

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
September 03, 2014

**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): August 19, 2014**

**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 August 19, 2014, Wheeler Real Estate Investment Trust, Inc. (the Company ) filed with the State Department of Assessments and Taxation of Maryland (the SDAT ) an amendment to its Charter, which amendment is attached as an exhibit to this Form 8-K, that increased the number of shares of Series B Preferred Stock which the Company has authority to issue to 3,000,000, without par value per share. The total number of shares of Series B Preferred Stock which the Company had authority to issue immediately prior to this amendment was 1,000,000 shares.

**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.

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: September 3, 2014

**EXHIBIT INDEX**

<b>Number</b>	<b>Description of Exhibit</b>
3.1	Wheeler Real Estate Investment Trust, Inc. Articles of Amendment.