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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)

Wheeler Real Estate Inve	estment Trust, Inc.
(Name of Is	ssuer)
Common Stock, \$0	01 par value
(Title of Class of	
(The of Chass of	Securities
9630251	01
(CUSIP Nu	mber)
December 31	2015
(Date of Event which Requires	,
(Bute of Bront which requires	Timing of time statement)
Check the appropriate box to designate the rule pursuant to which this S	Schedule is filed:
eneek the appropriate box to designate the rate parsuant to which this t	Actional is filed.
☐ Rule 13d-1(b)	
■ Rule 13d-1(c)	
△ Kuie 13d-1(c)	
☐ Rule 13d-1(d)	
* The remainder of this cover page shall be filled out for a reporting pe	reson's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information v	
securities, and for any subsequent amendment containing information v	men would after disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be	e deemed to be "filed" for the purpose of Section 18 of the
Securities Exchange Act of 1934 ("Act") or otherwise subject to the lia	pilities of that section of the Act but shall be subject to all other

provisions of the Act (however, see the Notes).

CUS	USIP No. 963025101 13G					
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
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		apital L				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE (a) □ (b) ⊠					(a) □ (b) ⊠	
3	SEC USE ONLY					
4			ACE OF ORGANIZATIO	N		
	Delaw					
NUMBER OF SHARES		5	SOLE VOTING POWER 0			
BENEFICIALLY OWNED BY		6	SHARED VOTING POW 3,455,000	/ER		
EACH REPORTING 7 SOLE DISPOSITIVE POWER 0						
	PERSON WITH 8 SHARED DISPOSITIVE POWER 3,455,000					
9	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3.455,000					
10	O CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

11

12

5.2% (1)

CUS	CUSIP No. 963025101 13G						
	handra of proporting proposes						
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
			Friedman				
2	INSTRUCTIO		OPRIATE BOX IF A MEMBER OF A GROUP (SEE (a) \square (b) \boxtimes				
3	SEC USE ONLY						
4	CITIZENSHIP	OR Pl	PLACE OF ORGANIZATION				
	United	d States					
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	EACH	7	SOLE DISPOSITIVE POWER				
RE	REPORTING / 0						
1	PERSON	8	SHARED DISPOSITIVE POWER				
	WITH		3.455,000				
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9		311110	yen, 1 22, 12, 16, 122, 1 0 11, 122 2 1 2, 1611 121 01, 111, 10 1 2, 100 1				
	3,455,000	TE A C	CORECUEE AMOUNTE BUROW (6) EVOLUDES SERVARIANT SWARPS (SEE				
10	O CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	5.2% (1)						
12	TYPE OF REI	PORTI	ING PERSON (SEE INSTRUCTIONS)				
	IN						

CUSIP No. 963025101				13G			
	NAMES OF DEPONITING DEPONIS						
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
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			l Services Fund, LP	TOTAL OF A CROUD (CEE			
2	INSTRUCTIO		PRIATE BOX IF A MEI	MBER OF A GROUP (SEE	(a) □ (b) ⊠		
3	SEC USE ONI				(0) =		
_	~~~~~	20.01					
4	CITIZENSHIP	OR PI	LACE OF ORGANIZATI	ON			
	Delaw	are					
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'	SHARES						
BEN	EFICIALLY	6	SHARED VOTING POV	WER			
O	WNED BY	U					
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RF	EACH 7 SOLE DISPOSITIVE		SOLE DISPOSITIVE IC	OWER			
0							
]]	PERSON 8 SHARED DISPOSITIVE		E POWER				
	WITH 3.125,000						
9	AGGREGATI	E AMC	, ,	OWNED BY EACH REPORT	ING PERSON		
10	3,125,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE						
10	INSTRUCTIONS)						
	DED CENT OF CLASS DEPOPES DIVERS DV AMOUNT DV DOW (6)						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	4.7% (1)						
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
	DNI						

