

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Magnetar Financial LLC</u>  (Last) (First) (Middle) 1603 ORRINGTON AVENUE 13TH FLOOR  (Street) EVANSTON IL 60201  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Wheeler Real Estate Investment Trust, Inc. [ WHLR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2026	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	03/24/2026		X		172,075	A	\$0.01 <sup>(3)(4)</sup>	172,075	I	See Footnotes <sup>(5)(6)(7)</sup>
Common Stock, par value \$0.01 per share	03/26/2026		S		8,840	D	\$1.0964 <sup>(8)</sup>	163,235	I	See Footnotes <sup>(5)(6)(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Purchase Warrant (right to buy)	\$0.01 <sup>(3)(4)</sup>	03/24/2026		X		172,075 <sup>(2)(3)(4)</sup>		(1)(3)(4)	(1)	Common Stock, par value \$0.01 per share	\$0	0 <sup>(2)</sup>	I	See Footnotes <sup>(5)(6)(7)</sup>

1. Name and Address of Reporting Person* <u>Magnetar Financial LLC</u>  (Last) (First) (Middle) 1603 ORRINGTON AVENUE 13TH FLOOR  (Street) EVANSTON IL 60201  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Magnetar Capital Partners LP</u>  (Last) (First) (Middle) 1603 ORRINGTON AVENUE
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<b>13TH FLOOR</b>		
(Street)		
<b>EVANSTON</b>	<b>IL</b>	<b>60201</b>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#"><u>Supernova Management LLC</u></a>		
(Last) (First) (Middle)		
<b>1603 ORRINGTON AVENUE</b>		
<b>13TH FLOOR</b>		
(Street)		
<b>EVANSTON</b>	<b>IL</b>	<b>60201</b>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#"><u>Snyderman David J.</u></a>		
(Last) (First) (Middle)		
<b>1603 ORRINGTON AVENUE</b>		
<b>13TH FLOOR</b>		
(Street)		
<b>EVANSTON</b>	<b>IL</b>	<b>60201</b>
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The Amended and Restated Common Stock Purchase Warrants (the "Warrants") were exercisable, in whole or in part, for up to an aggregate number of shares of the Issuer's common stock, par value \$0.01 per share (the "Common Stock"), representing 12% of the Common Stock outstanding on the date of any exercise, subject to the Investor Excepted Holder Limits (as defined below). Pursuant to the terms of the Warrants, the original March 12, 2026 expiration date was extended until March 27, 2026, which represents one day for each day the registration statement on Form S-11 registering the resale of the shares of Common Stock issuable upon exercise of the Warrants was not effective following March 5, 2026.
2. Based on 1,433,983 shares of Common Stock outstanding on the exercise date (immediately prior to exercise) as reported to the Reporting Persons by the Issuer, the Warrants were exercisable for up to 172,075 shares of Common Stock. Following the exercise shown in Tables I and II above, the Warrants have been fully exercised and no Warrants remain outstanding.
3. The Reporting Persons are subject to limitations (collectively, the "Investor Excepted Holder Limits") that prevent the Reporting Persons from beneficially owning more than (i) 19% in value of the aggregate of the outstanding shares of all classes of the Issuer's capital stock (as calculated under the definitions of "Aggregate Stock Ownership Limit" and "Beneficial Ownership" in the Issuer's Charter) or (ii) 45% (in value or number of shares, whichever is more restrictive) of the outstanding shares of the Common Stock (as calculated under the definitions of "Aggregate Stock Ownership Limit" and "Beneficial Ownership" in the Issuer's Charter). (cont. in footnote 4)
4. (cont. from footnote 3) Until such time as the Investor Excepted Holder Limits terminate pursuant to Section 6.4 of the Excepted Holder Agreement dated February 19, 2026, between the Magnetar Vehicles (as defined below) and the Issuer, these limitations apply in place of the lower limitations that would otherwise apply pursuant to the Issuer's Charter.
5. Magnetar Financial LLC serves as (i) the investment manager to Magnetar Longhorn Fund LP, a Delaware limited partnership, Purpose Alternative Credit Fund - F LLC, a Delaware limited liability company, and Purpose Alternative Credit Fund - T LLC, a Delaware limited liability company, (ii) general partner of Magnetar Structured Credit Fund, LP, a Delaware limited partnership, and (iii) manager of Magnetar Lake Credit Fund LLC, a Delaware limited liability company (together with all of the vehicles in the foregoing clauses (i) and (ii), the "Magnetar Vehicles"), each of which holds a portion of the indicated securities. In such capacities, Magnetar Financial LLC exercises voting and investment power over the Common Stock acquired upon exercise of the Warrants by the Magnetar Vehicles.
6. Magnetar Capital Partners LP ("Magnetar Capital Partners"), a Delaware limited partnership, is the sole member and parent holding company of Magnetar Financial LLC. Supernova Management LLC ("Supernova Management"), a Delaware limited liability company, is the general partner of Magnetar Capital Partners. The current administrative manager of Supernova Management is David J. Snyderman, a citizen of the United States of America.
7. David J. Snyderman disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
8. The price reported in Column 4 is a weighted average price. These securities were sold in multiple transactions at prices ranging from \$1.03496515101228 to \$1.13401698777709, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

<a href="#"><u>/s/ Hayley A. Stein, Attorney-in-Fact for David J. Snyderman, as Manager of Supernova Management LLC, which is the General Partner of Magnetar Capital Partners LP, which in turn the Sole Member of Magnetar Financial LLC</u></a>	<a href="#"><u>03/26/2026</u></a>
<a href="#"><u>/s/ Hayley A. Stein, Attorney-in-Fact for David J. Snyderman, as Manager of Supernova Management LLC, which is the General Partner of Magnetar Capital Partners LP</u></a>	<a href="#"><u>03/26/2026</u></a>
<a href="#"><u>/s/ Hayley A. Stein, Attorney-in-Fact for David J. Snyderman, as Manager of Supernova Management LLC</u></a>	<a href="#"><u>03/26/2026</u></a>
<a href="#"><u>/s/ Hayley A. Stein, Attorney-in-Fact for David J. Snyderman</u></a>	<a href="#"><u>03/26/2026</u></a>

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**