

Wheeler Real Estate Investment Trust, Inc.  
Form 8-A12B  
October 23, 2012

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

## Wheeler Real Estate Investment Trust, Inc.

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction of

Incorporation or Organization)

**45-2681082**  
(I.R.S. Employer

Identification Number)

**Riversedge North**

**2529 Virginia Beach Blvd., Suite 200**

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Virginia Beach, Virginia 23452

(757) 627-9088

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which</b>
<b>to be so registered</b> <b>Common Stock, \$0.01 par value per share</b>	<b>each class is to be registered</b> <b>The NASDAQ Capital Market</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-166854

Securities to be registered pursuant to Section 12(g) of the Act: **None**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Common Stock to be registered hereunder is contained in the section entitled "Description of Securities" of the Prospectus included in the Registrant's Registration Statement on Form S-11, No. 333-177262 (the "Registration Statement"), as filed with the Securities and Exchange Commission (the "Commission") on October 12, 2011 and as amended on January 10, 2012, February 14, 2012, March 19, 2012, April 18, 2012, June 6, 2012, June 25, 2012, July 5, 2012, August 16, 2012, and October 22, 2012. The section containing this description is incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits are filed as a part of this registration statement:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	Articles of Amendment and Restatement of the Registrant <sup>(1)</sup>
4.1	Form of Certificate of Common Stock of the Registrant <sup>(2)</sup>

(1) Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-11 (333-177262)

(2) Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-11 (333-177262)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Wheeler Real Estate Investment Trust, Inc**

By:                    /s/   JON S. WHEELER  
                              **Jon S. Wheeler**  
  President

Dated: October 23, 2012

**EXHIBIT INDEX**

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