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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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 * <u>STILWELL JOSEPH</u> _____ (Last) (First) (Middle) <u>200 CALLE DEL SANTO CRISTO</u> _____ (Street) <u>SAN JUAN PR 00901</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Wheeler Real Estate Investment Trust, Inc. [ WHLR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2023</u>	
4. If Amendment, Date of 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)	Price			
Common Stock	12/05/2023		C		14,770,836	A	(4)	14,856,208	I	See footnote <sup>(1)</sup>
Common Stock	12/05/2023		C		2,124,369	A	(4)	2,135,749	I	See footnote <sup>(2)</sup>
Common Stock	12/05/2023		C		3,338,615	A	(4)	3,359,992	I	See footnote <sup>(3)</sup>

**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	Title	Amount or Number of Shares				
7.00% Subordinated Convertible Notes due 2031	\$0.21 <sup>(5)</sup>							08/19/2021 <sup>(7)</sup>	12/31/2031	Common Stock	85,015,450 <sup>(5)(6)</sup>		\$18,249,925	I	See footnote <sup>(1)</sup>
7.00% Subordinated Convertible Notes due 2031	\$0.21 <sup>(5)</sup>							08/19/2021 <sup>(7)</sup>	12/31/2031	Common Stock	12,228,067 <sup>(5)(6)</sup>		\$2,624,950	I	See footnote <sup>(2)</sup>
7.00% Subordinated Convertible Notes due 2031	\$0.21 <sup>(5)</sup>							08/19/2021 <sup>(7)</sup>	12/31/2031	Common Stock	19,215,900 <sup>(5)(6)</sup>		\$4,125,000	I	See footnote <sup>(3)</sup>
7.00% Subordinated Convertible Notes due 2031	\$0.21 <sup>(5)</sup>							(5)	12/31/2031	Common Stock	516,965 <sup>(5)(6)</sup>		\$110,975	I	See footnote <sup>(8)</sup>
Series D Cumulative Convertible Preferred Stock	\$169.6	12/05/2023		C				(9)	(9)	Common Stock	22,350	(10)	0	I	See footnote <sup>(1)</sup>
Series D Cumulative Convertible Preferred Stock	\$169.6	12/05/2023		C				(9)	(9)	Common Stock	3,214	(10)	0	I	See footnote <sup>(2)</sup>

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	Title	Amount or Number of Shares				
Series D Cumulative Convertible Preferred Stock	\$169.6	12/05/2023		C			34,273 <sup>(11)(12)</sup>	(9)	(9)	Common Stock	5,051	(10)	0	I	See footnote <sup>(3)</sup>
Series B Convertible Preferred Stock	\$400							(13)	(13)	Common Stock	37,279		596,473 <sup>(14)(15)</sup>	I	See footnote <sup>(1)</sup>
Series B Convertible Preferred Stock	\$400							(13)	(13)	Common Stock	5,362		85,792 <sup>(14)(15)</sup>	I	See footnote <sup>(2)</sup>
Series B Convertible Preferred Stock	\$400							(13)	(13)	Common Stock	8,426		134,820 <sup>(14)(15)</sup>	I	See footnote <sup>(3)</sup>

1. Name and Address of Reporting Person \*

[STILWELL JOSEPH](#)

(Last) (First) (Middle)

200 CALLE DEL SANTO CRISTO

(Street)

SAN JUAN PR 00901

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Stilwell Value LLC](#)

(Last) (First) (Middle)

111 BROADWAY, 12TH FLOOR

(Street)

NEW YORK NY 10006

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Stilwell Activist Investments, L.P.](#)

(Last) (First) (Middle)

111 BROADWAY  
12TH FLOOR

(Street)

NEW YORK NY 10006

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Stilwell Activist Fund, L.P.](#)

(Last) (First) (Middle)

111 BROADWAY  
12TH FLOOR

(Street)

NEW YORK NY 10006

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Stilwell Value Partners VII, L.P.</a>		
(Last)	(First)	(Middle)
111 BROADWAY 12TH FLOOR		
(Street)		
NEW YORK	NY	10006
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">STILWELL ASSOCIATES L P</a>		
(Last)	(First)	(Middle)
111 BROADWAY 12TH FLOOR		
(Street)		
NEW YORK	NY	10006
(City) (State) (Zip)		

