

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

**SCHEDULE 13D/A  
(Amendment No. 1)**

Under the Securities Exchange Act of 1934

**WHEELER REAL ESTATE INVESTMENT TRUST, INC.**  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

963025101  
(CUSIP Number)

Mr. Andrew R. Jones  
NS Advisors, LLC  
274 Riverside Avenue  
Westport, CT 06880  
(203) 227-9898  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

- with copies to-

Phillip M. Goldberg  
Foley & Lardner LLP  
321 North Clark Street  
Suite 2800  
Chicago, IL 60654-5313  
(312) 832-4549

Peter D. Fetzer  
Foley & Larder LLP  
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Suite 3800  
Milwaukee, WI 53202-5306  
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January 26, 2018  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §240.13d-1(e), §240.13d-1(f) or §240.13d-1(g), check the following box .

1	NAME OF REPORTING PERSON <b>NS Advisors, LLC</b>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="checkbox"/> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS <b>WC</b>	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Connecticut</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>0</b>
	8	SHARED VOTING POWER <b>580,728*</b>
	9	SOLE DISPOSITIVE POWER <b>0</b>
	10	SHARED DISPOSITIVE POWER <b>580,728*</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>580,728*</b>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>6.6%</b>	
14	TYPE OF REPORTING PERSON <b>IA</b>	

\*Includes 21,600 shares of preferred stock that are convertible into 31,834 shares of common stock, at any time, at a conversion price of \$16.96.

1	NAME OF REPORTING PERSON <b>Andrew R. Jones</b>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS <b>PF</b>	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>U.S.</b>	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7	SOLE VOTING POWER <b>12,464</b>
	8	SHARED VOTING POWER <b>580,728*</b>
	9	SOLE DISPOSITIVE POWER <b>12,464</b>
	10	SHARED DISPOSITIVE POWER <b>580,728*</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>593,192*</b>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>6.8%</b>	
14	TYPE OF REPORTING PERSON <b>IN</b>	

\*Includes 21,600 shares of preferred stock that are convertible into 31,834 shares of common stock, at any time, at a conversion price of \$16.96.

**Item 1. Security and Issuer**

This amended and restated Schedule 13D (this "Schedule 13D") relates to the common stock, \$0.01 par value (the "Common Stock"), of Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 2529 Virginia Beach Blvd., Suite 200, Virginia Beach, Virginia 23452.

**Item 2. Identity and Background**

- (a) This Schedule 13D is being filed jointly by (1) NS Advisors, LLC, a Connecticut limited liability company ("NS Advisors"); and (2) Andrew R. Jones, the managing partner of NS Advisors (collectively, the "Reporting Persons"). The joint filing agreement of the Reporting Persons was attached as Exhibit 99.1 to the initial Schedule 13D filed with the Securities and Exchange Commission on July 21, 2017.
- (b) The principal business address of the Reporting Persons is 274 Riverside Avenue, Westport, Connecticut 06880.
- (c) The principal business of NS Advisors is to serve as an investment manager or adviser to various investment partnerships, funds and managed accounts (collectively, the "Clients"). The principal occupation of Mr. Jones is investment management through his ownership and control over the affairs of NS Advisors. NS Advisors has voting and dispositive power over the Common Stock held by the Clients.
- (d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Mr. Jones is a citizen of the United States of America.

**Item 3. Source and Amount of Funds or Other Consideration**

In aggregate, the Reporting Persons have voting and dispositive power over 593,192 shares of Common Stock of the Issuer, which includes the shares of Common Stock into which the preferred stock is convertible, at an aggregate cost of \$6,746,232.

This includes: (1) 548,894 shares of Common Stock held on behalf of the Clients, acquired at an aggregate cost of \$6,236,525 using the Clients' available working capital; (2) 21,600 shares of preferred stock that are convertible into 31,834 shares of Common Stock, at any time, at a conversion price of \$16.96, acquired at an aggregate cost of \$356,418; and (3) 12,464 shares of Common Stock owned by Mr. Jones through his Individual Retirement Account (IRA) for a total cost of \$153,289, acquired using the IRA's available capital.

NS Advisors does not own any Common Stock directly but is deemed to beneficially own Common Stock purchased on behalf of the Clients. NS Advisors disclaims beneficial ownership of such Common Stock, except to the extent of its pecuniary interest therein.

From time to time, the Reporting Persons may purchase Common Stock on margin provided by banking institutions or brokerage firms on such firms' usual terms and conditions. All or part of the shares of Common Stock held by the Reporting Persons may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such entities. Such loans, if any, generally bear interest at a rate based upon the federal funds rate plus a margin. Such indebtedness, if any, may be refinanced with other banks or broker-dealers. As of the date of this filing, none of the Reporting Persons have loans secured by Common Stock.

