

FORM D
Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
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="radio"/> Corporation
Name of Issuer		<input type="radio"/> Limited Partnership
<input type="text" value="Wheeler Real Estate Investment Trust, Inc."/>		<input type="radio"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="radio"/> General Partnership
<input type="text" value="MARYLAND"/>		<input type="radio"/> Business Trust
Year of Incorporation/Organization		<input type="radio"/> Other
<input type="radio"/> Over Five Years Ago		
<input checked="" type="radio"/> Within Last Five Years (Specify Year)	<input type="text" value="2011"/>	
<input type="radio"/> Yet to Be Formed		

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 Boulevard, 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 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
<input type="text" value="Riversedge North"/>		<input type="text" value="2529 Virginia Beach Boulevard, 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 Boulevard, 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
Brown **Stewart** **J.**

Street Address 1 Street Address 2
Riversedge North **2529 Virginia Beach Boulevard, 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
Kelly **David**

Street Address 1 Street Address 2
Riversedge North **2529 Virginia Beach Boulevard, 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
King **William** **W.**

Street Address 1 Street Address 2
Riversedge North **2529 Virginia Beach Boulevard, 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
Harrington Kurt R.

Street Address 1 Street Address 2
Riversedge North 2529 Virginia Beach Boulevard, 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
McGowan, Jr. Carl B.

Street Address 1 Street Address 2
Riversedge North 2529 Virginia Beach Boulevard, 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
McAuliffe John P.

Street Address 1 Street Address 2
Riversedge North 2529 Virginia Beach Boulevard, 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
Graham Wilkes J.

Street Address 1 Street Address 2
Riversedge North 2529 Virginia Beach Boulevard, Suite 200

City	State/Province/Country	ZIP/Postal Code
Virginia Beach	VIRGINIA	23452

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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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 <ul style="list-style-type: none"> <input type="radio"/> No Revenues <input type="radio"/> \$1 - \$1,000,000 <input type="radio"/> \$1,000,001 - \$5,000,000 <input type="radio"/> \$5,000,001 - \$25,000,000 <input type="radio"/> \$25,000,001 - \$100,000,000 <input type="radio"/> Over \$100,000,000 <input checked="" type="radio"/> Decline to Disclose <input type="radio"/> Not Applicable | Aggregate Net Asset Value Range <ul style="list-style-type: none"> <input type="radio"/> No Aggregate Net Asset Value <input type="radio"/> \$1 - \$5,000,000 <input type="radio"/> \$5,000,001 - \$25,000,000 <input type="radio"/> \$25,000,001 - \$50,000,000 <input type="radio"/> \$50,000,001 - \$100,000,000 <input type="radio"/> Over \$100,000,000 <input type="radio"/> Decline to Disclose <input type="radio"/> Not Applicable |
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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(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<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)

- Pooled Investment Fund Interests Equity
- Tenant-in-Common Securities Debt
- Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (describe)

The issuer issued a warrant to purchase 6,000,000 shares of its common stock at an exercise price of \$0.0001 per share solely in the event of a default under a loan agreement of which it serves as guarantor and its operating partnership is the borrower.

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

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation All States Foreign/Non-US

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)

This offering amount has been determined by the exercise price of the warrant \$0.0001 multiplied by the 6,000,000 shares underlying the warrant. The Issuer did not receive any proceeds from the warrant. The warrant serves as collateral for a loan.

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, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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. Belote	Chief Financial Officer	2016-04-15