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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Corbin Capital Partners, L.P.</u> _____ (Last) (First) (Middle) 590 MADISON AVENUE, 31ST FLOOR _____ (Street) NEW YORK NY 10022 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Wheeler Real Estate Investment Trust, Inc. [WHLR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% beneficial owner
	3. Date of Earliest Transaction (Month/Day/Year) 10/09/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock, par value \$0.01 per share	10/09/2023		S		254,961	D	\$1.0344 ⁽³⁾	264,523	I	See Footnotes ⁽¹⁾⁽²⁾	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

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

1. Name and Address of Reporting Person *

CEO Holdings LP

(Last) (First) (Middle)

590 MADISON AVENUE
31ST FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

1. Held directly by CEO Holdings LP, a Delaware limited partnership ("CEO"). Corbin Capital Partners, L.P., a Delaware limited partnership ("CCP") is the investment advisor to CEO and may be deemed to share beneficial ownership over the shares of common stock, par value \$0.01 per share ("Common Stock") held by CEO. Corbin Capital Partners GP, LLC, a Delaware limited liability company ("Corbin GP") is the general partner of CCP and may be deemed to share beneficial ownership over the shares of Common Stock held by CEO over which CCP shares beneficial ownership.
2. Each of CEO, CCP and Corbin GP (the "Reporting Persons") disclaims beneficial ownership of all reported shares except to the extent of their 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.
3. The price reported in Column 4 is a weighted average price. These shares of Common Stock of Wheeler Real Estate Investment Trust, Inc. (the "Issuer") were sold in multiple transactions at prices ranging from \$1.01 to \$1.12, inclusive. The Reporting Persons undertake to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of Common Stock sold at each separate price within the ranges set forth in the footnotes of this Form 4.

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

Corbin Capital Partners, L.P., 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 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).

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.