

FORM 4

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

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

STATEMENT OF CHANGES IN 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		2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [WHLR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____	
(Last) (First) (Middle) 1603 ORRINGTON AVENUE, 13TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 08/19/2021			
(Street) EVANSTON, IL 60201		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ Form filed by More than One Reporting Person <input checked="" type="checkbox"/>	
(City) (State) (Zip)		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			

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

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SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date					Title
Investment Right (right to buy) (1) (2)	\$ 2,600,000 (3)	08/19/2021 (1) (2)		J (1) (2)		\$ 2,600,000 (1) (2)		08/19/2021	10/12/2021 (1) (2)	7.00% Senior Subordinated Convertible Notes Due 2031	\$ 2,600,000 (1) (2)	(1) (2)	\$ 2,600,000 (1) (2)	I	See Footnote (4) (5) (6)

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	Signature of Reporting Person	08/23/2021
		Date
/s/ Alec N. Litowitz, as Manager of Supernova Management LLC, which is the General Partner of Magnetar Capital Partners LP	Signature of Reporting Person	08/23/2021
		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 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).
- Wheeler Real Estate Investment Trust, Inc. (the "Issuer"), the Magnetar Vehicles (as defined below) and an investor unaffiliated with the Magnetar Vehicles (the "Non-Magnetar Investor") previously entered into a Registration Rights Agreement dated as of March 12, 2021 (the "Registration Rights Agreement"). Under the Registration Rights Agreement, during the 60 days following the Issuer's consummation of a rights offering for subordinated convertible pay-in-kind notes (which the Issuer's 7.00% Senior Subordinated Convertible Notes Due 2031 (the "Notes") constitute), the Issuer must offer to the Magnetar Vehicles and the Non-Magnetar Investor a right to purchase such notes in an aggregate principal amount of up to 10% of the aggregate principal amount of the notes offered in the rights offering.
- In furtherance thereof, on August 19, 2021, the Issuer offered the Magnetar Vehicles and the Non-Magnetar Investor the opportunity to purchase (the "Purchase Right") Notes in an aggregate principal amount of up to \$3,000,000. (The Notes subject to the Purchase Right are in addition to the Notes in an aggregate principal amount of \$2,170,575 that the Magnetar Vehicles previously purchased from the Issuer on August 13, 2021 pursuant to a "backstop right," which previous purchase the Reporting Persons reported on a Form 3 filed by them with the SEC on August 23, 2021.) The Magnetar Vehicles and the Non-Magnetar Investor intend to allocate the Purchase Right between them in the amounts of \$2,600,000 and \$400,000, respectively. Neither the Magnetar Vehicles nor the Non-Magnetar Investor have yet exercised the Purchase Right. The Purchase Right expires at 5:00 p.m. (New York City time) on October 12, 2021.
- This amount represents the aggregate purchase price for all Notes that the Magnetar Vehicles would acquire pursuant to the Purchase Right based on the Magnetar Vehicles' and the Non-Magnetar Investor's intentions regarding the allocation between them of the Purchase Right, and assuming that the Magnetar Vehicles exercise in full that allocable share of the Purchase Right. *See* footnote 2.
- 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 Notes and has the Purchase Right. In such capacities, Magnetar Financial exercises voting and investment power over the Notes held by the Magnetar Vehicles, including relating to any decision to exercise the Purchase Right.
- 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.
- Each of the Magnetar Vehicles, Magnetar Financial, Magnetar Capital Partners, Supernova Management and Alec N. Litowitz disclaims beneficial ownership of the Notes and the Purchase Right, except to the extent of its pecuniary interest therein.

Remarks:
A joint filing agreement was filed as Exhibit 99.1 to the Form 3 jointly filed with the SEC by the Reporting Persons on August 23, 2021, and is incorporated herein by reference.

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

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