

Wheeler Real Estate Investment Trust, Inc.
Form 8-K/A
March 05, 2013

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): December 18, 2012

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction

001-35713
(Commission File Number)

45-2681082
(IRS Employer

of Incorporation)

2529 Virginia Beach Blvd., Suite 200

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))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note.

On December 21, 2012, the Registrant filed a Form 8-K (the "Original 8-K") to report the completion of the acquisition of Twin City Crossing on December 18, 2012. This amendment is being filed for the sole purpose of filing the financial statements and pro forma financial information required by Item 9.01 of Form 8-K, and should be read in conjunction with the Original 8-K.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired. *
Report of Independent Auditor.

Statements of Revenues and Certain Operating Expenses for the nine months ended September 30, 2012 (unaudited) and year ended December 31, 2011.

Notes to Statements of Revenues and Certain Operating Expenses for the nine months ended September 30, 2012 (unaudited) and year ended December 31, 2011.

(b) Pro Forma Financial Information. **
Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2012.

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the nine months ended September 30, 2012.

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2011.

Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

(c) Exhibits. ***
Consent of Cherry Bekaert LLP.

* Filed as Exhibit 99.2 and incorporated herein by reference.

** Filed as Exhibit 99.3 and incorporated herein by reference.

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

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Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this amended 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: March 4, 2013