

# FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response...	0.5

## INITIAL STATEMENT OF 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 * Jones Andrew R  (Last) (First) (Middle) 274 RIVERSIDE AVENUE  (Street) WESTPORT, CT 06880  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/11/2018	3. Issuer Name <b>and</b> Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [whlr]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,464	I	Held in IRA
Common Stock	445,084	I	Held in managed funds <a href="#">(1)</a>

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	<a href="#">(2)</a>	<a href="#">(2)</a>	Common Stock	1,313	\$ 40	D	
Series B Convertible Preferred Stock	<a href="#">(2)</a>	<a href="#">(2)</a>	Common Stock	28,334	\$ 40	I	Held in managed funds <a href="#">(1)</a>
Series D Cumulative Convertible Preferred Stock	<a href="#">(3)</a>	<a href="#">(3)</a>	Common Stock	31,840	\$ 16.96	I	Held in managed funds <a href="#">(1)</a>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Andrew R 274 RIVERSIDE AVENUE WESTPORT, CT 06880	X			

# Signatures

/s/ Andrew Jones		05/24/2018
Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These shares are held by various investment partnerships, funds and managed accounts, in which NS Advisors, LLC ("NS Advisors")

(1) serves as the investment manager. Mr. Jones is the managing partner of NS Advisors and has sole voting and investment authority over the shares.

(2) Each share of Series B Cumulative Convertible Preferred Stock (the "Series B Stock") is convertible into shares of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") common stock at \$40.00 per share. The Series B Stock has no expiration date.

(3) Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") is convertible into shares of the Company's common stock at \$16.96 per share. The Series D Stock has no expiration date.

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.