# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 4)\*

# Wheeler Real Estate Investment Trust, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

963025705

(CUSIP Number)

Westport Capital Partners LLC 40 Danbury Road Wilton, CT 06897 (203) 429-8602

with a copy to:

Eleazer Klein, Esq. Schulte Roth & Zabel LLP 919 Third Avenue New York, New York 10022 (212) 756-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 13, 2019

(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 13 Pages)

The information required on 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).

<sup>\*</sup> 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.

1	NAME OF REPORT			
	WCP Real Estat	e Fund IV, L.P.		
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
_			(b) 🗵	
			(0) 🖾	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNDS	S		
4	WC (see Iter	WC (see Item 3)		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
	7	SOLE VOTING POWER		
	/	373,390 (including 20,003 shares of Common Stock issuable upon conv	ersion of shares of	
		Series D Preferred Stock)		
NUMBER OF		SHARED VOTING POWER		
SHARES	8	-()-		
BENEFICIALLY OWNED BY		-0-		
EACH	9	SOLE DISPOSITIVE POWER		
REPORTING		373,390 (including 20,003 shares of Common Stock issuable upon conv	ersion of shares of	
PERSON WITH:		Series D Preferred Stock)		
	10	SHARED DISPOSITIVE POWER		
	10	-0-		
11		OUNT BENEFICIALLY OWNED BY EACH PERSON	C: D D	
		cluding 20,003 shares of Common Stock issuable upon conversion of shares of	Series D Preferred	
	Stock)			
12	CHECK IF THE AG	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П	
14				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	3.8%			
	TYPE OF REPORTI	NG PEDSON		
14	PN	NO LERSON		
	111			

	1			
1	NAME OF REPORT			
		te Fund IV (ERISA), L.P.		
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) $\square$	
			(b) 🗵	
	SECTISE ONLY		(0)	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUND	S		
7	WC (see Item 3)			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
	7	SOLE VOTING POWER		
	′	187,930 (including 10,068 shares of Common Stock issuable upon conv	ersion of shares of	
		Series D Preferred Stock)		
NUMBER OF	0	SHARED VOTING POWER		
SHARES BENEFICIALLY	8	-0-		
OWNED BY				
EACH	9	SOLE DISPOSITIVE POWER		
REPORTING PERSON WITH:		187,930 (including 10,068 shares of Common Stock issuable upon conv	ersion of shares of	
TERROTT WITH		Series D Preferred Stock)		
	10	SHARED DISPOSITIVE POWER		
	10	-0-		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH PERSON		
11	187,930 (inc	cluding 10,068 shares of Common Stock issuable upon conversion of shares of	Series D Preferred	
	Stock)			
	CUECK IS THE AC	CDECATE AMOUNT IN DOW (11) EYELLINES CEDTAIN SHADES		
12	CHECK IF THE AG	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	1.9%			
	TYPE OF REPORTI	NG PERSON		
14	PN	TO LEADON		
	111			

