

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Corbin Capital Partners, L.P.</u> <hr/> (Last) (First) (Middle) 590 MADISON AVENUE, 31ST FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/05/2023	3. Issuer Name and Ticker or Trading Symbol <u>Wheeler Real Estate Investment Trust, Inc. [WHLR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	519,484	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁶⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series B Convertible Preferred Stock	(4)(5)	(4)(5)	Common Stock, par value \$0.01 per share 3,125	(4)(5)	I	See Footnote ⁽³⁾⁽⁶⁾

1. Name and Address of Reporting Person * <u>Corbin Capital Partners, L.P.</u> <hr/> (Last) (First) (Middle) 590 MADISON AVENUE, 31ST FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)		
---	--	--

1. Name and Address of Reporting Person * <u>Corbin Capital Partners GP, LLC</u> <hr/> (Last) (First) (Middle) 590 MADISON AVENUE 31ST FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)		
---	--	--

1. Name and Address of Reporting Person * <u>CEO Holdings LP</u> <hr/> (Last) (First) (Middle) 590 MADISON AVENUE 31ST FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)		
---	--	--

Explanation of Responses:

1. On October 5, 2023, the holders of Wheeler Real Estate Investment Trust, Inc.'s (the "Issuer") Series D Cumulative Convertible Preferred Stock (the "Series D Preferred Stock") became eligible to redeem such holder's shares of Series D Preferred Stock at a redemption price of \$25.00 per share, plus the amount of all accrued but unpaid dividends to and including the redemption date (the "Redemption Price"). The Redemption Price is payable by the Issuer, at the Issuer's option, in cash or in equal value of shares of common stock, par value \$0.01 per share ("Common Stock"), or in any combination of cash and shares of Common Stock. (cont'd in fn. 2)
2. (cont'd from fn. 1) On October 5, 2023, CEOF Holdings LP ("CEOF"), a Delaware limited partnership, redeemed 40,000 shares of Series D Preferred Stock, which the Issuer elected to redeem for shares of Common Stock. As a result of this redemption, each of CEOF, Corbin Capital Partners GP, LLC, a Delaware limited liability company ("Corbin GP"), and Corbin Capital Partners, L.P., a Delaware limited partnership ("CCP" and together with CEOF and Corbin GP, the "Reporting Persons") became the beneficial owner of more than 10% of the Issuer's Common Stock.
3. Held directly by CEOF. CCP is the investment advisor to CEOF and may be deemed to share beneficial ownership over the shares of Common Stock held by CEOF. Corbin GP is the general partner of CCP and may be deemed to share beneficial ownership over the shares of Common Stock held by CEOF over which CCP shares beneficial ownership.
4. Subject to a mandatory conversion once the 20-trading day volume-weighted average closing price of the Issuer's Common Stock exceeds \$580 per share; once this weighted average closing price is met, each share of the Issuer's Series B Preferred Stock will automatically convert into shares of Common Stock at a conversion price equal to \$400.00 per share. In addition, holders of the Issuer's Series B Preferred Stock also have the option, at any time, to convert shares of the Issuer's Series B Preferred Stock into shares of the Issuer's Common Stock at a conversion price of \$400.00 per share of Common Stock. (cont'd in fn. 5)
5. (cont'd from fn. 4) As disclosed in the Form 8-K filed by the Issuer with the SEC on August 17, 2023, which announced the effectiveness of the Company's one-for-ten reverse stock split, each share of Series B Preferred Stock is convertible into 0.0625 shares of the Issuer's common stock. The Series B Preferred Stock has no maturity date and will remain outstanding indefinitely unless subject to a mandatory or voluntary conversion as described above. Pursuant to an Excepted Holder Agreement that CEOF entered into with the Issuer on October 4, 2023, CEOF is prohibited from beneficially owning more than 16% of the Issuer's outstanding shares. As a result, the Series B Preferred Stock held by CEOF is not convertible by CEOF to the extent that such conversion would violate the 16% ownership cap.
6. Each of the Reporting Persons disclaim beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.

Corbin Capital Partners, L.P., By:
/s/ Daniel Friedman, as General Counsel 10/11/2023
CEOF Holdings LP, By: Corbin
Capital Partners, L.P., its
investment advisor, By: /s/ Daniel
Friedman, as General Counsel 10/11/2023
Corbin Capital Partners GP, LLC,
By: /s/ Daniel Friedman, as
Authorized Signatory 10/11/2023

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.