

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

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
December 21, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (date of earliest event reported): December 21, 2018 (December 20, 2018)

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

Maryland                                      001-35713      45-2681082  
(State or Other Jurisdiction   (Commission   (IRS Employer  
of Incorporation)                      File Number)   Identification No.)  
2529 Virginia Beach Blvd., Suite 200  
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ..

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ..

ITEM 8.01 OTHER EVENTS.

On December 20, 2018, Wheeler Real Estate Investment Trust, Inc. (the "Company") issued a press release announcing that, as part of its ongoing evaluation of strategic alternatives, that it will not pay its anticipated fourth quarter dividends on shares of its Series A Preferred Stock, Series B Convertible Preferred Stock and Series D Cumulative Convertible Preferred Stock at this time. These dividends represent quarterly payments of \$22.50, \$0.5625 and \$0.5469 per respective preferred share and were anticipated to be paid in January 2019.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference

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.

99.1 Press release dated December 20, 2018

| EXHIBIT INDEX | Description     |
|---------------|-----------------|
| Number of     | Exhibit         |
|               | <u>Press</u>    |
|               | <u>release</u>  |
| <u>99.1</u>   | <u>dated</u>    |
|               | <u>December</u> |
|               | <u>20, 2018</u> |

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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/ David Kelly  
David Kelly  
Chief Executive Officer

Dated: December 21, 2018