1	NAME OF REPORTIN		
	Westport Capital	Partners LLC	
2	CHECK THE APPROI	PRIATE BOX IF A MEMBER OF A GROUP	(a) $\square$
_			(b) 🗵
			(b) 🖾
3	SEC USE ONLY		
_			
4	SOURCE OF FUNDS		
	WC (see Item	(3)	
5	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
5			Ш
6	CITIZENSHIP OR PLA	ACE OF ORGANIZATION	
O	Delaware		
		COLE VOTING DOWER	
	7	SOLE VOTING POWER 857,864 (including 32,392 shares of Common Stock issuable upon conversion	of charge of
		Series B Preferred Stock and 44,223 shares of Common Stock issuable upon of	
		shares of Series D Preferred Stock)	Conversion of
		Shales of Series D Freiened Stock)	
NUMBER OF SHARES	8	SHARED VOTING POWER	
BENEFICIALLY	U	-0-	
OWNED BY	0	SOLE DISPOSITIVE POWER	
EACH REPORTING	9	857,864 (including 32,392 shares of Common Stock issuable upon conversion	of shares of
PERSON WITH:		Series B Preferred Stock and 44,223 shares of Common Stock issuable upon of	
		shares of Series D Preferred Stock)	
		/	
	10	SHARED DISPOSITIVE POWER -0-	
		-0-	
11		NT BENEFICIALLY OWNED BY EACH PERSON	
11		uding 32,392 shares of Common Stock issuable upon conversion of shares of Series	
	Stock and 44,	223 shares of Common Stock issuable upon conversion of shares of Series D Prefe	rred Stock)
1.0	CHECK IF THE AGG	REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK IF THE AUGI	REGATE AMOUNT IN ROW (11) EACEODES CERTAIN SHARES	
10	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
13	8.8%	REFRESERVED D. TRINOUNI IN ROW (11)	
14	TYPE OF REPORTING	G PERSON	
	OO		

	1			
1		NAME OF REPORTING PERSON		
	Russel S. Bernar			
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) $\square$	
_			(b) 🗵	
	GEGLIGE ONLY		(0) 🖾	
3	SEC USE ONLY			
	SOURCE OF FUNDS	,		
4	WC (see Iten			
	WC (See Her	11 3)		
5	CHECK BOX IF DISC	LOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
6	CITIZENSHIP OR PI	ACE OF ORGANIZATION		
U	United States	s of America		
	_	SOLE VOTING POWER		
	7	-0-		
		-0-		
	8	SHARED VOTING POWER		
NHI (DED OF		857,864 (including 32,392 shares of Common Stock issuable upon conve		
NUMBER OF SHARES		Series B Preferred Stock and 44,223 shares of Common Stock issuable up	oon conversion of	
BENEFICIALLY		shares of Series D Preferred Stock)		
OWNED BY EACH	0	SOLE DISPOSITIVE POWER		
REPORTING	9	-0-		
PERSON WITH:				
	10	SHARED DISPOSITIVE POWER		
		857,864 (including 32,392 shares of Common Stock issuable upon conve		
		Series B Preferred Stock and 44,223 shares of Common Stock issuable up	oon conversion of	
		shares of Series D Preferred Stock)		
11		UNT BENEFICIALLY OWNED BY EACH PERSON		
11		luding 32,392 shares of Common Stock issuable upon conversion of shares of S		
	Stock and 44	2,223 shares of Common Stock issuable upon conversion of shares of Series D F	Preferred Stock)	
10	CHECK IF THE AGO	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	CILCE IF THE AUC	ACCOUNT IN NOW (11) EACCODES CENTAIN SHARES		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	<u> </u>	
13	8.8%			
	TYPE OF REPORTIN	IC DEDSON		
14	IN	NU LEKSON		
	11.1			

1	NAME OF REPORTI		
	Sean F. Armstro		
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) $\square$
_			(b) 🗵
			(0) 🖾
3	SEC USE ONLY		
_	SOURCE OF FUNDS	,	
4	WC (see Iter		
	,	<u> </u>	
5	CHECK BOX IF DISC	LOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
U	United States of America		
	_	SOLE VOTING POWER	
	7	39,104	
		37,101	
	8	SHARED VOTING POWER	
NUMBER OF		857,864 (including 32,392 shares of Common Stock issuable upon conve	
SHARES		Series B Preferred Stock and 44,223 shares of Common Stock issuable u	ipon conversion of
BENEFICIALLY		shares of Series D Preferred Stock)	
OWNED BY EACH	9	SOLE DISPOSITIVE POWER	
REPORTING	9	39,104	
PERSON WITH:		SHARED DISPOSITIVE POWER	
	10	857,864 (including 32,392 shares of Common Stock issuable upon conve	ergion of charge of
		Series B Preferred Stock and 44,223 shares of Common Stock issuable upon convergence of the stock is stock is stock in the stock in the stock is stock in the stock in the stock is stock in the s	
		shares of Series D Preferred Stock)	ipon conversion of
		,	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON		a
		luding 32,392 shares of Common Stock issuable upon conversion of shares of	
	Stock and 44	2,223 shares of Common Stock issuable upon conversion of shares of Series D	Preferred Stock)
12	CHECK IF THE AGO	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П
12			1
13		S REPRESENTED BY AMOUNT IN ROW (11)	
	9.2%		
1.4	TYPE OF REPORTIN	NG PERSON	
14	IN		
1			

