FORM 4

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

| OMB APPROVAL | | | | | |
|--------------------------|-----------|--|--|--|--|
| OMB Number: | 3235-0287 | | | | |
| Estimated average burden | | | | | |
| nours per response | | | | | |

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

| f Reporting Perso | on * | 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) _X_Director Officer (give title below) Check all applicable) Other (specify below) | | | | | | | |
|--|--|--|--|---|--|---|--|---|---|--|--|--|--|
| (First) RTH, 2529 VI | (Middle) RGINIA | 3. Date of Earliest Transaction (Month/Day/Year) 07/23/2018 | | | | | | | | | | | |
| (Street) VA 23452 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person | | | | | | | |
| (State) | (Zip) | Т | able I - | - Non- | -Deriv | vative S | ecuritie | s Acqui | ired, Disp | osed of, or | Beneficially | Owned | |
| 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea | | any | f Code (Instr. 8) | | (A) or Disposed of (D) | | | | | | Ownership of Inc | eneficial | |
| | | (Month/Day/Yea | | ode | V | Amoun | (A) or t (D) | Price | or In | | or Indirect (Instr. 4) | | |
| 07 | //23/2018 | | A | <u>(1)</u> | | 3,435 | A | \$ 4.04 (1) | 19,852 | | | D | |
| separate line for o | each class of secu | urities beneficially | owne | | Perso | ons wh | n this f | orm ar | e not req | uired to re | espond unl | ess | C 1474 (9- 02) |
| | | | | | | | | | | l | | | |
| 1. Title of Derivative Conversion Security (Instr. 3) 2. | 3A. Deemed Execution Da | 4. Transaction Code | 5. Non of Deri Secu Acqu (A) o Disp of (E) (Inst | 5. Number of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. T Amo Und Seco | Title and ount of derlying urities tr. 3 and | Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following Reported | Ownership Form of Derivative Security: Direct (D) or Indirect | |
| | | | | | Date | | Expirati Date | ion Title | Amount or e Number | | | | |
| | (First) RTH, 2529 VII (Street) VA 23452 (State) 2. Da (M) 07 separate line for e | (Street) VA 23452 (State) 2. Transaction Date (Month/Day/Year) 07/23/2018 Table II - II (0) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) | Wheeler Real [WHLR] (First) (Middle) 3. Date of Earlie 07/23/2018 (Street) 4. If Amendmen VA 23452 (State) (Zip) 7. The second of Execution Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. 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| Burnette Omer Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| Sweet John | | | | | | |
| RIVERSEDGE NORTH | X | | | | | |
| 2529 VIRGINIA BEACH BLVD. | Λ | | | | | |
| VIRGINA BEACH, VA 23452 | | | | | | |

Signatures

| /s/ John Sweet | 07/24/2018 |
|-------------------------------|------------|
| 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) Granted for second quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s common stock on June 29, 2018.

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.