

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2009-01-26** | Period of Report: **2009-01-23**  
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### FILER

#### **WILSHIRE ENTERPRISES INC**

CIK: **107454** | IRS No.: **840513668** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-04673** | Film No.: **09544547**  
SIC: **6513** Operators of apartment buildings

Mailing Address  
1 GATEWAY CENTER,  
NEWARK NJ 07102

Business Address  
1 GATEWAY CENTER,  
NEWARK NJ 07102  
2014202796

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **January 23, 2009**

**WILSHIRE ENTERPRISES, INC.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or incorporation or organization)

**1-4673**  
(Commission File Number)

**84-0513668**  
(I.R.S. Employer Identification No.)

**1 Gateway Center, Newark, NJ, 07102**  
(Address of principal executive offices)

**(201) 420-2796**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation 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 8.01 Other Events.**

On January 23, 2009, Wilshire Enterprises, Inc. (the "Company") sent a letter to Mr. Phillip Goldstein, Managing Member, Full Value Advisors LLC, General Partner of Full Value Partners, L.P. A copy of the letter is attached to this 8-K as Exhibit 99.1.

**IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT:**

In connection with its upcoming annual meeting, Wilshire will file a definitive proxy statement with the Securities and Exchange Commission (the "SEC"). INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the proxy statement (when available) and other relevant documents filed with the SEC from the SEC's website at [www.sec.gov](http://www.sec.gov). Wilshire's security holders and other interested parties will also be able to obtain, without charge, a copy of the proxy statement and other relevant documents (when available) by directing a request by mail to the Company 1 Gateway Center, Newark, NJ 07102, or by telephone to 201-420-2796.

Wilshire and its directors and officers may be deemed to be participants in the solicitation of proxies from the Company's stockholders with respect to the annual meeting. Information about Wilshire's directors and officers and their ownership of the Company's Common Stock is set forth in Wilshire's proxy statements and Annual Reports on Form 10-K previously filed with the SEC, and will be set forth in the proxy statement relating to the annual meeting when the proxy statement becomes available.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is attached to this Current Report on Form 8-K:

Exhibit Number	Description
Exhibit 99.1	Letter, dated January 23, 2009, to Mr. Phillip Goldstein.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**WILSHIRE ENTERPRISES, INC.**  
(Registrant)

Dated: January 26, 2009

By: /s/ S. Wilzig Izak  
S. Wilzig Izak  
Chairman of the Board and  
Chief Executive Officer

## EXHIBIT INDEX

Exhibit 99.1 Letter, dated January 23, 2009, to Mr. Phillip Goldstein.

**WILSHIRE ENTERPRISES, INC.**

1 Gateway Center  
11-43 Raymond Plaza West, 10th Floor  
Newark, New Jersey 07102

January 23, 2009

Mr. Phillip Goldstein  
Managing Member  
Full Value Advisors LLC  
General Partner  
Full Value Partners, L.P.  
Park 80 West, Plaza Two, Suite 750  
Saddle Brook, New Jersey 07663

Dear Mr. Goldstein:

This is to respond to your letter, dated January 21, 2009, notifying Wilshire of the intention of Full Value Partners L.P., at Wilshire's annual stockholders meeting to be held on February 26, 2009, to, among other things, present the following nominations: Messrs. Dakos and Hellerman for election as Class I directors and Messrs. Goldstein and Das for election as Class II directors. For the reasons set forth below, your notice is both deficient and factually inaccurate.

First, your letter fails to acknowledge the fact that Wilshire has an advance notice by-law and, under that by-law, the deadline for the submission of stockholder nominations and proposals has passed. As you are well aware, Wilshire's advance notice by-law requires stockholder nominations and proposals to have been made prior to "the close of business on the tenth (10<sup>th</sup>) day following the day on which public announcement of the date of" the meeting of stockholders. We publicly announced the date of our annual meeting of stockholders on December 12, 2008, which was merely eight days after the public announcement of the termination of the merger agreement with NWJ Apartment Holdings Corp. Indeed, your firm sent a letter to me dated December 9, 2008 demanding that Wilshire call a meeting of stockholders by December 12, 2008, and your firm sent a letter to me dated December 18, 2008 acknowledging the imminence of the advance notice deadline. Accordingly, your only timely submission was set forth in your firm's December 18, 2008 letter, and, as set forth in our advance notice by-law, stockholder nominations and proposals submitted after the deadline shall not be considered.

Second, only the Class I directors will be subject to election at the February 26, 2009 meeting of stockholders. Since Wilshire held annual meetings for, among other reasons, the election of the Class III directors on July 19, 2007 and the election of Class II directors on May 25, 2006, only the terms of office of Class I directors will expire at the February 26, 2009 meeting of stockholders under our certificate of incorporation and by-laws as that meeting will be the "the third succeeding annual meeting" following their election. The February 26, 2009 meeting will only be the second succeeding annual meeting following the election of the Class II directors and, therefore, their terms will not expire thereat. There is no requirement of Delaware law or otherwise that a class of directors stand for election prior to the completion of its term.

I look forward to seeing you and all of our other stockholders at the February 26, 2009 meeting of stockholders.

Very truly yours,

/s/Sherry Wilzig Izak

Sherry Wilzig Izak

Chairman and Chief Executive Officer