Zwerdling Jeffrey M. Form 4 May 16, 2018

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

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

**SECURITIES** 

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Zwerdling Jeffrey M.			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Wheeler Real Estate Investment Trust, Inc. [WHLR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner Officer (give title Other (specify below) below)			
DIVIEDGED OF MODELL ASAG				below)			

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

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

05/15/2018

6. Individual or Joint/Group Filing(Check Applicable Line)

VIRGINIA BEACH, VA 23452

_X_ Form filed by One Reporting Person
Form filed by More than One Reporting
Person

(City)	(State) (	Zip) Table	e I - Non-D	erivative S	Secur	ities Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/15/2018		Code V A(1)	Amount 4,120	or	Price \$ 3.58 (1)	Transaction(s) (Instr. 3 and 4) 57,127	D	
Common Stock							1,111	I	Held in profit sharing plan
Common Stock							750	I	Owned by spouse

#### Edgar Filing: Zwerdling Jeffrey M. - Form 4

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

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SEC 1474 (9-02)

> 8. Price Deriva Securit (Instr.

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. Transactio Code (Instr. 8)	5. Dr.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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D Cumulative Covertible Preferred Stock	\$ 16.96					(2)	(2)	Common Stock	1,474
Series D Cumulative Covertible Preferred Stock	\$ 16.96					(2)	<u>(2)</u>	Common Stock	5,896
Series B Convertible Preferred Stock	\$ 40					(3)	(3)	Common Stock	2,500
Series B Convertible Preferred Stock	\$ 40					(3)	<u>(3)</u>	Common Stock	6,250
Common Stock Warrants	\$ 44					<u>(4)</u>	<u>(4)</u>	Common Stock	1,500
Common Stock Warrants	\$ 44					<u>(4)</u>	<u>(4)</u>	Common Stock	600

### **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



### **Signatures**

/s/ Jeffrey M.
Zwerdling 05/16/2018

\*\*Signature of Reporting Date
Person

## **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) Granted for 1st quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") common stock on March 29, 2018.
- Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") became convertible into shares of the Company's common stock at \$16.96 per share upon completion of the Company's September 2016, December 2016 and January 2018 public offerings of 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 stock at \$40.00 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) The common stock warrants became exercisable at \$44.00 per share of common stock upon completion of the Company's April 2014 and September 2014 public offerings of Series B Stock and commons 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.

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