

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
July 26, 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): July 26, 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  
  
Virginia Beach, VA 23452

45-2681082  
(IRS Employer  
  
Identification No.)

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**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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

The Registrant's preliminary unaudited condensed consolidated balance sheet as of June 30, 2013, available as of July 26, 2013, is attached as an exhibit to this Form 8-K and incorporated herein by reference. The final financial data for the Registrant as of June 30, 2013 will be included in the Registrant's Quarterly Report on Form 10-Q to be filed on or around August 14, 2013.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(a) Financial statements of businesses acquired.  
Not Applicable.

(b) Pro forma financial information.  
Not Applicable.

(c) Shell company transactions.  
Not Applicable.

(d) Exhibits.

99.1 Wheeler Real Estate Trust Investment Inc. and Subsidiaries Preliminary Unaudited Condensed Consolidated Balance Sheet as of June 30, 2013.

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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: July 26, 2013