CUSI	IP No. 96302	25101	13G			
	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
			Services GP, LLC			
	INSTRUCTIO	NS)	PRIATE BOX IF A MEMBER OF A GROUP (SEE (a) ☐ (b) ⊠			
3	SEC USE ONI	LY				
4	CITIZENSHIP Delaw		ACE OF ORGANIZATION			
NITI			COLE VOTING DOWER			
	MBER OF SHARES	5	SOLE VOTING POWER 0			
	BENEFICIALLY OWNED BY		SHARED VOTING POWER 3.125,000			
EACH REPORTING			SOLE DISPOSITIVE POWER 0			
PERSON WITH		ð	SHARED DISPOSITIVE POWER 3,125,000			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,125,000					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% (1)					
12	00					

CUS	IP No. 9630	25101		13G			
	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	EJF I	ncome	Fund, LP				
2	CHECK THE INSTRUCTION		OPRIATE BOX IF A ME	EMBER OF A GROUP (SEE	(a) □ (b) ⊠		
3	SEC USE ON				(3) =		
4	CITIZENSHII	P OR P	LACE OF ORGANIZAT	TION			
	Delaware						
	NUMBER OF SHARES 5 SOLE VOTING POWER 0						
BENEFICIALLY OWNED BY 6 SHARED VOTING POW 330,000		WER					
RE	EACH REPORTING 7 SOLE DISPOSITIVE POWER						
I	PERSON WITH 8 SHARED DISPOSITIVE POWER 330,000						
9	A CORPORATE AN ANNUAL DEPTH CONTRACTOR OF THE CO						
	330,000						
10	O CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.5% (1)						
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						

CUSIP No. 963025101				13G			
1 NAMES OF REPORTING PERSONS							
1	1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	ELECTIFICATION TOO. OF ABOVE LENGTHS (ENTITLES ONE)						
			GP, LLC				
2	CHECK THE INSTRUCTION		OPRIATE BOX IF A ME	EMBER OF A GROUP (SEE	(a) □ (b) ⊠		
	SEC USE ON				(b) 🖾		
3							
4	CITIZENSHII	OR P	LACE OF ORGANIZAT	ΓΙΟΝ			
-	Delaware						
NU	MBER OF	5	SOLE VOTING POWE	R			
\$	SHARES)					
DEN	EFICIALLY		0 SHARED VOTING PO	WED			
	WNED BY	6	SHAKED VOTING FO	WEK			
			330,000				
	EACH	7	SOLE DISPOSITIVE P	OWER			
RE	PORTING	′	0				
I	PERSON	8	SHARED DISPOSITIV	TE POWER			
	WITH	0					
	330,000						
9	AGGREGAT	E AM(DUNT BENEFICIALLY	OWNED BY EACH REPOR	TING PERSON		
	330,000						
10	O CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11							
10	0.5% (1) 7 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
12	2 The of Reforming Labor (see his troctions)						

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Item 1. (a) Name of Issuer

Wheeler Real Estate Investment Trust, Inc.

Item 1. (b) Address of Issuer's Principal Executive Offices

2529 Virginia Beach Blvd., Suite 200 Virginia Beach, VA 23452

Item 2. (a) Name of Person Filing

This Amendment No. 1 to the Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons")*:

- (i) EJF Capital LLC;
- (ii) Emanuel J. Friedman;
- (iii) EJF Financial Services Fund, LP (the "Financial Services Fund");
- (iv) EJF Financial Services GP, LLC.
- (v) EJF Income Fund, LP (the "Income Fund" and together with the Financial Services Fund, the "Funds"); and
- (vi) EJF Income GP, LLC
- *Attached as Exhibit A is a copy of an agreement among the Reporting Persons that this Amendment No. 1 to the Schedule 13G is being filed on behalf of each of them.

Item 2. (b) Address of Principal Business Office or, if None, Residence

The address of the principal business office of each Reporting Person is:

2107 Wilson Boulevard Suite 410 Arlington, VA 22201

Item 2. (c) Citizenship

See Item 4 of the attached cover pages.

Item 2. (d) Title of Class of Securities

Common Stock, \$0.01 par value ("Common Stock")

Item 2. (e) CUSIP Number

96302101

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person

Filing is a:

Not Applicable.

Item 4. Ownership

(a) Amount beneficially owned:

See Item 9 of the attached cover pages.

(b)Percent of class:

See Item 11 of the attached cover pages.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:

See Item 5 of the attached cover pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of the attached cover pages.

(iii)Sole power to dispose or to direct the disposition:

See Item 7 of the attached cover pages.