1	NAME OF REPORTING PERSON		
	Wm. Gregory G	eiger	
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) $\square$
_			(b) 🗵
			(b) 🖾
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
-	WC (see Iten	n 3)	
_	CHECK BOX IF DISC	LOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
5	CHECK BOX II DISC	ECOUNT OF ELONE TROCEEDING IS REQUIRED FORSOMY FOR ITEMS 2(u) of 2(c)	
	CITIZENSHIP OP DI	ACE OF ORGANIZATION	
6	United States		
	Omica States	of America	
	7	SOLE VOTING POWER	
		-0-	
	0	SHARED VOTING POWER	
	8	857,864 (including 32,392 shares of Common Stock issuable upon conve	ersion of shares of
NUMBER OF		Series B Preferred Stock and 44,223 shares of Common Stock issuable u	
SHARES		shares of Series D Preferred Stock)	pon conversion or
BENEFICIALLY OWNED BY		shares of series D i ference stock)	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		-0-	
PERSON WITH:	4.0	SHARED DISPOSITIVE POWER	
	10	857,864 (including 32,392 shares of Common Stock issuable upon conve	ersion of shares of
		Series B Preferred Stock and 44,223 shares of Common Stock issuable u	
		shares of Series D Preferred Stock)	pon conversion or
		shares of series b Freience Stock)	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
		luding 32,392 shares of Common Stock issuable upon conversion of shares of S	
	Stock and 44	,223 shares of Common Stock issuable upon conversion of shares of Series D	Preferred Stock)
12	CHECK IF THE AGO	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П
12	11127100		
12	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
13	8.8%		
14	TYPE OF REPORTIN	NG PERSON	
	IN		

1	NAME OF REPORT	TING PERSON		
1	Jordan S. Socar	Jordan S. Socaransky		
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ☐  (b) ☒		
3	SEC USE ONLY			
4	SOURCE OF FUND WC (see Ite			
5	CHECK BOX IF DISC	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America			
	7	SOLE VOTING POWER -0-		
NUMBER OF SHARES BENEFICIALLY	8	SHARED VOTING POWER 857,864 (including 32,392 shares of Common Stock issuable upon convolution Series B Preferred Stock and 44,223 shares of Common Stock issuable upon shares of Series D Preferred Stock)		
OWNED BY EACH REPORTING PERSON WITH:	9	SOLE DISPOSITIVE POWER -0-		
PERSON WITH:	10	SHARED DISPOSITIVE POWER 857,864 (including 32,392 shares of Common Stock issuable upon convo Series B Preferred Stock and 44,223 shares of Common Stock issuable u shares of Series D Preferred Stock)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 857,864 (including 32,392 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock and 44,223 shares of Common Stock issuable upon conversion of shares of Series D Preferred Stock)			
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.8%			
14	TYPE OF REPORTING PERSON IN			

