

Wheeler Real Estate Investment Trust, Inc.  
Form DFAN14A  
September 07, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule  
14a-12

WHEELER REAL ESTATE INVESTMENT TRUST, INC.  
(Name of Registrant as Specified in Its Charter)

STILWELL ACTIVIST INVESTMENTS, L.P.

STILWELL VALUE PARTNERS VII, L.P.

STILWELL ACTIVIST FUND, L.P.

STILWELL VALUE LLC

JOSEPH STILWELL

PAULA J. POSKON

CORISSA BRIGLIA PORCELLI  
(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The Stilwell Group, together with the other participants named herein, has filed a definitive proxy statement and accompanying GREEN proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of its director nominees at the 2018 annual meeting of stockholders of Wheeler Real Estate Investment Trust, Inc.

On September 7, 2018, the Stilwell Group delivered the following letter to stockholders of Wheeler Real Estate Investment Trust, Inc.

The Stilwell Group

111 Broadway, 12th Floor

New York, NY 10006

(212) 269-1551

Info@StilwellGroup.com

September 7, 2018

Dear Fellow WHLR Owner,

IF YOU WANT TO SUPPORT THE STILWELL GROUP, PLEASE VOTE **ONLY ON OUR GREEN PROXY CARD.** **PLEASE DO NOT** VOTE “AGAINST” WHEELER DIRECTORS ON THEIR WHITE PROXY CARD.

**VOTING “AGAINST” WHEELER DIRECTORS ON THEIR WHITE PROXY CARD WILL CANCEL YOUR VOTE FOR THE STILWELL GROUP’S NOMINEES.**

IF YOU HAVE ALREADY VOTED “AGAINST” WHEELER DIRECTORS ON THEIR WHITE PROXY CARD, **YOU CAN CORRECT YOUR VOTE** BY SUBMITTING THE ENCLOSED **GREEN** PROXY CARD “FOR” THE STILWELL GROUP’S NOMINEES.

**ONLY YOUR LATEST DATED PROXY CARD WILL COUNT.**

Sincerely,

Megan Parisi

917-881-8076

[mparisi@stilwellgroup.com](mailto:mparisi@stilwellgroup.com)

*\* Our calculation, according to Nasdaq price history, is based on the \$6/share closing price of WHLR on its first day of public trading, 11/19/2012 (adjusted to \$48/share due to the 1-for-8 reverse stock split on 3/31/17), and the \$5.64/share closing price on 9/6/2018.*

You can vote by telephone, online or by signing and dating the enclosed **GREEN** proxy card and returning it in the postage-paid envelope.

*If you have any questions, require assistance in voting your **GREEN** proxy card, or need additional copies of our proxy materials, please contact us or Okapi Partners at the phone numbers or email listed below.*

Okapi Partners LLC  
1212 Avenue of the Americas, 24<sup>th</sup> Floor  
New York, New York 10036

+ 1 (212) 297-0720 (Main)  
+ 1 (877) 869-0171 (Toll-Free)  
Email: [info@okapipartners.com](mailto:info@okapipartners.com)