

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
January 17, 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): January 16, 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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On January 16, 2013, the Registrant's Board of Directors voted to change the title of Jon S. Wheeler from President to Chief Executive Officer of the Registrant. This change in title does not alter Mr. Wheeler's job responsibilities.

**ITEM 8.01 OTHER EVENTS.**

On January 16, 2013, the Registrant issued a press release announcing the payment of a monthly cash dividend of \$0.035 per share to record holders on February 1, 2013. The Registrant expects to pay the dividend on or about February 28, 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 Press release, dated January 16, 2013, relating to the Registrant's dividend payment.

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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 President

Dated: January 16, 2013

**EXHIBIT INDEX**

<b>Number</b>	<b>Description of Exhibit</b>
99.1	Press release, dated January 16, 2013, relating to the Registrant's dividend payment.