

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
February 27, 2019

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): February 27, 2019 (February 26, 2019)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ..

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ..

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On February 26, 2019, Wheeler Real Estate Investment Trust, Inc. (the “Company”), issued a press release announcing its financial results for the three months and year ended December 31, 2018. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. A copy of the Company's Supplemental Operating and Financial Data for the three months and year ended December 31, 2018 is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

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.

Press release,  
dated  
February 26,  
2019,  
announcing  
the  
99.1 Company's  
financial  
results for the  
three months  
and year  
ended  
December  
31, 2018.  
Supplemental  
Operating  
and Financial  
Data for the  
99.2 three months  
and year  
ended  
December  
31, 2018.

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EXHIBIT INDEX

| Number      | Description of Exhibit  |
|-------------|---|
|             | <u>Press release, dated</u><br><u>February 26, 2019,</u><br><u>announcing the</u>   |
| <u>99.1</u> | <u>Company's financial</u><br><u>results for the three</u><br><u>months and year ended</u><br><u>December 31, 2018.</u><br><u>Supplemental Operating</u><br><u>and Financial Data for</u> |
| <u>99.2</u> | <u>the three months and</u><br><u>year ended December 31,</u><br><u>2018.</u>   |



SIGNATURE PAGE

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/ David Kelly  
David Kelly  
Chief Executive Officer  
Dated: February 27, 2019