

# SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

Under the Securities Exchange Act of 1934

(Amendment No. 5)\*

Wheeler Real Estate Investment Trust, Inc.

(Name of Issuer)

SERIES D CUMULATIVE PREFERRED STOCK

(Title of Class of Securities)

963025606

(CUSIP Number)

HOWARD AMSTER  
521 35TH ST,  
WEST PALM BEACH, FL, 33407  
2165951047

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

01/30/2026

(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. ☐

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).

### SCHEDULE 13D

CUSIP No. 963025606

1	Name of reporting person Amster Howard
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only

4	Source of funds (See Instructions) PF	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 371,449.00
	8	Shared Voting Power 371,449.00
	9	Sole Dispositive Power 371,449.00
	10	Shared Dispositive Power 371,449.00
11	Aggregate amount beneficially owned by each reporting person 371,449.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 23.5 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: \*Includes: (i) 266,881 shares that are owned directly by Mr. Amster; (ii) 800 shares held by Amster Limited Partnership over which Mr. Amster, as the sole general partner, has sole voting and dispositive power; (iii) 87,288 shares that are owned in the aggregate by the trusts jointly filing herewith over which Mr. Amster, as sole trustee, has sole voting and dispositive power; and (iv) 16,480 shares held by the Howard Amster Foundation which Mr. Amster, as President, has sole voting and dispositive power.  
\*\*Denominator is based on the 1,577,848 shares of Series D Cumulative Preferred stock outstanding as of January 6, 2026 as reported by the Issuer on Form 8-K as filed with the Securities and Exchange Commission on January 6, 2026.

## SCHEDULE 13D

CUSIP No.	963025606
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1	Name of reporting person 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) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>

6	Citizenship or place of organization OHIO	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 54,426.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 54,426.00
11	Aggregate amount beneficially owned by each reporting person 54,426.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 3.5 %	
14	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person: \*See the footnote marked with \* to the cover page for Mr. Amster.  
\*\*See the footnote marked with \*\* to the cover page for Mr. Amster.

## SCHEDULE 13D

CUSIP No.	963025606
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1	Name of reporting person 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) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization OHIO	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 32,862.00

	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 32,862.00
11	Aggregate amount beneficially owned by each reporting person 32,862.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 2.1 %	
14	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person: \*See the footnote marked with \* to the cover page for Mr. Amster.  
\*\*See the footnote marked with \*\* to the cover page for Mr. Amster.

### SCHEDULE 13D

CUSIP No.	963025606
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1	Name of reporting person HOWARD AMSTER FOUNDATION	
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization OHIO	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 16,480.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 16,480.00
11	Aggregate amount beneficially owned by each reporting person 16,480.00	

12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 1.0 %
14	Type of Reporting Person (See Instructions) CO

Comment for Type of Reporting Person: \*See the footnote marked with \* to the cover page for Mr. Amster  
\*\*See the footnote marked with \*\* to the cover page for Mr. Amster

## SCHEDULE 13D

CUSIP No.	963025606
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1	Name of reporting person AMSTER LIMITED PARTNERSHIP	
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization OHIO	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 800.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 800.00
11	Aggregate amount beneficially owned by each reporting person 800.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.0 %	
14	Type of Reporting Person (See Instructions) PN	

## SCHEDULE 13D

### Item 1. Security and Issuer

(a) Title of Class of Securities:

SERIES D CUMULATIVE PREFERRED STOCK

(b) Name of Issuer:

Wheeler Real Estate Investment Trust, Inc.

(c) Address of Issuer's Principal Executive Offices:

RIVERSEDGE NORTH, 2529 VIRGINIA BEACH BLVD., SUITE 200, VIRGINIA BEACH, VIRGINIA , 23452.

**Item 1 Comment:** This Amendment No. 5 to Schedule 13D (this Amendment No. 5) amends the Reporting Persons initial Schedule 13D filed on December 15, 2023, as amended by Amendment Nos. 1,2,3, and 4 (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. 5 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 the Issuer

(a) 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. 5, which Items are incorporated herein by reference, for the aggregate number of shares and percentage of the shares of the 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. 5, which Items are incorporated herein by reference, for the aggregate number and percentage of the shares of the 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 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, February 2, 2026. All of these transactions were transfers made by the transferor without consideration being received and were conducted in private transactions. 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	Transferor	Number of Shares	Transferee
12/18/25	Pleasant Lake Apartments, LP	26750	Howard Amster Foundation
01/06/26	Pleasant Lake Apts. LTD	6730	Howard Amster Foundation
01/30/26	Pleasant Lake Apts. LTD	40,222	Jewish Federation of Cleveland
02/02/26	Howard Amster Foundation	17,000	Jewish Federation of Cleveland

(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 Preferred Stock beneficially owned by the Reporting Persons.

(e) Not applicable

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

Exhibit A Joint Filing Agreement

### 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.

Amster Howard

Signature: HOWARD AMSTER

Name/Title: HOWARD AMSTER

Date: 02/02/2026

HOWARD AMSTER 2019 CHARITABLE  
REMAINDER UNITRUST 1 U/A DTD 05/20/2019

Signature: HOWARD AMSTER

Name/Title: TRUSTEE  
Date: 02/02/2026

HOWARD AMSTER 2019 CHARITABLE  
REMAINDER UNITRUST 3 U/A DTD 05/20/2019

Signature: HOWARD AMSTER  
Name/Title: TRUSTEE  
Date: 02/02/2026

HOWARD AMSTER FOUNDATION

Signature: HOWARD AMSTER  
Name/Title: PRESIDENT  
Date: 02/02/2026

AMSTER LIMITED PARTNERSHIP

Signature: HOWARD AMSTER  
Name/Title: GENERAL PARTNER  
Date: 02/02/2026