

Wheeler Real Estate Investment Trust, Inc.
 Form 4
 January 18, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Zwerdling Jeffrey M.

2. Issuer Name and 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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/17/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

RIVERSEDGE NORTH, 2529
 VIRGINIA BEACH, BLVD., SUITE
 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

VIRGINIA BEACH, VA 23452

(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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/17/2017 | | J ⁽¹⁾ | | 25,000 | A | \$ 1.7 | 271,520 | D | |
| Common Stock | 01/17/2017 | | J ⁽¹⁾ | | 25,000 | D | \$ 1.7 | 20,455 | I | Held in profit sharing plan |
| Common Stock | | | | | | | | 6,000 | I | Owned by spouse |
| Common Stock | 08/02/2016 | | D | | 11,565 | A | \$ | 8,890 | I | Held in |

Stock 1.73 profit sharing plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series D Convertible Preferred Stock | \$ 2.12 | | | | | (2) | (2) | Common Stock | 47,160 |
| Series B Convertible Preferred Stock | \$ 5 | | | | | (3) | (3) | Common Stock | 50,000 |
| Series B Convertible Preferred Stock | \$ 5 | | | | | (3) | (3) | Common Stock | 20,000 |
| Common Stock Warrants | \$ 5.5 | | | | | (4) | (4) | Common Stock | 12,000 |
| Common Stock Warrants | \$ 5.5 | | | | | (4) | (4) | Common Stock | 4,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Zwerdling Jeffrey M. RIVERSEDGE NORTH, 2529 VIRGINIA BEACH BLVD., SUITE 200 VIRGINIA BEACH, VA 23452 | X | | | |

Signatures

/s/ Jeffrey M.
Zwerdling
01/18/2017

**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).
- (1) This transaction was a transfer of Wheeler Real Estate Investment Trust., Inc.'s (the "Company") common stock from indirect ownership (shares held in Mr. Zwerdling's profit sharing plan) to direct ownership.
Each share of Series D Convertible Preferred Stock ("Series D Stock") became convertible into shares of the Company's common stock at
- (2) \$2.12 per share, upon completion of the Company's September 2016 and December 2016 public offerings of the Series D Stock. The Series D Stock has no expiration date.
Each share of Series B Convertible Preferred Stock (the "Series B Stock") became convertible into shares of the Company's common
- (3) stock at \$5.00 per share, upon completion of the Company's April 2014 and September 2014 public offerings of Series B Stock and common stock warrants. The Series B Stock has no expiration date.
- (4) Each common stock warrant became exercisable upon completion of the Company's April 2014 and September 2014 public offerings of Series B Stock and common stock warrants. The common stock warrants expire on April 29, 2019.

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.