

Edgar Filing: Wheeler Real Estate Investment Trust, Inc. - Form 8-K

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
September 30, 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): September 25, 2014

WHEELER REAL ESTATE INVESTMENT TRUST, INC.  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Maryland<br>(State or Other Jurisdiction<br>of Incorporation)<br>2529 Virginia Beach Blvd., Suite 200<br>Virginia Beach, VA 23452<br>Registrant's telephone number, including area code: (757) 627-9088 | 001-35713<br>(Commission<br>File Number) | 45-2681082<br>(IRS Employer<br>Identification No.) |
|---|--|--|

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 8.01 OTHER EVENTS.

On September 25, 2014, the Registrant, through WHLR-Bryan Station, LLC, a Delaware limited liability company (“WHLR-Bryan Station”) 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, WHLR-Bryan Station succeeded to the rights of Wheeler Interests under that certain Purchase and Sale Agreement, dated July 30, 2014 (the “Purchase Agreement”), between Wheeler Interests, as buyer, and ERP Bryan Station, LLC, a Delaware limited liability company, (the “Seller”), for the purchase of real property located at 1650 Bryan Station Road, Lexington, Kentucky, commonly known as Bryan Station, for the sales price of Six Million One Hundred Thousand and 00/100 Dollars (\$6,100,000).

Jon Wheeler, the Registrant’s Chairman and Chief Executive Officer, is the managing member of Wheeler Interests and WHLR-Bryan Station. No director, officer or affiliate of the Registrant is affiliated with the Seller.

On September 26, 2014, the Registrant issued a press release announcing its assumption of the contract to purchase Bryan Station.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statement of businesses acquired.

The Registrant will file requisite financial information for Bryan Station no later than 71 calendar days after the initial filing of this Current Report on Form 8-K.

(b) Pro forma financial information.

Not applicable.

(c) Shell company transactions.

Not Applicable.

(d) Exhibits.

10.1 Assignment of Purchase and Sale Agreement, dated September 25, 2014, by and between Wheeler Interests and WHLR-Bryan Station.

10.2 Purchase and Sale Agreement, dated July 30, 2014, by and between Wheeler Interests and the Seller.

99.1 Press release, dated September 26, 2014, relating to the Registrant's assumption of the contract to acquire Bryan Station.

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 30, 2014

---

EXHIBIT INDEX

| Number | Description of Exhibit  |
|--------|---|
| 10.1   | Assignment of Purchase and Sale Agreement, dated September 25, 2014, by and between Wheeler Interests and WHLR-Bryan Station. |
| 10.2   | Purchase and Sale Agreement, dated July 30, 2014, by and between Wheeler Interests and the Seller.                            |
| 99.1   | Press release, dated September 26, 2014, relating to the Registrant's assumption of the contract to acquire Bryan Station.    |