	1			
1		NAME OF REPORTING PERSON  Marc Porosoff		
2		MARC POPOSOTI  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (b)   (b)		
3	SEC USE ONLY		(0) 🗀	
4	SOURCE OF FUNDS WC (see Item			
5	CHECK BOX IF DISC	LOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America			
	7	SOLE VOTING POWER -0-		
NUMBER OF SHARES BENEFICIALLY	8	SHARED VOTING POWER 857,864 (including 32,392 shares of Common Stock issuable upon convers Series B Preferred Stock and 44,223 shares of Common Stock issuable upon shares of Series D Preferred Stock)		
OWNED BY EACH REPORTING	9	SOLE DISPOSITIVE POWER -0-		
PERSON WITH:	10	SHARED DISPOSITIVE POWER 857,864 (including 32,392 shares of Common Stock issuable upon convers. Series B Preferred Stock and 44,223 shares of Common Stock issuable upon shares of Series D Preferred Stock)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 857,864 (including 32,392 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock and 44,223 shares of Common Stock issuable upon conversion of shares of Series D Preferred Stock)			
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.8%			
14	TYPE OF REPORTING PERSON IN			

This Amendment No. 4 ("Amendment No. 4") amends and supplements the Schedule 13D originally filed on June 15, 2015 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed on December 20, 2017 ("Amendment No. 1"), Amendment No. 2 to the Original Schedule 13D filed on March 23, 2018 ("Amendment No. 2") and Amendment No. 3 to the Original Schedule 13D filed on April 13, 2018 ("Amendment No. 3," and together with the Original Schedule 13D, Amendment No. 1, Amendment No 2 and this Amendment No. 4, the "Schedule 13D") relating to the common stock, \$0.01 par value per share (the "Common Stock"), of Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 4 have the meanings set forth in the Schedule 13D. This Amendment No. 4 amends Items 3, 4 and 5(a)-(c) as set forth below.

#### Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

The shares of Common Stock reported herein as solely beneficially owned by Mr. Armstrong were issued to Mr. Armstrong in connection with his service on the board of directors of the Issuer.

#### Item 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On September 13, 2019, Mr. Armstrong resigned from his position as a director on the board of directors of the Issuer. Also on September 13, 2019, WCP LLC permanently and irrevocably waived all rights to board representation it had under the Shareholder Rights Agreement.

#### Item 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5(a)-(c) of the Schedule 13D is hereby amended and restated as follows:

(a) See rows (11) and (13) of the cover pages to this Schedule 13D/A for the aggregate number of shares of Common Stock and percentages of the Common Stock beneficially owned by each of the Reporting Persons. The percentages used in this Schedule 13D are calculated based upon 9,693,271 shares of Common Stock outstanding as of August 2, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019, filed with the Securities and Exchange Commission on August 5, 2019.

(b)	See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which
	each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to dire
	the disposition.

(c) The Reporting Persons have not effected any transactions in any class of securities reported on herein during the past 60 days.

#### **SIGNATURES**

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

Date: September 17, 2019

WCP REAL ESTATE FUND IV, L.P. By: Westport Capital Partners LLC, its Investment Manager

/s/ Marc Porosoff

Name: Marc Porosoff

Title: Principal and General Counsel

WCP REAL ESTATE FUND IV (ERISA), L.P.

By: Westport Capital Partners LLC,

its Investment Manager

/s/ Marc Porosoff

Name: Marc Porosoff

Title: Principal and General Counsel

WESTPORT CAPITAL PARTNERS LLC

/s/ Marc Porosoff

Name: Marc Porosoff

Title: Principal and General Counsel

RUSSEL S. BERNARD

/s/ Marc Porosoff

Name: Marc Porosoff Title: Attorney-in-Fact

SEAN F. ARMSTRONG

/s/ Marc Porosoff

Name: Marc Porosoff Title: Attorney-in-Fact CUSIP No. 963025705 SCHEDULE 13D/A Page 13 of 13 Pages

### WM. GREGORY GEIGER

/s/ Marc Porosoff

Name: Marc Porosoff Title: Attorney-in-Fact

# JORDAN S. SOCARANSKY

/s/ Marc Porosoff

Name: Marc Porosoff
Title: Attorney-in-Fact

# MARC POROSOFF

/s/ Marc Porosoff