**Item 4. Purpose of Transaction**

This is the Reporting Persons' initial Schedule 13D filing. In the aggregate, the Reporting Persons hold 6.8% of the Issuer's Common Stock, based upon the Issuer's outstanding shares (as adjusted to address the convertible preferred stock) as of November 7, 2017.

The Reporting Persons are concerned about the Issuer's current trading price. It is the Reporting Persons' intent to engage in a dialogue with the management and the board of directors of the Issuer to address these concerns and questions.

Mr. Jones, the managing partner of NS Advisors, sent a letter dated January 26, 2018 to Mr. Jeffrey M. Zwerdling, the Lead Director of the Issuer, addressing concerns related to the performance of the Issuer. A copy of the letter is attached as Exhibit 99.3 hereto.

Mr. Jones sent a letter dated July 20, 2017 to Mr. Jon S. Wheeler, Chairman and Chief Executive Officer of the Issuer, addressing, among other things, ways in which he believes shareholder value may be maximized. A copy of the letter was attached as Exhibit 99.2 to the initial Schedule 13D filed with the Securities and Exchange Commission on July 21, 2017.

Unless otherwise noted in this Schedule 13D, no Reporting Person has any plans or proposals which relate to, or would result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting

Persons may, at any time and from time to time, review or reconsider their positions and formulate plans or proposals with respect thereto. The Reporting Persons may make further purchases of shares of Common Stock, although they have no present intention of increasing their aggregate holdings above 9.999% of the Issuer's outstanding Common Stock. The Reporting Persons may dispose of any or all the shares of Common Stock which they hold.

**Item 5. Interest in Securities of the Issuer**

(a) - (b) As of the date of this Schedule 13D, the Reporting Persons held in the aggregate 593,192 shares of Common Stock of the Issuer, which represents 6.8% of the outstanding Common Stock and includes on an as exercised basis the 31,834 shares of Common Stock into which the preferred stock are convertible.

This includes (1) 580,728 shares of Common Stock owned by the Clients, which represents 6.7% of the outstanding Common Stock, and includes on an as exercised basis the 31,834 shares of Common Stock into which the preferred stock are convertible; and (2) 12,464 shares of Common Stock owned by Mr. Jones through his IRA, which represents <0.1% of the outstanding Common Stock.

The percentages used in this Schedule 13D are calculated based upon 8,730,859 outstanding shares (as adjusted to address the convertible preferred stock) of Common Stock as of November 7, 2017. This amount is based upon the number of outstanding shares of Common Stock reported as of November 7, 2017, in the Issuer's quarterly report on Form 10-Q filed on November 9, 2017.

Each of the Reporting Persons shares voting and dispositive power over the shares of Common Stock held by the Clients.

(c) Set forth below are all of the transactions in the Common Stock effected by NS Advisors on behalf of the Clients during the past 60 days. In addition, NS Advisors on behalf of the Clients purchased 21,600 shares of convertible preferred stock of the Issuer, which are convertible in shares of Common Stock at a conversion price per share of \$16.96.

<b>Date</b>	<b>Number of Shares Purchased</b>	<b>Price Per Share</b>	<b>Where and How Transaction Effected</b>
11/28/2017	3,400	\$10.13	Open Market
11/29/2017	1,331	\$10.04	Open Market
12/12/2017	1,800	\$11.19	Open Market
12/13/2017	3,187	\$11.16	Open Market
12/14/2017	2,341	\$11.11	Open Market
12/15/2017	1,081	\$10.88	Open Market
12/19/2017	1,882	\$10.94	Open Market
12/20/2017	776	\$10.54	Open Market
12/27/2017	100	\$10.67	Open Market
12/28/2017	653	\$10.24	Open Market
12/29/2017	6,044	\$9.91	Open Market
1/4/2018	2,500	\$8.74	Open Market
1/10/2018	10,359	\$7.87	Open Market
1/12/2018	18,957	\$7.47	Open Market
1/17/2018	5,856	\$7.33	Open Market
1/25/2018	7,500	\$7.02	Open Market

Because Mr. Jones is the managing partner of NS Advisors, he is deemed to share the voting and disposition of shares of Common Stock held by NS Advisors on behalf of the Clients.

