

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 6)

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

(Name of Issuer)

**Series D Cumulative Convertible Preferred Stock**

(Title of Class of Securities)

**963025606**

(CUSIP Number)

**Jeffrey M. Rose, 24 Maple Ave., Rye, NY, 212-986-1703**

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

**October 25, 2023**

(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(b) 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).

**SCHEDULE 13D**

**CUSIP No.** **963025606**

|  |   |                                   |  |
|--|---|-----------------------------------|--|
| <b>1</b>   | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Steamboat Capital Partners, LLC 45-5206506 |                                   |  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/>                       |                                   |  |
| <b>3</b>   | SEC USE ONLY  |                                   |  |
| <b>4</b>   | SOURCE OF FUNDS (See Instructions)<br>OO  |                                   |  |
| <b>5</b>   | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)<br><input type="checkbox"/>                         |                                   |  |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |                                   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | <b>7</b>  | SOLE VOTING POWER<br>295,617      |  |
|  | <b>8</b>  | SHARED VOTING POWER               |  |
|  | <b>9</b>  | SOLE DISPOSITIVE POWER<br>295,617 |  |
|  | <b>10</b>   | SHARED DISPOSITIVE POWER          |  |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>295,617   |                                   |  |
| <b>12</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)<br><input type="checkbox"/>                    |                                   |  |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |                                   |  |

|    |   |
|----|---|
|    | 9.2%  |
| 14 | TYPE OF REPORTING PERSON (See Instructions)<br>IA; OO |

## SCHEDULE 13D

|           |           |
|-----------|-----------|
| CUSIP No. | 963025606 |
|-----------|-----------|

|  |  |                                   |
|--|--|-----------------------------------|
| 1  | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Parsa Kiai              |                                   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/>    |                                   |
| 3  | SEC USE ONLY   |                                   |
| 4  | SOURCE OF FUNDS (See Instructions)<br>OO   |                                   |
| 5  | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)<br><input type="checkbox"/>      |                                   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States  |                                   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER<br>295,617      |
|  | 8  | SHARED VOTING POWER               |
|  | 9  | SOLE DISPOSITIVE POWER<br>295,617 |
|  | 10   | SHARED DISPOSITIVE POWER          |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>295,617  |                                   |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)<br><input type="checkbox"/> |                                   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>9.2%   |                                   |
| 14   | TYPE OF REPORTING PERSON (See Instructions)<br>HC; IN  |                                   |

The following constitutes Amendment No. 6 to the Schedule 13D filed by the undersigned ("Amendment No. 6"). This Amendment No. 6 amends the Schedule 13D as specifically set forth herein.

**Item 2. Identity and Background**

Part (b) of Item 2 is hereby amended and restated in its entirety to read as follows:

(b) The address of the principal business office of each of the Reporting Persons is 24 Maple Ave, Rye, NY 10580.

**Item 5. Interest in Securities of the Issuer**

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

- (a) IA (as the portfolio manager for its clients, including funds of which an affiliate is general partner) and Mr. Kiai (as the managing member of IA) may be deemed to be the beneficial owner of the number and percentage of Shares set forth on the cover page of this Schedule 13D on which they are respectively named. The aggregate percentage of Shares reported owned by each person named herein is based upon 3,207,035 which is the number of Shares outstanding as of October 16, reported by the Issuer on its website.
- (b) Each of the Reporting Persons have the power to vote or direct the vote and dispose of or direct the disposition of the number and percentage of Shares indicated on the cover page of this Schedule 13D on which they are respectively named.
- (c) Transactions by the Reporting Persons (on behalf of clients of IA, including funds of which an affiliate is general partner) in Shares of the Issuer within the past sixty days (as of 8:00 AM on October 27, 2023) which have not previously been reported on Schedule 13D are set forth on Schedule 5.

(d) Clients of IA, including funds of which an affiliate is general partner, own the Shares which are the subject of this Schedule 13D and have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

The filing of this Schedule 13D shall not be deemed an admission that any of the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

Page 5

SIGNATURES

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

Dated: October 27, 2023

/s/ Parsa Kiai

Parsa Kiai

Steamboat Capital Partners, LLC

By: /s/ Parsa Kiai, Managing Member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of this filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).**

Page 6

Schedule 5

Transactions in the Shares of the Issuer During the Last 60 Days

The following table set forth all transactions in the Shares effected in the past sixty days (as of 8:00 am on October 27, 2023) by the Reporting Persons on behalf of clients of IA (including funds of which an affiliate is general partner) to the extent not previously reported on Schedule 13D. The sale of Shares represents a redemption of the Shares indicated. The price per share for the redemption on 9/25/23 represents the approximate price per share redeemed as indicated in the Issuer's Current Report on Form 8-K filed on October 6, 2023 and was paid in common shares of the Issuer. The price per share for the redemption on 10/25/23 represents the calculated redemption price per share though the the previous redemption was paid at a rate that was approximately \$0.29 per share lower than the calculated redemption price. Where a price range is provided in the column Price Range (\$), the price reported in that row's column Price Per Share (\$) is a weighted average price. These Shares were sold in multiple transactions at prices between the price ranges indicated in the column Price Range (\$). The Reporting Persons will undertake to provide to the staff of the SEC, upon request, full information regarding the number of Shares sold at each separate price.

| <u>Trade Date</u> | <u>Shares Purchased (Sold)</u> | <u>Price per Share (\$)</u> | <u>Price Range (\$)</u> |
|-------------------|--------------------------------|-----------------------------|-------------------------|
| 9/25/23           | (15,500)                       | 37.48                       |                         |
| 10/25/23          | (23,497)                       | 38.56                       |                         |