December 27, 2016, announcing the completion of the acquisition of Rivergate.