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

**FORM S-8
(POST-EFFECTIVE AMENDMENT NO. 1)
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

WHEELER REAL ESTATE INVESTMENT TRUST, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State or other Jurisdiction of
Incorporation or Organization)

**Riversedge North
2529 Virginia Beach Blvd., Suite 200
Virginia Beach, Virginia 23452**
(Address, including zip code, of Principal Executive Offices)

45-2681082
(I.R.S. Employer
Identification Number)

**Wheeler Real Estate Investment Trust, Inc.
2015 Long-Term Incentive Plan**
(Full title of the plan)

Jon S. Wheeler
Chairman and Chief Executive Officer
Wheeler Real Estate Investment Trust, Inc.
Riversedge North
2529 Virginia Beach Blvd., Suite 200
Virginia Beach, Virginia 23452
(Name and address of agent for service)

(757) 627-9088
(Telephone number, including area code, of agent for service)

With a Copy to:

**Bradley A. Haneberg, Esq.
Matthew B. Chmiel, Esq.
Haneberg Hurlbert PLC
1111 East Main St., Suite 2010
Richmond, Virginia 23219
(804) 814-2209— telephone**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 (the “Post-Effective Amendment No. 1”) relates to the Registration Statement on Form S-8 (No. 333-205845) filed with the Securities and Exchange Commission (the “SEC”) by Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the “Company”), on July 24, 2015 (the “2015 Registration Statement”), and is being filed to adjust the number of securities covered by the 2015 Registration Statement pursuant to Rule 416(b) of the Securities Act of 1933, as amended (the “Securities Act”), and related interpretations of the staff of the SEC.

The 2015 Registration Statement registered 1,000,000 shares of common stock, par value \$0.01 per share (the “Common Stock”) of the Company that may be issued to the Company’s employees, executive officers, non-employee directors, or consultants. On March 31, 2017, the Company completed a one-for-eight reverse stock split of its Common Stock (the “Reverse Stock Split”). Accordingly, the purpose of this Post-Effective Amendment No. 1 is to proportionately reduce the number of shares of Common Stock covered by the 2015 Registration Statement. As a result, as of March 31, 2017, on a post-reverse split basis, the 2015 Registration Statement now covers a maximum of 125,000 shares of Common Stock that may be issued to the Company’s employees, executive officers, non-employee directors, or consultants.

Except to the extent specified above, the 2015 Registration Statement, as originally filed, is not amended or otherwise affected by this Post-Effective Amendment No. 1.

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by us with the SEC are incorporated by reference into this prospectus. You should carefully read and consider all of these documents before making an investment decision.

- Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed on February 28, 2017;
- Current Reports on Form 8-K and/or amended Current Reports on Form 8-K filed on January 5, 2017, January 18, 2017, January 31, 2017, February 10, 2017, February 17, 2017, February 28, 2017, March 17, 2017 and April 3, 2017; and
- The description of our Common Stock contained in our Form 8-A, filed on October 23, 2012, as amended on October 24, 2012.

Nothing in this prospectus shall be deemed to incorporate information deemed furnished but not filed with the SEC. Any statement contained in a document that is incorporated by reference will be modified or superseded for all purposes to the extent that a statement contained in this prospectus modifies or is contrary to that previous statement. Any statement so modified or superseded will not be deemed a part of this prospectus except as so modified or superseded.

We will provide to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any or all of the reports or documents that have been incorporated by reference into this prospectus but not delivered with this prospectus. We will provide these reports upon written or oral request at no cost to the requester. Please direct your request, either in writing or by telephone, to Secretary, Wheeler Real Estate Investment Trust, Inc., Riversedge North, 2529 Virginia Beach Boulevard, Virginia Beach, Virginia 23452, telephone number (757) 627-9088. Our SEC filings are also available to the public on our website, www.WHLR.us. The information on our website is not a part of this prospectus and the reference to our website address does not constitute incorporation by reference of any information on our website into this prospectus.

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	Form of Certificate of Common Stock of Registrant (1)
5.1	Opinion of Haneberg Hurlbert PLC
23.1	Consent of Cherry Bekaert LLP
23.2	Consent of Cherry Bekaert LLP
23.3	Consent of Haneberg Hurlbert PLC (contained in its opinion filed as Exhibit 5.1 hereto)
24.1	Power of Attorney (previously filed as Exhibit 24.1 to the Form S-8 Registration No. 333-213102 and incorporated herein by reference)
24.2	Power of Attorney for John Sweet (included on signature page hereto)

(1) Filed as an exhibit to Wheeler Real Estate Investment Trust, Inc.'s Current Report on Form 8-K, filed on April 3, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Virginia Beach, Virginia on April 7, 2017.

