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**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*<br><u>Magnetar Financial LLC</u><br>_____<br>(Last) (First) (Middle)<br>1603 ORRINGTON AVENUE<br>13TH FLOOR<br>_____<br>(Street)<br>EVANSTON IL 60201<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Wheeler Real Estate Investment Trust, Inc. [ WHLR ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/01/2026  |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person<br><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                    | 04/01/2026                           |  | S                              |   | 3,332   | D          | \$0.9466 <sup>(4)</sup> | 141,737   | I  | See Footnotes <sup>(1)</sup><br>(2)(3)                |
| Common Stock                    | 04/02/2026                           |  | S                              |   | 13,253  | D          | \$0.9282 <sup>(5)</sup> | 128,484   | I  | See Footnotes <sup>(1)</sup><br>(2)(3)                |
| Common Stock                    | 04/06/2026                           |  | S                              |   | 6,503   | D          | \$0.9234 <sup>(6)</sup> | 121,981   | I  | See Footnotes <sup>(1)</sup><br>(2)(3)                |

**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 |   |  |  |   |  |

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)

1. Name and Address of Reporting Person\*  
Magnetar Capital Partners LP  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 1603 ORRINGTON AVENUE  
 13TH FLOOR

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

**Explanation of Responses:**

- 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.
- 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.
- Each of the Magnetar Vehicles, Magnetar Financial LLC, Magnetar Capital Partners, Supernova Management and David J. Snyderman disclaims beneficial ownership of these shares of Common Stock of the Issuer, except to the extent of its or his pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These securities were sold in multiple transactions at prices ranging from \$0.94 - \$0.95, 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.
- The price reported in Column 4 is a weighted average price. These securities were sold in multiple transactions at prices ranging from \$0.92 - \$0.93, 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.
- The price reported in Column 4 is a weighted average price. These securities were sold in multiple transactions at prices ranging from \$0.92 - \$0.94, 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.

[/s/ Hayley A. Stein, Attorney-in-Fact for David J. Snyderman, as Administrative Manager of Supernova Management LLC,](#) 04/06/2026  
[which is the General Partner of Magnetar Capital Partners LP,](#)  
[which is in turn the Sole Member of Magnetar Financial LLC](#)

[/s/ Hayley A. Stein, Attorney-in-Fact for David J. Snyderman, as Administrative Manager of Supernova Management LLC,](#) 04/06/2026  
[which is the General Partner of Magnetar Capital Partners LP](#)

[/s/ Hayley A. Stein, Attorney-in-Fact for David J. Snyderman, as Administrative Manager of Supernova Management LLC](#) 04/06/2026

[/s/ Hayley A. Stein, Attorney-in-Fact for David J. Snyderman](#) 04/06/2026

\*\* 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.