

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Wheeler Real Estate Investment Trust, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

963025812

(CUSIP Number)

Diveroli Investment Group LLC
848 Brickell Ave., Suite PH5,
Miami, FL, 33131
305-202-0630

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

09/10/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 963025812

1	Name of reporting person Diveroli Investment Group LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only

4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	963025812
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1	Name of reporting person Kingbird Ventures LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization WYOMING

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, \$0.01 par value per share

(b) Name of Issuer:

Wheeler Real Estate Investment Trust, Inc.

(c) Address of Issuer's Principal Executive Offices:

2529 Virginia Beach Blvd., Virginia Beach, VIRGINIA , 23452.

Item 1 Comment: This Amendment to Schedule 13D (this "Amendment") is being filed to report that the Reporting Persons have disposed of all shares of common stock previously reported as beneficially owned and therefore no longer beneficially own any shares of common stock of the Issuer. Except as specifically provided herein, all other information contained in the Schedule 13D remains unchanged.

Item 2. Identity and Background

(d) Neither of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which the Reporting Persons has been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer

(a) As of the date of this Amendment, the Reporting Persons do not beneficially own any shares of common stock of the Issuer.

(b) Not applicable.

(c) On September 10, 2025, the Reporting Persons sold 101,946 shares of common stock for the aggregate price of \$301,156.96, \$528.91 of which were brokerage fees.

On September 11, 2025, the Reporting Persons sold 101,054 shares of common stock for the aggregate purchase price of \$267,945.36, \$524.27 of which were brokerage fees.

(d) Not applicable.

- (e) The Reporting Persons ceased to be the beneficial owner of more than five percent of the Issuer's common stock on September 10, 2025.

Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing Agreement (incorporation by reference to Exhibit 99.1 of Schedule 13D filed with the SEC on September 2, 2025).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Diveroli Investment Group LLC

Signature: /s/ Aharon Diveroli
Name/Title: Aharon Diveroli/Chief Investment Officer
Date: 10/02/2025

Kingbird Ventures LLC

Signature: /s/ Aharon Diveroli
Name/Title: Aharon Diveroli/Chief Investment Officer
Date: 10/02/2025