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

By: /s/ Jon S. Wheeler

Jon S. Wheeler

Chairman and Chief Executive Officer

POWER OF ATTORNEY

John Sweet a director of Wheeler Real Estate Investment Trust, Inc. does hereby constitute and appoint Jon S. Wheeler and Wilkes J. Graham, jointly and severally, as my true and lawful attorneys-in-fact and agents, to do any and all acts and things in my name and behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments) to this registration statement; and I do hereby ratify and confirm all that said attorney and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> /S/ JON S. WHEELER Jon. S. Wheeler	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	April 7, 2017
<hr/> /S/ WILKES J. GRAHAM Wilkes J. Graham	Chief Financial Officer (Principal Financial and Accounting Officer)	April 7, 2017
<hr/> * Stewart J. Brown	Director	April 7, 2017
<hr/> * David Kelly	Director	April 7, 2017
<hr/> * William W. King	Director	April 7, 2017
<hr/> * Kurt R. Harrington	Director	April 7, 2017
<hr/> * Carl B. McGowan, Jr.	Director	April 7, 2017
<hr/> * John P. McAuliffe	Director	April 7, 2017
<hr/> * Jeffrey M. Zwerdling	Director	April 7, 2017
<hr/> /S/ JOHN W. SWEET John W. Sweet	Director	April 7, 2017
<hr/> */S/ JON S. WHEELER Jon S. Wheeler Attorney-in-Fact April 7, 2017		

INDEX TO EXHIBITS

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(1) Filed as an exhibit to Wheeler Real Estate Investment Trust, Inc.'s Current Report on Form 8-K, filed on April 3, 2017.

HANEBERG HURLBERT PLC
310 Granite Ave.
Richmond, VA 23226

April 7, 2017

Wheeler Real Estate Investment Trust, Inc.
Riversedge North
2529 Virginia Beach Blvd., Suite 200
Virginia Beach, Virginia 23452

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of Post-Effective Amendment No. 1 (the "Amendment") to the Registration Statements on Form S-8 (together with the Amendment, the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of an aggregate of 1,000,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), that may be issued pursuant to the Company's 2015 Long Term Incentive Plan (the "Plan"). On March 31, 2017, the Company completed a one-for-eight reverse stock split of its Common Stock (the "Reverse Stock Split"). Accordingly, the Amendment is being filed to proportionately reduce the number of shares of Common Stock covered by the Registration Statement. As a result, as of March 31, 2017, on a post-reverse split basis, the Registration Statement will cover a maximum of 125,000 shares (the "New Shares") of Common Stock. This opinion is being issued pursuant to the requirements of the Securities Act.

In this regard, we have examined such corporate proceedings, records and documents as we have deemed necessary or advisable in connection with the opinions set forth herein.

Based upon such examination, it is our opinion that the New Shares, when issued pursuant to the Registration Statement and the terms and conditions of the Plan, will be validly issued, fully paid and non-assessable. Further, the Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and in good standing under the laws of Maryland.

The foregoing opinion is limited in all respects to the application of the laws of the State of Maryland, and we express no opinion as to the effect of the laws of any other jurisdiction. Our opinion is expressed as of the date hereof, and we do not assume any obligation to update or supplement our opinion to reflect any fact or circumstance subsequently arising or any change in law subsequently occurring after such date.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus that forms a part of the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

/s/ Haneberg Hurlbert PLC

Consent of Independent Auditor

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Virginia Beach, Virginia

We hereby consent to the incorporation by reference in this Registration Statement of Wheeler Real Estate Investment Trust, Inc. and Subsidiaries, of our report dated January 5, 2017, with respect to the Statement of Revenues and Certain Operating Expenses of the Rivergate Shopping Center for the year ended December 31, 2015.

/s/ Cherry Bekaert LLP
Virginia Beach, Virginia
April 7, 2017

Consent of Independent Registered Public Accounting Firm

Wheeler Real Estate Investment Trust, Inc. and Subsidiaries
Virginia Beach, Virginia

We hereby consent to the incorporation by reference in this Registration Statement of Wheeler Real Estate Investment Trust, Inc. and Subsidiaries (the "Company") of our report dated February 28, 2017, relating to the consolidated financial statements and consolidated financial statement schedules as of and for each of the years in the three-year period ended December 31, 2016, which appears in the Company's annual report on Form 10-K and is incorporated herein by reference.

/s/ Cherry Bekaert LLP
Virginia Beach, Virginia
April 7, 2017