

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 7)\*

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

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(Name of Issuer)

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

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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)

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February 10, 2020  
(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 12 Pages)

\* 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 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).

<b>1</b>	NAME OF REPORTING PERSON WCP Real Estate Fund IV, L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS WC (see Item 3)	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b>	SOLE VOTING POWER 174,599
	<b>8</b>	SHARED VOTING POWER -0-
	<b>9</b>	SOLE DISPOSITIVE POWER 174,599
	<b>10</b>	SHARED DISPOSITIVE POWER -0-
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 174,599	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.8%	
<b>14</b>	TYPE OF REPORTING PERSON PN	

<b>1</b>	NAME OF REPORTING PERSON WCP Real Estate Fund IV (ERISA), L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS WC (see Item 3)	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b>	SOLE VOTING POWER 87,878
	<b>8</b>	SHARED VOTING POWER -0-
	<b>9</b>	SOLE DISPOSITIVE POWER 87,878
	<b>10</b>	SHARED DISPOSITIVE POWER -0-
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 87,878	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.9%	
<b>14</b>	TYPE OF REPORTING PERSON PN	

<b>1</b>	NAME OF REPORTING PERSON Westport Capital Partners LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS WC (see Item 3)	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b>	SOLE VOTING POWER 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)
	<b>8</b>	SHARED VOTING POWER -0-
	<b>9</b>	SOLE DISPOSITIVE POWER 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)
	<b>10</b>	SHARED DISPOSITIVE POWER -0-
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.2%	
<b>14</b>	TYPE OF REPORTING PERSON OO	

<b>1</b>	NAME OF REPORTING PERSON Sean F. Armstrong	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS WC (see Item 3)	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b>	SOLE VOTING POWER 39,104
	<b>8</b>	SHARED VOTING POWER 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)
	<b>9</b>	SOLE DISPOSITIVE POWER 39,104
	<b>10</b>	SHARED DISPOSITIVE POWER 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 444,993 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.6%	
<b>14</b>	TYPE OF REPORTING PERSON IN	

<b>1</b>	NAME OF REPORTING PERSON Wm. Gregory Geiger	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS WC (see Item 3)	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b>	SOLE VOTING POWER -0-
	<b>8</b>	SHARED VOTING POWER 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)
	<b>9</b>	SOLE DISPOSITIVE POWER -0-
	<b>10</b>	SHARED DISPOSITIVE POWER 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.2%	
<b>14</b>	TYPE OF REPORTING PERSON IN	

<b>1</b>	NAME OF REPORTING PERSON Jordan S. Socaransky	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS WC (see Item 3)	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b>	SOLE VOTING POWER -0-
	<b>8</b>	SHARED VOTING POWER 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)
	<b>9</b>	SOLE DISPOSITIVE POWER -0-
	<b>10</b>	SHARED DISPOSITIVE POWER 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.2%	
<b>14</b>	TYPE OF REPORTING PERSON IN	

<b>1</b>	NAME OF REPORTING PERSON Marc Porosoff	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS WC (see Item 3)	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b>	SOLE VOTING POWER -0-
	<b>8</b>	SHARED VOTING POWER 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)
	<b>9</b>	SOLE DISPOSITIVE POWER -0-
	<b>10</b>	SHARED DISPOSITIVE POWER 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 405,889 (including 19,893 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.2%	
<b>14</b>	TYPE OF REPORTING PERSON IN	



This Amendment No. 7 ("Amendment No. 7") 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"), Amendment No. 3 to the Original Schedule 13D filed on April 13, 2018 ("Amendment No. 3"), Amendment No. 4 to the Original Schedule 13D filed on September 17, 2019 ("Amendment No. 4"), Amendment No. 5 to the Original Schedule 13D filed on January 14, 2020 ("Amendment No. 5") and Amendment No. 6 to the Original Schedule 13D filed on January 31, 2020 ("Amendment No. 6," and together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and this Amendment No. 7, 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. 7 have the meanings set forth in the Schedule 13D. This Amendment No. 7 amends Items 3. 5(a)-(c) and (e) and 7 as set forth below.

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

Item 3 of the Schedule 13D is hereby amended and restated, in part, by the following:

The Reporting Persons used approximately \$6,175,936 to purchase the shares of Common Stock.

The Managed Accounts hold an aggregate of 31,828 shares of Series B Preferred Stock, which are convertible into 19,893 shares of Common Stock. The Managed Accounts used approximately \$767,596 (excluding brokerage commissions) in the aggregate to purchase the Series B Preferred Stock.

The source of the funds for the acquisition of the Common Stock purchased by the WCP Funds and the Managed Accounts and the Series B Preferred Stock purchased by the Managed Accounts was from working capital. No part of the purchase price was borrowed by any of the Reporting Persons for the purpose of acquiring such securities.

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

Item 5(a)-(c) and (e) 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 November 6, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019, filed with the Securities and Exchange Commission on November 7, 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 direct the disposition.
- (c) Information concerning transactions in the shares of Common Stock effected by the Reporting Persons since the filing of Amendment No. 5 is set forth in Exhibit 12 hereto and is incorporated herein by reference. All of the transactions in shares of Common Stock listed hereto were effected in the open market through various brokerage entities.
- (e) February 10, 2020

**Item 7. MATERIAL TO BE FILED AS EXHIBITS**

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

Exhibit 12: Transactions in the shares of Common Stock of the Issuer since the filing of Amendment No. 6.

**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: February 11, 2020

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

SEAN F. ARMSTRONG

/s/ Marc Porosoff

Name: Marc Porosoff  
Title: Attorney-in-Fact

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

**Transactions in the Shares of Common Stock of the Issuer Since the Filing of Amendment No. 6.**

The following tables set forth all transactions in the shares of Common Stock by the Reporting Persons since the filing of Amendment No. 6. Except as noted below, all such transactions were effected in the open market through brokers and the price per share is net of commissions.

<b>Trade Date</b>	<b>Shares Purchased (Sold)</b>	<b>Price Per Share (\$)</b>
02/03/2020	(14,509)	1.74
02/04/2020	(12,854)	1.74
02/05/2020	(1,306)	1.74
02/07/2020	(12,600)	1.74
02/10/2020	(83,800)	1.75