

# 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 Steamboat Capital Partners, LLC			2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [WHLRP]			5. 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)			
(Last) 31	(First) OLD WAGON	(Middle) ROAD	3. Date of Earliest Transaction (Month/Day/Year) 10/06/2021			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			
(Street) OLD GREENWICH, CT 06870			4. If Amendment, Date Original Filed (Month/Day/Year)						
(City) OLD GREENWICH	(State) CT	(Zip) 06870	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
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)			

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

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**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
Series B Cumulative Preferred Stock	\$ 40	10/06/2021		S		47	(1)	(1)	Common Stock, \$0.01 par value	29	\$ 10.0011 (2)	41,293 (3)	I	See Footnotes (3) (6)
Series B Cumulative Preferred Stock	\$ 40	10/06/2021		S		152	(1)	(1)	Common Stock, \$0.01 par value	95	\$ 10.0011 (2)	185,230 (4)	I	See Footnotes (4) (6)
Series B Cumulative Preferred Stock	\$ 40	10/06/2021		S		2	(1)	(1)	Common Stock, \$0.01 par value	1	\$ 10.0011 (2)	2,568 (5)	I	See Footnotes (5) (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steamboat Capital Partners, LLC 31 OLD WAGON ROAD OLD GREENWICH, CT 06870		X		
Kiai Parsa 31 OLD WAGON ROAD OLD GREENWICH, CT 06870		X		

# Signatures

/s/ Parsa Kiai, Managing Member, STEAMBOAT CAPITAL PARTNERS, LLC		10/08/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>
/s/ Parsa Kiai		10/08/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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).

- (1) Convertible at any time with no expiration date, but subject to mandatory conversion if the 20 -trading day volume-weighted average closing price of the Common Stock, \$0.01 par value, exceeds \$58.
- (2) This is the average price. The prices at which shares were actually sold range from \$10.00 to \$10.22. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The transaction was effected for certain accounts managed by Steamboat Capital Partners, LLC ("IA") which, after such transaction, own 41,293 shares of Series B Cumulative Preferred Stock.
- (4) The transaction was effected for Steamboat Capital Partners Master Fund, LP ("Master") which has delegated investment discretion to Steamboat Capital Partners, LLC ("IA") and which, after such transaction, owns 185,230 shares of Series B Cumulative Preferred Stock.
- (5) The transaction was effected for Steamboat Capital Partners II, LP ("II"), which after such transaction, owns 2568 shares of Series B Cumulative Preferred Stock. Steamboat Capital Partners GP, LLC (GP) is general partner of, and entitled to receive a performance allocation from, each of Master and II. IA is entitled to receive a performance fee from the managed accounts referred to in footnote 3 (the "MA"). Parsa Kiai ("Kiai") is the Managing Member of GP and IA. Accordingly, Kiai may be deemed to have a pecuniary interest in the shares owned by Master and II and IA and Kiai may be deemed to have a pecuniary interest in the shares owned by the MA. Kiai and IA are filers of this report, filing jointly but not as a group and each disclaims beneficial ownership of securities reported hereon except to the extent of its or his pecuniary interest therein.
- (6)

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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