

<b>FORM D</b>
Notice of Exempt Offering of Securities

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

<b>OMB APPROVAL</b>
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

### 1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s)	<input checked="" type="checkbox"/> None	Entity Type
<input type="text" value="0001527541"/>			<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other
Name of Issuer			
<input type="text" value="Wheeler Real Estate Investment Trust, Inc."/>			
Jurisdiction of Incorporation/Organization			
<input type="text" value="MARYLAND"/>			
Year of Incorporation/Organization			
<input type="checkbox"/> Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) <input type="checkbox"/> Yet to Be Formed	<input type="text" value="2011"/>		

### 2. Principal Place of Business and Contact Information

Name of Issuer			
<input type="text" value="Wheeler Real Estate Investment Trust, Inc."/>			
Street Address 1		Street Address 2	
<input type="text" value="RIVERSEDGE NORTH"/>		<input type="text" value="2529 VIRGINIA BEACH BLVD., SUITE 200"/>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="VIRGINIA BEACH"/>	<input type="text" value="VIRGINIA"/>	<input type="text" value="23452"/>	<input type="text" value="757-627-9088"/>

### 3. Related Persons

Last Name	First Name	Middle Name	
<input type="text" value="Wheeler"/>	<input type="text" value="Jon"/>	<input type="text" value="S."/>	
Street Address 1		Street Address 2	
<input type="text" value="Riversedge North"/>		<input type="text" value="2529 Virginia Beach Blvd., Suite 200"/>	
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Virginia Beach"/>	<input type="text" value="VIRGINIA"/>	<input type="text" value="23452"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<input type="text"/>			

Last Name	First Name	Middle Name
<input type="text" value="Belote"/>	<input type="text" value="Steven"/>	<input type="text" value="M."/>

Street Address 1

Street Address 2

Riversedge North

2529 Virginia Beach Blvd., Suite 200

City

State/Province/Country

ZIP/Postal Code

Virginia Beach

VIRGINIA

23452

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Hanisch

Robin

Street Address 1

Street Address 2

Riversedge North

2529 Virginia Beach Blvd., Suite 200

City

State/Province/Country

ZIP/Postal Code

Virginia Beach

VIRGINIA

23452

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

#### 4. Industry Group

Agriculture

**Banking & Financial Services**

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

Other Banking & Financial Services

Business Services

**Energy**

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

**Health Care**

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

**Real Estate**

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

Retailing

Restaurants

**Technology**

Computers

Telecommunications

Other Technology

**Travel**

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

#### 5. Issuer Size

**Revenue Range**

No Revenues

\$1 - \$1,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

**Aggregate Net Asset Value Range**

No Aggregate Net Asset Value

\$1 - \$5,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$50,000,000

- |   |   |
|---|---|
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000           | <input type="checkbox"/> Over \$100,000,000           |
| <input type="checkbox"/> Decline to Disclose          | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable               | <input type="checkbox"/> Not Applicable               |

### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |

### 7. Type of Filing

- New Notice    Date of First Sale      First Sale Yet to Occur
- Amendment

### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?     Yes     No

### 9. Type(s) of Securities Offered (select all that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)   |

### 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?     Yes     No

Clarification of Response (if Necessary)

### 11. Minimum Investment

Minimum investment accepted from any outside investor    \$  USD

### 12. Sales Compensation

Recipient    Recipient CRD Number     None

<input type="text"/>	<input type="text"/>
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(Associated) Broker or Dealer

(Associated) Broker or Dealer  None

(Associated) Broker or Dealer  None  
CRD Number

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation

All States

### 13. Offering and Sales Amounts

Total Offering Amount \$  USD  Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD  Indefinite

Clarification of Response (if Necessary)

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

### 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$  USD  Estimate

Finders' Fees \$  USD  Estimate

Clarification of Response (if Necessary)

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$  USD  Estimate

Clarification of Response (if Necessary)

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
<b>Wheeler Real Estate Investment Trust, Inc.</b>	<b>/s/ Jon S. Wheeler</b>	<b>Jon S. Wheeler</b>	<b>Chairman and President</b>	<b>2012-02-08</b>