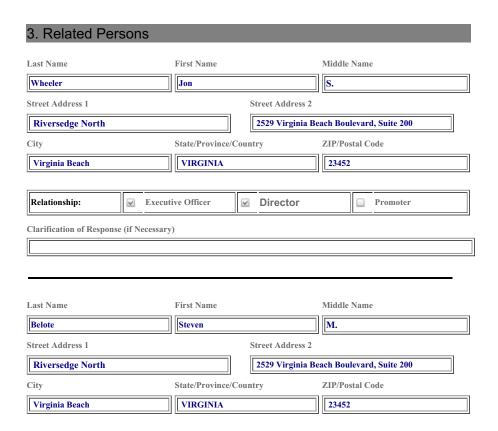


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.

OMB APPROVAL
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)	✓ None	Entity Type
0001527541			Corporation
Name of Issuer			Limited Partnership
Wheeler Real Estate Investment Trust, Inc.			Limited Liability Company
Jurisdiction of	_		General Partnership
Incorporation/Organization MARYLAND]		Business Trust
Year of Incorporation/Organization	n		Other
Over Five Years Ago			
Within Last Five Years (Specify Year) 20	011		
☐ Yet to Be Formed			

2. Principal Place of Business and Contact Information Name of Issuer Wheeler Real Estate Investment Trust, Inc. Street Address 1 Street Address 2 RIVERSEDGE NORTH City State/Province/Country ZIP/Postal Code Phone No. of Issuer VIRGINIA BEACH VIRGINIA 23452 757-627-9088



Relationship:	~	Executiv	ve Officer	☐ Directo	r		Promoter	
	4437							
larification of Respon	se (if Ne	ecessary)						
Last Name			First Name			Middle	Name	
Hanisch			Robin					
treet Address 1				Street Addr	ess 2			
Riversedge North				2529 Virg	inia Be	ach Bou	levard, Suite 200	
City		1	State/Province	/Country		ZIP/Pos	stal Code	
Virginia Beach			VIRGINIA			23452		
Relationship:	~	Executiv	ve Officer	Director	r		Promoter	
Clarification of Respon	se (if Ne	ecessary)						
A								
Last Name			First Name			Middle	Name	
Ettel			Christopher			J.		
Street Address 1				Street Addr	ess 2			
Riversedge North				2529 Virg	inia Be	ach Bou	levard, Suite 200	
City			State/Province	/Country		ZIP/Pos	stal Code	
Virginia Beach			VIRGINIA			23452		
Relationship:		Executiv	ve Officer	Directo	r		Promoter	
Clarification of Respon	se (if Ne	ecessary)						
Last Name			First Name			Middle	Name	
Kelly			David	C				
Street Address 1				Street Addr		l. D	11 6.24.200	
Riversedge North			St. t. /D		іша ве		levard, Suite 200	
City Vincinia Basah			State/Province	Country	_	23452		
Virginia Beach			VIRGINIA			23452		
Relationship:		Evocutiv	ve Officer	☑ Directo	\r_		Promoter	
relationship.		Executiv	ve Omeer	Directo	,,		1 Tolliotes	
Clarification of Respon	se (if Ne	ecessary)						
Last Name			Einet N.			M2 3 22	Nama	
Last Name			First Name		 1	Middle	name	
King			William	g		W.		
Street Address 1				Street Addr		ank P	language Colta 200	
Riversedge North			a =		ınia Be		levard, Suite 200	
City			State/Province	/Country			stal Code	
Virginia Beach			VIRGINIA			23452		
			0.00	1 =				
Relationship:		Executiv	ve Officer	✓ Director	r		☐ Promoter	

