

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

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

<b>OMB APPROVAL</b>
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 checked="" type="radio"/> Over Five Years Ago		
<input type="radio"/> Within Last Five Years (Specify Year)	<input type="text"/>	
<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="RIVERSEGE 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="Sweet"/>	<input type="text" value="John"/>	
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  
Zwerdling Jeff

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
<input type="text" value="Virginia Beach"/>	<input type="text" value="VIRGINIA"/>	<input type="text" value="23452"/>

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

Last Name	First Name	Middle Name
<input type="text" value="Harrington"/>	<input type="text" value="Kurt"/>	<input type="text" value="R."/>

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

Last Name	First Name	Middle Name
<input type="text" value="McGowan, Jr."/>	<input type="text" value="Carl"/>	<input type="text" value="B."/>

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

Last Name	First Name	Middle Name
<input type="text" value="McAuliffe"/>	<input type="text" value="John"/>	<input type="text" value="P."/>

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

#### 4. Industry Group

- Agriculture       Health Care       Retailing  
 Biotechnology

**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 Insurance
- Hospitals & Physicians
- Pharmaceuticals
- Other Health Care

 **Manufacturing****Real Estate**

- Commercial
- Construction
- REITS & Finance
- Residential
- Other Real Estate

 **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
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**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
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- 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(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 \$1,129,500 of its common stock to a seller of real estate as partial consideration of the purchase price.

### 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	<input checked="" type="checkbox"/> None
<input type="text" value="N/A"/>	<input type="text"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text" value="N/A"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="N/A"/>	<input type="text" value="Unknown"/>	<input type="text" value="None"/>
State(s) of Solicitation	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US	
<input type="text" value="MICHIGAN"/>		

### 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:

1

## 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/ Jon S. Wheeler	Jon Wheeler	CEO & Chairman	2018-01-24