(iv) Shared power to dispose or to direct the disposition:

See Item 8 of the attached cover pages.

Each of the Funds is the record owner of the shares of Common Stock shown on item 9 of its respective cover page.

EJF Financial Services GP, LLC is the general partner of the Financial Services Fund and an investment manager of certain affiliates thereof and may be deemed to share beneficial ownership of the shares of Common Stock of which the Financial Services Fund is the record owner.

EJF Income GP, LLC is the general partner of the Income Fund and the investment manager of an affiliate thereof and may be deemed to share beneficial ownership of the shares of Common Stock of which the Income Fund is the record owner.

EJF Capital LLC is the sole member of each of EJF Financial Services GP, LLC and EJF Income GP, LLC, and may be deemed to share beneficial ownership of the shares of Common Stock of which such entities may share beneficial ownership. Emanuel J. Friedman is the controlling member of EJF Capital LLC and may be deemed to share beneficial ownership of the shares of Common Stock over which EJF Capital LLC may share beneficial ownership.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

See Item 4.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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: February 12, 2016

EJF CAPITAL LLC

By: /s/ Neal J. Wilson

Name:Neal J. Wilson

Title: Chief Operating Officer

EMANUEL J. FRIEDMAN

By:/s/ Emanuel J. Friedman

Name:Emanuel J. Friedman

EJF FINANCIAL SERVICES FUND, LP

By: EJF FINANCIAL SERVICES GP, LLC

Its: General Partner

By: EJF CAPITAL LLC

Its: Sole Member

By: /s/ Neal J. Wilson

Name:Neal J. Wilson Title: Chief Operating Officer

EJF FINANCIAL SERVICES GP, LLC

By: EJF CAPITAL LLC

Its: Sole Member

By:/s/ Neal J. Wilson

Name: Neal J. Wilson

Title: Chief Operating Officer

EJF INCOME FUND, LP

By: EJF INCOME GP, LLC

Its: General Partner

By: EJF CAPITAL LLC Its: Sole Member

By: /s/ Neal J. Wilson

Name:Neal J. Wilson

Title: Chief Operating Officer

EJF INCOME GP, LLC

By: EJF CAPITAL LLC

Its: Sole Member

By: /s/ Neal J. Wilson

Name:Neal J. Wilson

Title: Chief Operating Officer

EXHIBIT A

The undersigned, EJF Capital LLC, a Delaware limited liability company, Emanuel J. Friedman, EJF Financial Services Fund, LP, a Delaware limited partnership, EJF Financial Services GP, LLC, a Delaware limited liability company, EJF Income Fund, LP, a Delaware limited partnership and EJF Income GP, LLC, a Delaware limited liability company, hereby agree and acknowledge that the information required by this Amendment No. 1 to the Schedule 13G, to which this Agreement is attached as an exhibit, is filed on behalf of each of them. The undersigned further agree that any further amendments or supplements thereto shall also be filed on behalf of each of them.

Dated: February 12, 2016

EJF CAPITAL LLC

By:/s/ Neal J. Wilson

Name:Neal J. Wilson

Title: Chief Operating Officer

EMANUEL J. FRIEDMAN

By:/s/ Emanuel J. Friedman

Name: Emanuel J. Friedman

EJF FINANCIAL SERVICES FUND, LP

By:EJF FINANCIAL SERVICES GP, LLC

Its: General Partner

By:EJF CAPITAL LLC

Its: Sole Member

By:/s/ Neal J. Wilson

Name: Neal J. Wilson

Title: Chief Operating Officer

EJF FINANCIAL SERVICES GP, LLC

By:EJF CAPITAL LLC

Its: Sole Member

By:/s/ Neal J. Wilson

Name:Neal J. Wilson

Title: Chief Operating Officer

EJF INCOME FUND, LP

By:EJF INCOME GP, LLC

Its: General Partner

By:EJF CAPITAL LLC

Its: Sole Member

By:/s/ Neal J. Wilson

Name:Neal J. Wilson

Title: Chief Operating Officer

EJF INCOME GP, LLC

By:EJF CAPITAL LLC

Its: Sole Member

By:/s/ Neal J. Wilson

Name:Neal J. Wilson

Title: Chief Operating Officer