

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
July 15, 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 AND EXCHANGE ACT OF 1934**  
**Date of report (date of earliest event reported): July 14, 2016**

**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**

**45-2681082**  
**(IRS Employer**  
  
**Identification No.)**

**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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

On July 14, 2016, the Registrant filed with the State Department of Assessments and Taxation of Maryland (the SDAT ) Articles of Amendment and Restatement ( Amended Articles ) increasing the number of shares of preferred stock, without par value per share (the Preferred Stock ), that the Registrant has authority to issue to 7,000,000 shares. Further, the Amended Articles increased the number of shares of Series B Convertible Preferred Stock, without par value per share (the Series B Stock ), that the Registrant has authority to issue to 5,000,000 shares. In addition, the Amended Articles removed references to Series C Preferred Stock because the issue no longer exists. A copy of the Amended Articles is attached as Exhibit 3.1 to this Current Report on Form 8-K. The total number of shares of Preferred Stock and Series B Stock that the Registrant had authority to issue immediately prior to the amendment was 5,000,000 and 3,000,000 shares, respectively.

**ITEM 8.01 OTHER EVENTS.**

On July 14, 2016, Wheeler REIT L.P. amended its Amendment to the Amended and Restated Agreement of Limited Partnership of Wheeler REIT, L.P. (Partnership Agreement) that previously classified Series B Mandatorily Convertible Preferred Units, increasing the authorized Series B Units to 5,000,000 units.

**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.

- 3.1 Wheeler Real Estate Investment Trust, Inc. Articles of Amendment and Restatement.
- 10.1 Amended Amendment to the Partnership Agreement of Wheeler REIT, L.P. for the Designation of the Series B Convertible Preferred Units dated July 14, 2016.

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 15, 2016

**EXHIBIT INDEX**

<b>Number</b>	<b>Description of Exhibit</b>
3.1	Wheeler Real Estate Investment Trust, Inc. Articles of Amendment and Restatement.
10.1	Amended Amendment to the Partnership Agreement for the Designation of the Series B Convertible Preferred Units dated July 14, 2016.