

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person Steambot Capital Partners, 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 <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last) 31 OLD WAGON ROAD	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2021			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
(Street) OLD GREENWICH,, CT 06870	(City)	(State)	4. If Amendment, Date Original Filed (Month/Day/Year)					

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)			

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

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. 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	Amount or Number of Shares				
Series B Convertible Preferred Stock	\$ 40	11/04/2021		S			342	(1)	(1)	Common Stock, \$0.01 par value	213	\$ 7.8734 (2) (3)	38,747 (4)	I	See footnote (4) (11)
Series B Convertible Preferred Stock	\$ 40							(1)	(1)	Common Stock, \$0.01 par value	0		185,230 (5)	I	See footnote (5) (11)
Series B Convertible Preferred Stock	\$ 40							(1)	(1)	Common Stock, \$0.01 par value	0		2,568 (6)	I	See footnote (6) (11)
Series D Cumulative Convertible Preferred Stock	\$ 16.96	11/04/2021		S			806	(7)	(7)	Common Stock, \$0.01 par value	1,188	\$ 16	94,363 (8)	I	See footnote (8) (11)
Series D Cumulative Convertible Preferred Stock	\$ 16.96							(7)	(7)	Common Stock, \$0.01 par value	0		328,828 (9)	I	See footnote (9) (11)
Series D Cumulative Convertible Preferred Stock	\$ 16.96							(7)	(7)	Common Stock, \$0.01 par value	0		4,319 (10)	I	See footnote (10) (11)

Reporting Owners

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

Kiai Parsa 31 OLD WAGON ROAD OLD GREENWICH, CT 06870		X		
------------------------------------------------------------	--	---	--	--

Signatures

Steamboat Capital Partners, LLC, by /s/ Jeffrey M. Rose, COO/CFO		11/08/2021
 Signature of Reporting Person		Date
Parsa Kiai, by /s/ Jeffrey M. Rose, as Attorney-in-fact		11/08/2021
 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).
- (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 \$7.85 to \$7.92.
 - (3) 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.
 - (4) The transaction was effected for certain accounts managed by Steamboat Capital Partners, LLC (IA), which after such transaction, own 38,747 shares of Series B Convertible Preferred Stock (Series B).
 - (5) Ownership of Steamboat Capital Partners Master Fund, LP (Master) which has delegated investment discretion to Steamboat Capital Partners, LLC (IA), and which continues to own 185,230 shares of Series B.
 - (6) Ownership of Steamboat Capital Partners II, LP (II) which continues to own 2568 shares of Series B.
 - (7) Convertible at any time, with no expiration date.
 - (8) The transaction was effected for certain accounts managed by Steamboat Capital Partners, LLC (IA), which after such transaction, own 94,363 shares of Series D Cumulative Convertible Preferred Stock (Series D).
 - (9) Ownership of Steamboat Capital Partners Master Fund, LP (Master) which has delegated investment discretion to Steamboat Capital Partners, LLC (IA), and which continues to own 328,828 shares of Series D Cumulative Convertible Preferred Stock (Series D).
 - (10) Ownership of Steamboat Capital Partners II, LP (II) which continues to own 4319 shares of Series D Cumulative Convertible Preferred Stock (Series D).
- 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 footnotes 4 and 8 (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.

Remarks:
The ticker symbol referenced in item 2 is the symbol for the Common Stock. The symbols for the securities in which transactions actually occurred are WHLRD and WHLRP.

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Jeffrey M. Rose, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder, with respect to any and all issuers of securities;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all the acts such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of November, 2021.

By: /s/ Parsa Kiai
Parsa Kiai