Set forth below are all of the transactions in the Common Stock effected by Mr. Jones in his Individual Retirement Account during the past 60 days:

<b>Date</b>	<b>Number of Shares Purchased</b>	<b>Price Per Share</b>	<b>Where and How Transaction Effected</b>
12/5/2017	574	\$10.34	Open Market
1/11/2018	1,644	\$7.58	Open Market

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Common Stock.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

NS Advisors is the investment manager on behalf of the Clients. Each of the Clients has granted NS Advisors the sole and exclusive authority to vote and dispose of the shares of Common Stock held on their behalf pursuant to a management agreement. NS Advisors is entitled to a fee for managing and advising these Clients, generally based upon a percentage of the Clients' capital. NS Advisors serves as general partner of various partnerships, including North Star Partners, L.P. For serving as the general partner of these partnerships, NS Advisors is entitled to an allocation of a portion of net profits, if any, generated by the partnerships.

Other than the foregoing arrangements and relationships, and the Joint Filing Agreement filed as Exhibit 99.1 to the initial Schedule 13D filed with the Securities and Exchange Commission on July 21, 2017, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Issuer.

**Item 7. Material to be Filed as Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Joint Filing Agreement by and among the Reporting Persons.*
99.2	Letter of Andrew R. Jones to Wheeler eal Estate Investment Trust, Inc., dated July 20, 2017.*
99.3	Letter of Andrew R. Jones to Wheeler Real Estate Investment Trust, Inc., dated January 26, 2018.

\*Previously filed.

**SIGNATURES**

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 26, 2018

**NS ADVISORS, LLC**

By: /s/ Andrew R. Jones  
Name: Andrew R. Jones  
Title: Managing Partner

/s/ Andrew R. Jones  
Andrew R. Jones





January 26, 2018

Mr. Jeffrey M. Zwerdling  
Lead Director  
Wheeler Real Estate Investment Trust, Inc.  
2529 Virginia Beach Boulevard  
Suite 200  
Virginia Beach, VA 23452

Dear Mr. Zwerdling:

NS Advisors, LLC ("North Star", "North Star Partners", "we" or "us") currently owns 561,358 common shares of Wheeler Real Estate Investment Trust, Inc. ("Wheeler", "WHLR" or the "Company"). As you know, we are long term investors in the company and like all of your investors we have suffered a significant decline in the value of our investment.

We wrote to the company last July asking that the board of directors initiate a formal process to explore strategic alternatives for the Company, including, but not limited to, selling the Company, in whole or in pieces, in order to close the substantial gap that exists between the current trading price and our estimate of underlying intrinsic value. The rationale for that request was that the company had performed poorly since the "re-IPO" in 2015, having failed to deliver on numerous performance boogies and ultimately slashing the dividend by 19%.

After ignoring our request the board went on to approve the poorly conceived JANAF acquisition, which has resulted in further destruction of shareholder value. In addition to being a diversion from the company's strategy of acquiring smaller grocery anchored shopping centers, it was financed with preferred equity that essentially gave away \$12.475 million in shareholder value<sup>1</sup>. This represents a dilution in shareholder value of \$1.33/share. How could the board have possibly felt that this was a financially responsible transaction? In addition to having destroyed shareholder value, the transaction seems to have resulted in the investment community losing what remaining faith it had in the company, as is evidenced by the selloff that peaked on January 16th when the stock hit a low of \$6/share.

On January 17th the company announced a change in strategy, saying that after just completing a large acquisition, it would now turn around and sell assets and pay down debt and repurchase stock. While we welcome this change, we are concerned that it is entirely reactionary and may in fact not be followed through on. With a lack of specifics as to size or timing, it feels as though management is simply trying to buy more time in the hopes that the stock price will recover. As we pointed out in our last letter, a core issue is that the company is too small, and the overhead burden is too large, to merit continuation as an independent public company. A shrinking of the asset base does not solve this problem, what is needed is a more comprehensive plan to address the chronic undervaluation. To achieve the best possible outcome for shareholders we hereby request that the board undertake the following steps:

1. Publicly commit to a plan of complete liquidation that will result in the sale of all the company's assets in an orderly manner.
2. Appoint a committee of independent directors to oversee the liquidation and insure that the assets are sold for full market value.
3. Hire a nationally recognized commercial real estate broker to market the company's assets.

After years of value destruction it is time for the board to step up and see that the underlying value of the company's assets are realized and the remaining capital is returned to shareholders.

Sincerely,

/s/ Andrew R. Jones

Andrew R. Jones CFA

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<sup>1</sup> Calculated as the difference between the liquidations preference of the 1,303,000 pfd shares sold in the offering (\$32.5 million) and the net proceeds of \$20.1 million estimated by the company in the prospectus supplement dated January 11, 2018.