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

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

OMB APPROVAL
OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person—
Khoshaba Daniel
2529 VIRGINIA BEACH BLVD.
VIRGINIA BEACH, VA 23452

2. Issuer Name and Ticker or Trading Symbol
Wheeler Real Estate Investment Trust, Inc. [WHLR]

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2020

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
X Director
X Officer (give title below)

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person

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 control number.

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/02/2020</td>
<td>P</td>
<td>35,000 A</td>
<td>1,023,000 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/04/2020</td>
<td>P</td>
<td>17,352 A</td>
<td>1,040,352 D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Khoshaba Daniel</td>
<td></td>
</tr>
<tr>
<td>2529 VIRGINIA BEACH BLVD.</td>
<td></td>
</tr>
<tr>
<td>VIRGINIA BEACH, VA 23452</td>
<td></td>
</tr>
</tbody>
</table>

Chief Executive Officer

Signatures

/s/ Daniel Khoshaba
06/04/2020
Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

The price reported in Column 4 is a weighted average price. These shares were purchased in transactions at prices ranging from $1.4200 to $1.4500, inclusive. The reporting person undertakes to provide to Wheeler Real Estate Investment Trust, Inc. (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 purchased at each separate price within the range set forth in this footnote.

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.