

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
WHEELER REAL ESTATE INVESTMENT TRUST INC		45-2681082	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Crystal Plum	757-627-9088	cplum@whlr.us	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
2529 Virginia Beach Blvd		Virginia Beach, VA 23452	
8 Date of action	9 Classification and description		
November 6, 2023	Redemption of Series D preferred stock for Wheeler common stock		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
963025606 / 963025887		WHLRD & WHLR	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

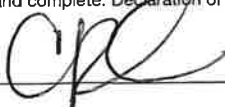
- 14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See Attachment.](#)
- 15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See Attachment.](#)
- 16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See Attachment.](#)

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►
See Attachment.

18 Can any resulting loss be recognized? ► See Attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See Attachment.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ► 		Date ► 11/16/23	
Paid Preparer Use Only	Print your name ► Crystal Plum		Title ► Chief Financial Officer	
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	Firm's name ►		Firm's EIN ►	
	Firm's address ►		Phone no. ►	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Wheeler Real Estate Investment Trust, Inc.

Attachment to Form 8937 for Questions 14-19

Item 14:

On November 6, 2023 (the "Holder Redemption Date"), Wheeler Real Estate Investment Trust, Inc. ("Wheeler" or "we") redeemed 319,762 shares of Series D Cumulative Convertible Preferred Stock ("Series D Preferred Stock", CUSIP 963025606) at a Redemption Price of \$25.00 per share, plus the amount of all accrued but unpaid dividends to and including the Holder Redemption Date, for a total Redemption Price of approximately \$37.76 per share of Series D Preferred Stock (the "Redemption"). The Company settled the redemptions of Series D Preferred Stock in shares of Wheeler Common Stock ("Common Stock", CUSIP 963025887), valued at the volume weighted average of the closing sales price, as reported on the Nasdaq Capital Market, per share of Common Stock for the ten consecutive trading days immediately preceding, but not including, the Holder Redemption Date, or \$0.840977 per share of Wheeler Common Stock. Stockholders who would have received fractional shares as a result of the Redemption received cash in lieu thereof and were deemed for U.S. federal income tax purposes to have received and then immediately sold the fractional shares for cash.

Item 15:

The Redemption is treated as a recapitalization, and therefore as a corporate reorganization, under Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended (the "Code"). Stockholders generally will not recognize gain or loss upon the Redemption of Series D Preferred Stock entirely in exchange for Common Stock (other than in respect of fractional shares treated as received and sold). However, the lesser of (1) the amount by which the fair market value of the Common Stock received in the Redemption (determined immediately following the Redemption) exceeds the issue price of the Series D Preferred Stock, or (2) the amount of accumulated and unpaid dividends, will be treated as a deemed distribution of property made by the Company. (For more information on determining the fair market value of the Common Stock received in the Redemption, see Item 16 below.) As of the date hereof, Wheeler estimates that the entirety of this deemed distribution will be treated as made in excess of its current and accumulated earnings and profits. Accordingly, such a distribution will reduce the adjusted basis of the stock on which the deemed distribution is treated as made, but not below zero. To the extent the deemed distribution exceeds such basis, it will give rise to gain from the sale or exchange of such stock.

A stockholder's aggregate tax basis in Common Stock received in the Redemption (including any fractional shares treated as received) generally will equal the stockholder's adjusted tax basis in the redeemed Series D Preferred Stock, increased by the amount of any income or gain recognized on the Redemption.

The application of the U.S. federal income tax laws to the Redemption is highly complex and, in certain cases, unsettled. Stockholders are urged to consult with their own tax advisors regarding the U.S. federal income tax consequences of the Redemption. In particular, shareholders that have acquired different blocks of preferred stock at different times or at different prices, or who are treated as having received Common Stock in respect of a deemed distribution as described above, are urged to consult their tax advisors regarding the allocation of their aggregate basis among the Common Stock received.

Item 16:

As described above in Item 15, holders receiving Common Stock in exchange for Series D Preferred Stock in the Redemption will be treated as having received a deemed distribution in an amount equal to the lesser of (1) the amount by which the fair market value of the Common Stock received in the Redemption (determined immediately following the Redemption) exceeds the issue price of the Series D Preferred Stock, or (2) the amount of accumulated and unpaid dividends, and such holders will recognize capital gain to the extent the value of this deemed distribution exceeds their basis in the Series D Preferred Stock.

On the Holder Redemption Date, the amount of accumulated and unpaid dividends on each share of Series D Preferred Stock was \$12.755797 per share. Although U.S. federal income tax laws do not specify how to determine the fair market value of a share of Common Stock immediately following the Redemption, one approach is to utilize the mean of the highest and lowest trading price of Common Stock on the Holder Redemption Date, or \$0.40075 per share. Other valuations may be possible, however, and holders should consult their tax advisors as to how to value the Common Stock received in the Redemption.

As an example, assume a holder of a single share of Series D Preferred Stock that was acquired at its original issuance for \$25 elected to have the share redeemed and received in exchange 44.8952 shares of Common Stock on the Holder Redemption Date. Adopting the valuation method described in the preceding paragraph, the holder would be deemed to have received Common Stock with a fair market value of \$17.99. Because the issue price of the holder's Series D Preferred Stock (\$25) exceeds the fair market value of the Common Stock received in the Redemption, the holder is not treated as receiving a deemed distribution. Accordingly, its aggregate basis in the Common Stock received in the Redemption (including the fractional 0.8952 shares the holder is treated as receiving) will be equal to its basis in the Series D Preferred Stock surrendered in the Redemption, or \$25.

Item 17:

Sections 301, 305, 354, 358 and 368.

Item 18:

No loss can be recognized as a result of the transaction, except in respect of cash received in lieu of fractional shares (equal to the difference between the amount of cash received in lieu of the fractional share and the basis allocable to the fractional share).

Item 19:

The stock basis adjustment would be taken into account in the tax year of the shareholder that includes the Holder Redemption Date November 6, 2023.