

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

WHEELER REAL ESTATE INVESTMENT TRUST INC.

(Name of Issuer)

SERIES D CUMULATIVE PREFERRED STOCK

(Title of Class of Securities)

963025-60-6

(CUSIP Number)

HOWARD AMSTER

290 NORTH OLIVE AVE #523

WEST PALM BEACH, FL 33401

(216)595-1047

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

February 5, 2024

(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 Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7 for other parties to whom copies are to be sent.

\* 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).

1.  
NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

HOWARD AMSTER

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS (see instructions)

PF

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7.

SOLE VOTING POWER

297,512\*

8.

SHARED VOTING POWER

297,512\*

9.

SOLE DISPOSITIVE POWER

297,512\*

10.

SHARED DISPOSITIVE POWER

297,512\*

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

297,512\*

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.54%\*\*

14.

TYPE OF REPORTING PERSON (see instructions)

IN

\*Includes: (i) 157,320 shares that are owned directly by Mr. Amster;  
(ii) 73,702 shares that are owned by Pleasant Lake Apartments Limited Partnership over which Mr. Amster has sole voting and dispositive power;  
(iii) 66,490 shares that are owned in the aggregate by the trusts jointly filing herewith over which, as trustee, Mr. Amster has sole voting and dispositive power;  
\*\*Denominator is based on the 2,577,240 shares of stock outstanding as of February 5, 2024 as reported by the Issuer on Form 8-K as filed with the Securities and Exchange Commission on February 6, 2024

1.  
NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)  
HOWARD AMSTER 2019 CHARITABLE REMAINDER UNITRUST #1 U/A DTD 05/20/2019  
2.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a)  
(b)  
3.  
SEC USE ONLY  
4.  
SOURCE OF FUNDS (see instructions)  
WC  
5.  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)  
6.  
CITIZENSHIP OR PLACE OF ORGANIZATION  
OHIO  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7.  
SOLE VOTING POWER  
0\*  
8.  
SHARED VOTING POWER  
34,726\*  
9.  
SOLE DISPOSITIVE POWER  
0\*  
10.  
SHARED DISPOSITIVE POWER  
34,726\*  
11.  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
34,726\*  
12.  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(see instructions)  
13.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.35%\*\*  
14.  
TYPE OF REPORTING PERSON (see instructions)  
OO  
\*See the footnote marked with and \* to the cover page for Mr. Amster  
\*\*See the footnote marked with and \*\* to the cover page for Mr. Amster

1.  
NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)  
HOWARD AMSTER 2019 CHARITABLE REMAINDER UNITRUST #3 U/A DTD 05/20/2019  
2.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a)  
(b)  
3.  
SEC USE ONLY  
4.  
SOURCE OF FUNDS (see instructions)  
WC  
5.  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)  
6.  
CITIZENSHIP OR PLACE OF ORGANIZATION  
OHIO  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7.  
SOLE VOTING POWER  
0\*  
8.  
SHARED VOTING POWER  
31,764\*

9.  
SOLE DISPOSITIVE POWER  
0\*

10.  
SHARED DISPOSITIVE POWER  
31,764

11.  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
31,764\*

12.  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(see instructions)

13.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.23%\*\*

14.  
TYPE OF REPORTING PERSON (see instructions)  
WC

\*See the footnote marked with an \* to the cover page for Mr. Amster  
\*\*See the footnote marked with an \*\* to the cover page for Mr. Amster

This Amendment No. 2 to Schedule 13D (this Amendment No. 2) amends the Reporting Persons initial Schedule 13D filed on December 15, 2023, as amended by Amendment No. 1 to Schedule 13D filed on January 25, 2024 (collectively, the Schedule 13D), with respect to the Series D Cumulative Preferred Stock (the Preferred Stock) of Wheeler Real Estate Investment Trust Inc., a Virginia corporation (the Issuer). Except as specifically amended by this Amendment No. 2 and noted in the paragraph below, the Schedule 13D is unchanged. Unless otherwise indicated, each capitalized item used but not specifically defined herein shall have the meaning ascribed to such item in the Schedule 13D.

Item 5. Interest In Securities of Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows;

(a) See Items 11 and 13 of the cover pages of this Amendment No. 2, which Items are incorporated herein by reference, for the aggregate number of shares and percentage of the Series D Cumulative Preferred Stock identified pursuant to Item 1 beneficially owned by each of the Reporting Persons.

(b) See items 7, 8, 9, and 10 of the cover pages to this Amendment No. 2, which Items are incorporated herein by reference, for the aggregate number and percentage of the shares of the Series D Cumulative Preferred Stock beneficially owned by each of the Reporting Persons as to which there is sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition of such shares of the Series D Cumulative Preferred Stock.

(c) The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons, inclusive of any transactions effected through 5:00 p.m., New York City time, on February 7, 2024. All transactions were purchases and were conducted on the open market. If the shares were purchased in multiple transactions on a single trading day, the price per share reported is the weighted average price:

Date of Transaction	Quantity Purchased	Purchasor	Aggregate Sales Price	Price Per Share
12/6/23	22600	Howard Amster	2019 CRUT 3 \$321,091.48	\$14.21
12/7/23	9400	Howard Amster	2019 CRUT 1 \$133,901.60	\$14.24
12/12/23	25326	Howard Amster	2019 CRUT 1 \$354,517.32	\$14.00
01/08/24	5000	Howard Amster	\$69,031.50	\$13.81
01/09/24	12700	Howard Amster	\$179,143.81	\$14.11
01/10/24	3600	Howard Amster	\$51,871.14	\$14.41
01/11/24	2600	Howard Amster	\$37,237.50	\$14.32
01/22/24	5500	Howard Amster	\$76,314.30	\$13.88
01/23/24	11500	Howard Amster	\$162,530.25	\$14.13
01/30/24	8002	Howard Amster	\$115,375.53	\$14.42
02/02/24	12584	Howard Amster	\$184,256.39	\$14.64
02/05/24	23023	Howard Amster	\$332,983.19	\$14.46
02/06/24	15000	Howard Amster	\$225,071.00	\$15.00

(d) Other than the Reporting Persons, no other person is known by the Reporting Persons to have the right to receive or direct the receipt of dividends from, or the proceeds from the sale of, the shares of the Series D Cumulative Preferred Stock of the Issuer beneficially owned by the Reporting Persons.

(e) Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

HOWARD AMSTER

/s/ Howard Amster  
Date: February 8, 2024

HOWARD AMSTER 2019 Charitable Remainder Unitrust 1 U/A DTD 05/20/2019

By: /s/ Howard Amster  
Name: Howard Amster  
Title: Trustee  
Date: February 8, 2024

HOWARD AMSTER 2019 Charitable Remainder Unitrust 3 U/A DTD 05/20/2019

By: /s/ Howard Amster  
Name: Howard Amster  
Title: Trustee  
Date: February 8, 2024

PLEASANT LAKE APARTMENTS Limited Partnership

By: /s/ Howard Amster  
Name: Howard Amster  
Title: President, Pleasant Lake Apartments Corp., General Partner  
Date: February 8, 2024