

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Magnetar Financial LLC (Last) (First) (Middle) 1603 ORRINGTON AVENUE,, 13TH FLOOR (Street) EVANSTON, IL 60201 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/13/2021	3. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [WHLR]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Purchase Warrant (right to buy)	03/12/2021	03/12/2026 ⁽¹⁾	Common Stock, par value \$0.01 per share	479,847	\$ 3.43	I	See Footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾
Common Stock Purchase Warrant (right to buy)	03/12/2021	03/12/2026 ⁽¹⁾	Common Stock, par value \$0.01 per share	399,000	\$ 4.125	I	See Footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾
Common Stock Purchase Warrant (right to buy)	03/12/2021	03/12/2026 ⁽¹⁾	Common Stock, par value \$0.01 per share	119,700	\$ 6.875	I	See Footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾
7.00% Senior Subordinated Convertible Notes Due 2031	08/13/2021	12/31/2031 ⁽⁵⁾⁽⁶⁾	Common Stock, par value \$0.01 per share	347,292 ^{(5) (6) (7)}	\$ 6.25 ^{(5) (6)}	I	See Footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Magnetar Financial LLC 1603 ORRINGTON AVENUE, 13TH FLOOR EVANSTON, IL 60201		X		

Magnetar Capital Partners LP 1603 ORRINGTON AVENUE, 13TH FLOOR EVANSTON, IL 60201		X		
Supernova Management LLC 1603 ORRINGTON AVENUE, 13TH FLOOR EVANSTON, IL 60201		X		
Litowitz Alec N 1603 ORRINGTON AVENUE, 13TH FLOOR EVANSTON, IL 60201		X		

Signatures

/s/ Alec N. Litowitz, as Manager of Supernova Management LLC, which is the General Partner of Magnetar Capital Partners LP, which is in turn the Sole Member of Magnetar Financial LLC		08/23/2021
--Signature of Reporting Person		Date
/s/ Alec N. Litowitz, as Manager of Supernova Management LLC, which is the General Partner of Magnetar Capital Partners LP		08/23/2021
--Signature of Reporting Person		Date
/s/ Alec N. Litowitz, as Manager of Supernova Management LLC		08/23/2021
--Signature of Reporting Person		Date
/s/ Alec N. Litowitz		08/23/2021
--Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) All or any portion of the Common Stock Purchase Warrants (the "Warrants") may be exercised before 5:00 p.m. (Eastern time) on March 12, 2026.

Magnetar Financial LLC ("Magnetar Financial") 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 derivative securities. In such capacities, Magnetar Financial exercises voting and investment power over the Warrants and the 7.00% Senior Subordinated Convertible Notes Due 2031 (the "Notes") held by the Magnetar Vehicles.

(2) Magnetar Capital Partners LP ("Magnetar Capital Partners"), a Delaware limited partnership, is the sole member and parent holding company of Magnetar Financial. Supernova Management LLC ("Supernova Management"), a Delaware limited liability company, is the general partner of Magnetar Capital Partners. The manager of Supernova Management is Alec N. Litowitz, a citizen of the United States of America.

(3) Each of the Magnetar Vehicles, Magnetar Financial, Magnetar Capital Partners, Supernova Management and Alec N. Litowitz disclaims beneficial ownership of these shares of the Issuer's Common Stock, except to the extent of its pecuniary interest in the Warrants, the Notes and the shares of Common Stock issuable upon exercise of such Warrants and/or upon conversion of such Notes.

(4) On August 13, 2021, the Magnetar Vehicles purchased \$2,170,575 aggregate principal amount of the Notes pursuant to a "backstop right" contained in their Registration Rights Agreement dated as of March 12, 2021 with the Issuer. The Notes will mature on December 31, 2031, at which time they may be settled, at the Issuer's election, in cash or shares of the Issuer's Common Stock, as set forth in the Notes. They are convertible, in whole or in part, at the noteholder's election, at any time into shares of the Issuer's Common Stock at a conversion price of \$6.25 per share of Common Stock (four shares of Common Stock for each \$25.00 of principal amount of Notes being converted).

(5) But, if at any time after September 21, 2023 holders of the Issuer's 8.75% Series D Cumulative Convertible Preferred Stock (the "Series D Preferred Stock") have required the Issuer to redeem (payable in cash or stock) in the aggregate at least 100,000 shares of Series D Preferred Stock, then the conversion price will be adjusted to the lower of (i) a 45% discount to the conversion price or (ii) a 45% discount to the lowest price at which any holder of Series D Preferred Stock converted into shares of the Issuer's Common Stock.

(6) Interest on the Notes may be payable, at the Issuer's election, in cash, in shares of the Issuer's 9% Series B Preferred Stock (the "Series B Preferred Stock") or in shares of Series D Preferred Stock, in each case as set forth in the Notes. The Series B Preferred Stock and Series D Preferred Stock are both convertible into shares of the Issuer's Common Stock at the option of the holder thereof at any time. The Notes bear interest at the rate of 7% per annum. The number of shares indicated in the Table is based on the aggregate principal amount of the Notes held by all Magnetar Vehicles as of August 13, 2021, and assumes that the Issuer will later pay all interest thereon in cash.

Remarks:

Exhibit 99.1 - Joint Filing Agreement

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

JOINT FILING AGREEMENT

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date set forth below.

Dated: August 23, 2021

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LP, its Sole Member

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager of Supernova Management LLC, the General Partner of Magnetar Capital Partners LP

MAGNETAR CAPITAL PARTNERS LP

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager of Supernova Management LLC, the General Partner of Magnetar Capital Partners LP

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager

/s/ Alec N. Litowitz

Alec N. Litowitz
