

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

Wheeler Real Estate Investment Trust, Inc.  
Form 8-K  
November 07, 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): November 3, 2014

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

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| 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.) |
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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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On November 3, 2014, the Registrant, through WHLR-Pierpont Center, LLC, a Delaware limited liability company (“WHLR-Pierpont Center”) 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 a Purchase Agreement (the “Purchase Agreement”) as buyer, with DDR Southeast Morgantown, L.L.C., a Delaware limited liability company, as seller (the “Seller”), for the purchase of a retail shopping center located in Morgantown, West Virginia, commonly known as Pierpont Centre, for the sales price of Fourteen Million and 00/100 Dollars (\$14,000,000).

No director, officer or affiliate of the Registrant is affiliated with the Seller.

On November 7, 2014, the Registrant issued a press release announcing the contract to acquire Pierpont Centre.

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.

10.1 Purchase and Sale Agreement, dated November 3, 2014, by and between WHLR-Pierpont Center and the Seller.

99.1 Press release, dated November 7, 2014, relating to WHLR-Pierpont Center's entry into the contract to acquire Pierpont Centre.

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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 Chief Executive Officer

Dated: November 7, 2014

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EXHIBIT INDEX

| Number | Description of Exhibit  |
|--------|---|
| 10.1   | Purchase and Sale Agreement, dated November 3, 2014, by and between WHLR-Pierpont Center and the Seller.                      |
| 99.1   | Press release, dated November 7, 2014, relating to WHLR-Pierpont Center's entry into the contract to acquire Pierpont Centre. |