Wheeler Real Estate Investment Trust, Inc.

Form 4/A May 20, 2016

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION OM Nur

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Wheeler Jon S			2. Issuer Name <b>and</b> Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [whlr]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)  2529 VIRGINIA BEACH BOULEVARD, SUITE 200		[	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2016	_X Director 10% OwnerX Officer (give title Other (specify below) CEO & Chairman		
VIRGINIA B	(Street)	23452	4. If Amendment, Date Original Filed(Month/Day/Year) 05/20/2016	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	Held in
Common Stock	05/19/2016		P	37,500	A	1.5 (1)	49,547	I	profit sharing plan
Common Stock							713,824	D	
Common Stock							31,680	I	Owned by spouse
Common Stock							2,572	I	Controlled through interests in

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		other entities
Common Stock	1,600 I	Held by dependent child
Common Stock	2,950 I	Held by trusts in the names of dependent children
Reminder: Report on a separate line for each class of securities benefici	ally owned directly or indirectly.	
	Persons who respond to the collection information contained in this form are nequired to respond unless the form displays a currently valid OMB control number.	

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Units	(2)					(3)	<u>(4)</u>	Common Stock	1,584,858	
Common Units	(2)					<u>(5)</u>	<u>(4)</u>	Common Stock	961	
Common Units	(2)					(3)	<u>(4)</u>	Common Stock	308,422	
Common Units	<u>(2)</u>					<u>(5)</u>	<u>(4)</u>	Common Stock	22,120	
	(2)					(3)	<u>(4)</u>		3,123	

8. Prio Deriv Secur (Instr.

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# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wheeler Jon S
2529 VIRGINIA BEACH BOULEVARD SUITE 200

VIRGINIA BEACH, VA 23452

# **Signatures**

/s/ Jon S.
Wheeler

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from prices from \$1.49 to \$1.51. The reporting person undertakes to provide Wheeler Real Estate Investment Trust, Inc. (the "Company"), and security holders of the Company, or the staff of the Securities and Exchange Commission (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote.
- Pursuant to the Partnership Agreement of Wheeler REIT, L.P. (the "Partnership"), holders of the Partnership, may, after a one year (2) holding period, elect to exchange their common units for common stock of the Company on an one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or common stock of the Company.
- (3) These common units have been held for one year and therefore may be redeemed in accordance withe Partnership Agreement.
- (4) These derivative securities do not have an expiration date.
- (5) These common units have been held for less than one year and therefore may not be currently exchanged.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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