

Wheeler Real Estate Investment Trust, Inc.  
Form 8-A12B/A  
April 28, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 8-A/A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

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

**(Exact Name of Registrant as Specified in its Charter)**

<b>Maryland</b>	<b>45-2681082</b>
<b>(State or Other Jurisdiction of</b>	<b>(I.R.S. Employer</b>
<b>Incorporation or Organization)</b>	<b>Identification Number)</b>
<b>Riversedge North</b>	
<b>2529 Virginia Beach Blvd., Suite 200</b>	
<b>Virginia Beach, Virginia 23452</b>	

(757) 627-9088

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Series B Preferred Stock, without par value per share</b>	<b>The NASDAQ Stock Market, LLC</b>
<b>Warrants (April 29, 2019)</b>	<b>The NASDAQ Stock Market, LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-194831**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

Descriptions of the Series B Preferred Stock, without par value per share, and warrants to purchase shares of the Registrant's common stock, \$0.01 par value per share, to be registered hereunder are contained in the section entitled "Description of Capital Stock and Securities Offered" of the Prospectus included in the Registrant's Registration Statement on Form S-11, No. 333-194831 (the "Registration Statement"), as filed with the Securities and Exchange Commission (the "Commission") on March 26, 2014. The section containing this description is incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits are filed as a part of this registration statement:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	Articles of Amendment and Restatement of the Registrant <sup>(1)</sup>
4.2	Form of Certificate of Series B Preferred Stock of the Registrant <sup>(2)</sup>
4.3	Form of Warrant Certificate of the Registrant <sup>(3)</sup>

(1) Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-11 (333-194831)

(2) Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-11 (333-194831)

(3) Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-11 (333-194831)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Wheeler Real Estate Investment Trust, Inc**

By: /S/ JON S. WHEELER

Name: Jon S. Wheeler

Title: Chairman and Chief Executive Officer

Dated: April 28, 2014

**EXHIBIT INDEX**

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