Clarification of Respons						
Last Name		First Name		Middle	Name	
Madhu		Sanjay				
Street Address 1			Street Address	<u>-</u> 1 2		
Riversedge North			2529 Virginia	Beach Bou	levard, Suite 200	
City		State/Province/	Country	ZIP/Po	stal Code	
Virginia Beach		VIRGINIA		23452	!	
Relationship:	Executi	ve Officer	☑ Director		Promoter	
Clarification of Respons	se (if Necessary))				
_						
Last Name		First Name		Middle	Name	
McGowan, Jr.		Carl		B.		
Street Address 1			Street Address	2		
Riversedge North			2529 Virginia	Beach Bou	levard, Suite 200	
City		State/Province/	Country	ZIP/Po	stal Code	
Virginia Beach		VIRGINIA		23452	}	
					1	
Relationship:		ve Officer	Director		Promoter	
Clarification of Respons			☑ Director	Middle		
Clarification of Respons		First Name	Director	Middle		
Clarification of Respons Last Name McKinney				L.		_
Clarification of Respons Last Name McKinney Street Address 1		First Name	Street Address	L.	Name	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North		First Name	Street Address 2529 Virginia	L. 2 Beach Bou	Name	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North		First Name Ann State/Province/	Street Address 2529 Virginia	L. Beach Bou	Name levard, Suite 200 stal Code	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North		First Name	Street Address 2529 Virginia	L. 2 Beach Bou	Name levard, Suite 200 stal Code	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North	se (if Necessary)	First Name Ann State/Province/	Street Address 2529 Virginia	L. Beach Bou	Name levard, Suite 200 stal Code	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Relationship:	Executi	First Name Ann State/Province/ VIRGINIA	Street Address 2529 Virginia Country	L. Beach Bou	Name levard, Suite 200 stal Code	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North City Virgina Beach	Executi	First Name Ann State/Province/ VIRGINIA	Street Address 2529 Virginia Country	L. Beach Bou	Name levard, Suite 200 stal Code	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Relationship:	Executi	First Name Ann State/Province/ VIRGINIA	Street Address 2529 Virginia Country	L. Beach Bou	Name levard, Suite 200 stal Code	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Relationship:	Executi	First Name Ann State/Province/ VIRGINIA	Street Address 2529 Virginia Country	L. Beach Bou	Name levard, Suite 200 stal Code	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Relationship:	Executi	First Name Ann State/Province/ VIRGINIA	Street Address 2529 Virginia Country	L. Beach Bou	Name levard, Suite 200 stal Code Promoter	
Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Relationship:	Executi	First Name Ann State/Province/ VIRGINIA ve Officer	Street Address 2529 Virginia Country	ZIP/Po 23452	Name levard, Suite 200 stal Code Promoter	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Relationship: Clarification of Response	Executi	First Name Ann State/Province/ VIRGINIA ve Officer First Name	Street Address 2529 Virginia Country	ZIP/Po Z3452 Middle	Name levard, Suite 200 stal Code Promoter	
Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Relationship: Clarification of Response	Executi	First Name Ann State/Province/ VIRGINIA ve Officer First Name	Street Address 2529 Virginia Country Director Street Address	L. 2 Beach Bou ZIP/Po 23452 Middle	Name levard, Suite 200 stal Code Promoter	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Relationship: Clarification of Response Last Name Zwerdling Street Address 1	Executi se (if Necessary)	First Name Ann State/Province/ VIRGINIA ve Officer First Name	Street Address 2529 Virginia Country Director Street Address 2529 Virginia	ZIP/Po ZIAS2 Middle	Name levard, Suite 200 stal Code Promoter Name	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Clarification of Response Last Name Zwerdling Street Address 1 Riversedge North	Executi se (if Necessary)	First Name Ann State/Province/ VIRGINIA ve Officer First Name Jeffrey	Street Address 2529 Virginia Country Director Street Address 2529 Virginia	ZIP/Po ZIAS2 Middle	Name levard, Suite 200 stal Code Promoter Name levard, Suite 200 stal Code	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Clarification of Response Last Name Zwerdling Street Address 1 Riversedge North City	Executi se (if Necessary)	First Name Ann State/Province/ VIRGINIA ve Officer First Name Jeffrey State/Province/	Street Address 2529 Virginia Country Director Street Address 2529 Virginia	L. ZIP/Po Middle ZIP/Po Middle	Name levard, Suite 200 stal Code Promoter Name levard, Suite 200 stal Code	
Clarification of Respons Last Name McKinney Street Address 1 Riversedge North City Virgina Beach Clarification of Response Last Name Zwerdling Street Address 1 Riversedge North City	Executi se (if Necessary)	First Name Ann State/Province/ VIRGINIA ve Officer First Name Jeffrey State/Province/	Street Address 2529 Virginia Country Director Street Address 2529 Virginia	L. ZIP/Po Middle ZIP/Po Middle	Name levard, Suite 200 stal Code Promoter Name levard, Suite 200 stal Code	

