

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

**SCHEDULE 13G**  
Under the Securities Exchange Act of 1934

**Wheeler Real Estate Investment Trust, Inc.**

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(Name of Issuer)

**Common Stock, par value \$0.01 per share**

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(Title of Class of Securities)

**963025887**

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(CUSIP Number)

**October 5, 2023**

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> CEOF Holdings LP	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 3,125 <sup>(1)</sup>
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 3,125 <sup>(1)</sup>
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,125 <sup>(1)</sup>	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 0.1% <sup>(1)</sup>	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

- (1) Based on 3,217,845 shares of common stock, par value \$0.01 per share ("Common Stock") outstanding as of October 6, 2023, as reported to the reporting persons by the Issuer on October 6, 2023, plus 50,000 shares of Series B Convertible Preferred Stock beneficially owned by the reporting persons and convertible within sixty days into 3,125 shares of Common Stock.
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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Corbin Capital Partners, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 3,125 <sup>(1)</sup>
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 3,125 <sup>(1)</sup>
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,125 <sup>(1)</sup>	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 0.1% <sup>(1)</sup>	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

- (1) Based on 3,217,845 shares of Common Stock outstanding as of October 6, 2023, as reported to the reporting persons by the Issuer on October 6, 2023, plus 50,000 shares of Series B Convertible Preferred Stock beneficially owned by the reporting persons and convertible within sixty days into 3,125 shares of Common Stock.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Corbin Capital Partners GP, LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 3,125 <sup>(1)</sup>
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 3,125 <sup>(1)</sup>
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,125 <sup>(1)</sup>	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 0.1% <sup>(1)</sup>	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(1) Based on 3,217,845 shares of Common Stock outstanding as of October 6, 2023, as reported to the reporting persons by the Issuer on October 6, 2023, plus 50,000 shares of Series B Convertible Preferred Stock beneficially owned by the reporting persons and convertible within sixty days into 3,125 shares of Common Stock.

**Item 1. (a) Name of Issuer**

Wheeler Real Estate Investment Trust, Inc. (the “Issuer”)

**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 Schedule 13G is filed on behalf of the following persons (collectively, the “Reporting Persons”):

- (i) CEOF Holdings LP;
- (ii) Corbin Capital Partners, L.P.; and
- (iii) Corbin Capital Partners GP, LLC

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

The address of the principal business office of each of CEOF Holdings LP, Corbin Capital Partners, L.P., and Corbin Capital Partners GP, LLC is 590 Madison Avenue, 31st Floor, New York, NY 10022.

**Item 2. (c) Citizenship**

CEOF Holdings LP and Corbin Capital Partners, L.P. are Delaware limited partnerships. Corbin Capital Partners GP, LLC is a Delaware limited liability company.

**Item 2. (d) Title of Class of Securities**

Common Stock, par value \$0.01 per share (the “Shares”).

**Item 2. (e) CUSIP Number**

963025887

**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(a). Amount Beneficially Owned:**

The information in Items 5 through 9 and Item 11 on the cover pages to this Schedule 13G is hereby incorporated by reference. The percentages used herein are calculated based upon 3,217,845 shares of Common Stock outstanding as of October 6, 2023, as reported to the Reporting Persons by the Issuer on October 6, 2023, plus 50,000 shares of Series B Convertible Preferred Stock beneficially owned by the reporting persons and convertible within sixty days into 3,125 shares of Common Stock.

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

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If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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

Not applicable.

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

The Shares reported herein are held by CEOF Holdings LP, a Delaware limited partnership. Corbin Capital Partners GP, LLC is the general partner of Corbin Capital Partners, L.P., which serves as investment advisor for CEOF Holdings LP.

**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 the Reporting Person certifies that, to the best of its 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.

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**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: October 11, 2023

**CEOF Holdings LP**

By: Corbin Capital Partners, L.P.  
Its: Investment Manager

By: /s/ Daniel Friedman

Name: Daniel Friedman  
Title: General Counsel

**Corbin Capital Partners L.P.**

By: /s/ Daniel Friedman

Name: Daniel Friedman  
Title: General Counsel

**Corbin Capital Partners GP, LLC**

By: /s/ Daniel Friedman

Name: Daniel Friedman  
Title: Authorized Signatory

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**JOINT FILING AGREEMENT**

The undersigned hereby agree that this Schedule 13G with respect to the Common Stock, par value \$0.01 of Wheeler Real Estate Trust, Inc. is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: October 11, 2023

**CEO Holdings LP**

By: Corbin Capital Partners, L.P.  
Its: Investment Manager

By: /s/ Daniel Friedman

Name: Daniel Friedman  
Title: General Counsel

**Corbin Capital Partners L.P.**

By: /s/ Daniel Friedman

Name: Daniel Friedman  
Title: General Counsel

**Corbin Capital Partners GP, LLC**

By: /s/ Daniel Friedman

Name: Daniel Friedman  
Title: Authorized Signatory