

Wheeler Real Estate Investment Trust, Inc.

Form SC 13D/A

December 13, 2016

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
12/12/16

1. NAME OF REPORTING PERSON  
Bulldog Investors, LLC

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
DE

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7. SOLE VOTING POWER  
1,909,136

8. SHARED VOTING POWER  
1,469,757

9. SOLE DISPOSITIVE POWER  
1,909,136

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10. SHARED DISPOSITIVE POWER  
1,469,757

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
3,378,893 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES  
[]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

4.97%

14. TYPE OF REPORTING PERSON

IA

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1. NAME OF REPORTING PERSON

Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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[ ]

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4.97%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON

Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

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b[ ]

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12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
4.97%

14. TYPE OF REPORTING PERSON  
IN

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1. NAME OF REPORTING PERSON  
Steven Samuels

2. CHECK THE BOX IF MEMBER OF A GROUP

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

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PURSUANT TO ITEMS 2(d) AND 2(e)

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USA

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1,469,757

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
3,378,893 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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4.97%

14. TYPE OF REPORTING PERSON  
IN

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Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #2 to the schedule 13d filed July 27, 2015. Except as specifically set forth herein, the Schedule 13d remains unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As per the 10-Q filed on 11/9/16, there were 67,964,916 shares of common stock outstanding as of 11/8/16. The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment advisor. As of December 12, 2016, Bulldog Investors, LLC is deemed to be the beneficial owner of 3,378,893 shares of WHLR (representing 4.97% of WHLR's outstanding shares) solely by virtue of Bulldog Investors LLC's power to direct the vote of, and dispose of, these shares. These 3,378,893 shares of WHLR include 1,909,136 shares (representing 2.81% of WHLR's outstanding shares) that are beneficially owned by the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control:

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Opportunity Partners LP, Calapasas West Partners LP, Full Value Special Situations Fund, LP, Full Value Offshore Fund, Ltd., Full Value Partners, LP, and MCM Opportunity Partners, LP (collectively, "Bulldog Investors Group of Funds"). Bulldog Investors Group of Funds may be deemed to constitute a group. All other shares included in the aforementioned 3,378,893 shares of WHLR beneficially owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 1,469,757 shares (representing 2.17% of WHLR's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 1,909,136 shares. Bulldog Investors, LLC has shared power to dispose of and vote 1,469,757 shares. Certain of Bulldog Investors, LLC's clients (none of whom beneficially own more than 5% of WHLR's shares) share this power with Bulldog Investors, LLC. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

c) Since the last filing on 11/14/16 the following shares of WHRL were sold:

Date	Shares	Price
11/14/16	(8,998)	1.7044
11/16/16	(2,286)	1.6883
11/17/16	(20,400)	1.6813
11/22/16	(2,737)	1.6709
11/23/16	(3,050)	1.6800
11/28/16	(8,003)	1.6801
11/29/16	(600)	1.6717
11/30/16	(9,782)	1.6700
12/01/16	(135,019)	1.6333
12/02/16	(51,853)	1.6206
12/05/16	(11,090)	1.6007
12/06/16	(1,300)	1.6000
12/07/16	(19,576)	1.6012
12/08/16	(4,236)	1.6000
12/09/16	(8,174)	1.6210
12/12/16	(29,700)	1.6058

d) Clients of Bulldog Investors, LLC are entitled to receive any dividends or sales proceeds.

e) N/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 12/13/16

By: /S/ Phillip Goldstein  
Name: Phillip Goldstein

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By: /S/ Andrew Dakos  
Name: Andrew Dakos

By: /S/ Steven Samuels  
Name: Steven Samuels

Bulldog Investors, LLC  
By: /s/ Andrew Dakos  
Andrew Dakos, Member

Footnote 1: The reporting persons disclaim beneficial ownership except to the extent of any pecuniary interest therein.