

Wheeler Real Estate Investment Trust, Inc.
Form 8-K
May 28, 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): May 21, 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)

45-2681082
(IRS Employer

Identification No.)

2529 Virginia Beach Blvd., Suite 200

Virginia Beach, VA 23452

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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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On May 21, 2013, the Registrant, through WHLR-Tampa Festival, LLC, a Delaware limited liability company (Tampa Festival) and a wholly-owned subsidiary of Wheeler REIT, L. P., a Virginia limited partnership of which the Registrant is the sole general partner, entered into an Assignment of Purchase and Sale Agreement (the Assignment) with Wheeler Interests, LLC, a Virginia limited liability company (Wheeler Interests). Pursuant to the Assignment, for nominal consideration, Tampa Festival succeeded to the rights of Wheeler Interests under that certain Purchase and Sale Agreement (the Purchase Agreement), dated May 15, 2013, between CRP II - Tampa Festival, LLC, a Florida limited liability company (CRP II), and Wheeler Interests.

Jon Wheeler, the Registrant s Chairman and Chief Executive Officer, controls Wheeler Interests. No director, officer or affiliate of the Registrant is affiliated with CRP II

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

- 10.1 Assignment of Purchase and Sale Agreement, dated May 21, 2013, by and between Wheeler Interests and Tampa Festival
- 10.2 Purchase and Sale Agreement, dated May 15, 2013 by and between Wheeler Interests and CRP II

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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: May 21, 2013