**Explanation of Responses:**

- These securities are owned directly by Stilwell Activist Investments, L.P. ("SAI") and indirectly by Joseph Stilwell in his capacity as the managing member and owner of Stilwell Value LLC ("Value"), which is the general partner of SAI. Joseph Stilwell disclaims beneficial ownership of all shares reported as owned indirectly except to the extent of his pecuniary interest therein.
- These securities are owned directly by Stilwell Activist Fund, L.P. ("SAF") and indirectly by Joseph Stilwell in his capacity as the managing member and owner of Value, which is the general partner of SAF. Joseph Stilwell disclaims beneficial ownership of all shares reported as owned indirectly except to the extent of his pecuniary interest therein.
- These securities are owned directly by Stilwell Value Partners VII, L.P. ("SVP VII") and indirectly by Joseph Stilwell in his capacity as the managing member and owner of Value, which is the general partner of SVP VII. Joseph Stilwell disclaims beneficial ownership of all shares reported as owned indirectly except to the extent of his pecuniary interest therein.
- Represents shares of the Issuer's common stock that were acquired as a result of the Issuer settling redemption requests for the Issuer's Series D Cumulative Convertible Preferred Stock ("Series D Preferred Stock") in shares of the Issuer's common stock. The redemption price for each share of Series D Preferred Stock was approximately \$38.02 (\$25.00 per share plus the amount of all accrued but unpaid dividends to and including the redemption date). The number of shares of common stock issued upon redemption of Series D Preferred Stock was based on a common stock price of \$0.39, which was the volume weighted average of the closing sales price, as reported on the Nasdaq Capital Market, per share of common stock for the ten consecutive trading days immediately preceding, but not including, the redemption date.
- The Issuer's 7.00% Subordinated Convertible Notes due 2031 (the "Notes") are convertible, in whole or in part, at any time, at the option of the holders thereof, into shares of the Issuer's common stock at a conversion price of \$0.21 per share (116.46 common shares for each \$25.00 of principal amount of the Notes being converted).
- Interest on the Notes may be payable, at the Issuer's election, in cash, in shares of the Issuer's Series B Convertible Preferred Stock ("Series B Preferred Stock") or in shares of Series D Preferred Stock, in each case as set forth in the Notes. Series B Preferred Stock and Series D Preferred Stock are both convertible into shares of the Issuer's common stock at the option of the holder thereof at any time. The Notes bear interest at the rate of 7% per annum. The number of shares of the Issuer's common stock indicated in the Table is based on the outstanding principal amount of the Notes held by the Reporting Person.
- The Notes were delivered through the clearing system of the Depository Trust Company and such delivery was completed on August 19, 2021.
- These Notes are owned directly by Stilwell Associates, L.P. ("SA") and indirectly by Joseph Stilwell in his capacity as the managing member and owner of Value, which is the general partner of SA. Joseph Stilwell disclaims beneficial ownership of all shares reported as owned indirectly except to the extent of his pecuniary interest therein.
- As disclosed in the Issuer's Form 8-K that announced the effectiveness of the Company's one-for-ten reverse stock split, and filed with the Securities and Exchange Commission ("SEC") on August 17, 2023, each share of Series D Preferred Stock is convertible into 0.1474 shares of the Issuer's common stock. Series D Preferred Stock has no expiration date.
- Disposition was as a result of the redemption of Series D Preferred Stock, which was settled in shares of the Issuer's common stock at a redemption price of approximately \$38.02 per share of Series D Preferred Stock (\$25.00 per share plus the amount of all accrued but unpaid dividends to and including the redemption date).
- In accordance with the terms of the Indenture among the Issuer and Wilmington Savings Fund Society, FSB, as Trustee, governing the terms of the Notes (the "Indenture"), the number of shares of Series D Preferred Stock paid as interest on the Notes on December 31, 2021 was determined based on a per share value equal to \$7.786515, calculated as the product of (x) the average of the per share volume-weighted average prices for Series D Preferred Stock for the 15 consecutive trading days ending on the third business day immediately preceding the interest payment date, and (y) 0.55.
- In accordance with the terms of the Indenture, the number of shares of Series D Preferred Stock paid as interest on the Notes on June 30, 2023, was determined based on a per share value equal to \$7.19774, calculated as the product of (x) the average of the per share volume-weighted average prices for Series D Preferred Stock for the 15 consecutive trading days ending on the third business day immediately preceding the interest payment date, and (y) 0.55.
- As disclosed in the Issuer's Form 8-K that announced the effectiveness of the Company's one-for-ten reverse stock split, and filed with the SEC on August 17, 2023, each share of Series B Preferred Stock is convertible into 0.0625 shares of the Issuer's common stock. Series B Preferred Stock has no expiration date.
- In accordance with the terms of the Indenture, the number of shares of Series B Preferred Stock paid as interest on the Notes on June 30, 2022 was determined based on a per share value equal to \$2.6673845, calculated as the product of (x) the average of the per share volume-weighted average prices for Series B Preferred Stock for the 15 consecutive trading days ending on the third business day immediately preceding the interest payment date, and (y) 0.55.
- In accordance with the terms of the Indenture, the number of shares of Series B Preferred Stock paid as interest on the Notes on January 3, 2023 was determined based on a per share value equal to \$1.070872, calculated as the product of (x) the average of the per share volume-weighted average prices for Series B Preferred Stock for the 15 consecutive trading days ending on the third business day immediately preceding the interest payment date, and (y) 0.55.

[/s/ Joseph Stilwell](#) [12/07/2023](#)

[/s/ Joseph Stilwell as authorized agent for Stilwell Value LLC](#) [12/07/2023](#)

[/s/ Joseph Stilwell as authorized agent for Stilwell Activist Investments, L.P.](#) [12/07/2023](#)

[/s/ Joseph Stilwell as authorized agent for Stilwell Activist Fund, L.P.](#) [12/07/2023](#)

[/s/ Joseph Stilwell as authorized agent for Stilwell Value Partners VII, L.P.](#) [12/07/2023](#)

[/s/ Joseph Stilwell as authorized agent for Stilwell Associates, L.P.](#) [12/07/2023](#)

\*\* 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.

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