

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

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K/A  
January 09, 2015

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

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): October 24, 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 October 30, 2014, Wheeler Real Estate Investment Trust, Inc. filed a Form 8-K (the "Original 8-K") to report the completion of the acquisition of Wheeler Interests, LLC, Wheeler Real Estate, LLC and WHLR Management, LLC (collectively known as the "Operating Companies"). This amendment is being filed for the sole purpose of filing the financial statements and pro forma financial information required by Item 9.01 on Form 8-K, and should be read in conjunction with the Original 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statement of businesses acquired. \*

Report of Independent Auditor.

Combined Balance Sheets as of September 30, 2014 (unaudited) and December 31, 2013.

Combined Statements of Revenues and Certain Operating Expenses for the Nine Months Ended September 30, 2014 (unaudited) and the Year Ended December 31, 2013.

Combined Statements of Equity for the Nine Months Ended September 30, 2014 (unaudited) and the Year Ended December 31, 2013.

Combined Statements of Cash Flows for the Nine Months Ended September 30, 2014 (unaudited) and the Year Ended December 31, 2013.

Notes to Combined Financial Statements as of and for the Nine Months Ended September 30, 2014 (unaudited) and the Year Ended December 31, 2013.

(b) Pro forma financial information. \*\*

Unaudited Pro Forma Combined and Consolidated Balance Sheet as of September 30, 2014.

Unaudited Pro Forma Combined and Consolidated Statement of Operations for the Nine Months Ended September 30, 2014.

Unaudited Pro Forma Combined and Consolidated Statement of Operations for the Year Ended December 31, 2013.

Notes to Unaudited Pro Forma Condensed Combined and Consolidated Financial Statements.

(c) Shell company transactions.

Not Applicable.

(d) Exhibits. \*\*\*

23.1 Consent of Cherry Bekaert LLP.

\* Filed as Exhibit 99.1 and incorporated herein by reference.

\*\* Filed as Exhibit 99.2 and incorporated herein by reference.

\*\*\* Filed as Exhibit 23.1 and incorporated herein by reference.



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: January 9, 2015

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EXHIBIT INDEX

| Number | Description of Exhibit                                      |
|--------|---|
| 23.1   | Consent of Cherry Bekaert LLP.                              |
| 99.1   | Combined Financial Statements of the Operating Companies.   |
| 99.2   | Pro Forma Financial Information of the Operating Companies. |