4. I	ndustry Group			
	Agriculture	Health Care		Retailing
E	Banking & Financial Services	Biotechnology	_	
	Commercial Banking	Health Insurance	_	Restaurants
	Insurance	Hospitals & Physicia	ans	Technology
	☐ Investing	☐ Pharmaceuticals ☐ Other Health Care		Computers
	☐ Investment Banking	Utiler Health Care		■ Telecommunications
ļ	Pooled Investment Fund			Other Technology
	Other Banking & Financial			_ Other reclinology
	Services	356		Travel
■ F	Business Services	Manufacturing		☐ Airlines & Airports
F	Energy	Real Estate Commercial		■ Lodging & Conventions
	Coal Mining	Construction		☐ Tourism & Travel Services
	Electric Utilities	REITS & Finance		☐ Other Travel
ı	■ Energy Conservation	Residential		Other
	Environmental Services	Other Real Estate		
	Oil & Gas			
	Other Energy			
_	0'			
5.	Issuer Size			
Reve	nue Range		e Net Asset V	_
	No Revenues		lo Aggregate l	Net Asset Value
	\$1 - \$1,000,000	□ \$	1 - \$5,000,000	
	\$1,000,001 - \$5,000,000		5,000,001 - \$2	5,000,000
	\$5,000,001 - \$25,000,000	□ s	25,000,001 - \$	50,000,000
	\$25,000,001 - \$100,000,000	□ s	50,000,001 - \$	100,000,000
	Over \$100,000,000		Over \$100,000.	,000
~	Decline to Disclose	_	ecline to Disc	
	Not Applicable		ot Applicable	
_				
6.	Federal Exemption(s)	and Exclusion(s	s) Claim	ed (select all that
ар	ply)			
	Rule 504(b)(1) (not (i), (ii)	Rule 505		
_	or (iii))	_		
	Rule 504 (b)(1)(i)	Rule 506		
	Rule 504 (b)(1)(ii)	Securities Act Section	on 4(6)	
	Rule 504 (b)(1)(iii)	Investment Compan	y Act Section	3(c)
7	Type of Filing			
			1 –	
	New Notice Date of First Sale	2013-12-16	☐ Fi	rst Sale Yet to Occur
V	Amendment			
8.	Duration of Offering			
		nore than one ver-2	-	Yes V No
Does	the Issuer intend this offering to last r	nore tnan one year?		Yes Vo
_				
9.	Type(s) of Securities C	Offered (select a	all that a	pply)
,	Pooled Investment Fund		3	
	Interests	Equity		
	Tenant-in-Common Securities	Debt		

☐ Mineral Property Securities ✓ Option, Warr Acquire Anot	ant or Other Right to her Security	
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (described)	ре)	
10. Business Combination Transa	action	
Is this offering being made in connection with a business transaction, such as a merger, acquisition or exchange of		
Clarification of Response (if Necessary)		
11. Minimum Investment		
Minimum investment accepted from any outside investor	USI)
12. Sales Compensation		
Recipient	Recipient CRD Number	None
Maxim Group LLC	120708	
(Associated) Broker or Dealer None	(Associated) Broker or Dealer Cl Number	RD None
Street Address 1	Street Address 2	
405 Lexington Ave		
	te/Province/Country	ZIP/Postal Code
New York	EW YORK	10174
State(s) of Solicitation All States F	oreign/Non-US	
CALIFORNIA		
FLORIDA		
INDIANA		
MICHIGAN MINNESOTA		
NEW JERSEY		
NORTH		
PENNSYLVANIA		
TEXAS		
Recipient	Recipient CRD Number	None
Newbridge Securities Corporation	104065	
(Associated) Broker or Dealer	(Associated) Broker or Dealer Cl Number	RD None
Street Address 1	Street Address 2	
	Street Address 2	
1451 Cypress Creek Road	Suite 204	
	U 	ZIP/Postal Code
City Sta	Suite 204	ZIP/Postal Code 33309

FLORIDA
INDIANA
MICHIGAN
MINNESOTA
NEW JERSEY
NORTH CAROLINA
PENNSYLVANIA
TEXAS
13. Offering and Sales Amounts
Total Offering Amount \$ 12160000 USD Indefinite
Total Amount Sold \$ 12160000 USD
Total Remaining to be \$ 0 USD Indefinite
Sold
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 \$ 1013175 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

CALIFORNIA

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
- 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
Wheeler Real Estate Investment Trust, Inc.	/s/ Steven M. Belote	Steven M. Relote	Chief Financial Officer	2014-02-10