

Riversedge North

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

			per response: 4.0
4			
1. Issuer's Identity	Duovious Name(s)	T None	Endido: Tomo
CIK (Filer ID Number)	Previous Name(s)	None	Entity Type
0001527541			© Corporation
Name of Issuer			C Limited Partnership
Wheeler Real Estate Investment Trust, Inc.			C Limited Liability Company
Jurisdiction of			C General Partnership
Incorporation/Organization	_		C Business Trust
MARYLAND			C Other
Year of Incorporation/Organiz	ation		Other
• Over Five Years Ago Within Last Five Years			
(Specify Year)			
C Yet to Be Formed			
2. Principal Place of	Rusiness and (Contact Info	ormation
Name of Issuer	Dusiness and v	Contact init	Jillauoli
Wheeler Real Estate Investment	Trust, Inc.		
Street Address 1	11 450, 1110	Street Address 2	
RIVERSEDGE NORTH			A BEACH BLVD., SUITE 200
	State/Province/Country		,
VIRGINIA BEACH	VIRGINIA	23452	757-627-9088
VIRGINIA BEACH	VIRGINIA	23432	/3/-02/-9066
2 Poloted Persons		_	
3. Related Persons			
Last Name	First Name		Middle Name
Wheeler	Jon		S.
Street Address 1		Street Address 2	
Riversedge North		2529 Virginia Be	each Boulevard, Suite 200
City	State/Province/Cou		ZIP/Postal Code
Virginia Beach	VIRGINIA		23452
Y II gillia Beach			23 102
Relationship: Ex	ecutive Officer	Director	Promoter
Relationship.	ecutive Officer	Director	Tromoter
Clarification of Response (if Neces	ssary)		
Last Name	First Name		Middle Name
Sweet	John		
Street Address 1		Street Address 2	•

2529 Virginia Beach Boulevard, Suite 200

City		State/Province	e/Coun	try	ZIP/Po	ostal Code	
Virginia Beach		VIRGINIA			23452	2	
Relationship:	V	Executive Officer	V	Director		Promoter	
Cl:6							
Clarification of Respor	ise (II IN	ecessary)					
Last Name		First Name			Middle	Name	
Zwerdling		Jeff					
Street Address 1			S	Street Address 2	2		
Riversedge North] [2529 Virginia	Beach Bo	ulevard, Suite 200	
City		State/Province	e/Coun	try	ZIP/Po	ostal Code	
Virginia Beach		VIRGINIA			23452	2	
Relationship:	V	Executive Officer	V	Director		Promoter	
Relationship.	J.X.J.	- Executive Officer	J.X.			Tromoter	
Clarification of Respon	ıse (if N	ecessary)					
Last Name		First Name			Middle	Name	
Brown		Stewart			J.		
Street Address 1				Street Address 2			
Riversedge North			1 [ulevard, Suite 200	$\overline{}$
		State/Province] [
City			2/Coun	try		ostal Code	
Virginia Beach		VIRGINIA			23452	2	
Г		_	-			1	
Relationship:		Executive Officer	哮	Director		Promoter	
Clarification of Respor	ıse (if N	(ecessary)					
Last Name		First Name			Middle	Name	
Kelly		David			7		
Street Address 1		David		Street Address 2			
			ים 11 ה			-11 Ci4- 200	—ı
Riversedge North] [ulevard, Suite 200	
City		State/Province	e/Coun	try	ZIP/Po	ostal Code	
Virginia Beach		VIRGINIA			23452	2	
Relationship:		Executive Officer	⋉	Director		Promoter	
Clarification of Respor	ase (if N	lecessary)		_		-11	
Ciai incation of Respot	13C (II IV						
Last Name		First Name			Middle	Name	
King		William			W.		
Street Address 1	·		5	Street Address 2	2		
Riversedge North			1 [2529 Virginia	Beach Bo	ulevard, Suite 200	\neg
			<u> </u>				

	State/Prov	ince/Country	ZIP/Postal Code	
Virginia Beach	VIRGIN	IA	23452	
Relationship:	Executive Officer	✓ Director	Promoter	
Clarification of Respons	se (if Necessary)			
Last Name	First Nam	e	Middle Name	
Harrington	Kurt		R.	
Street Address 1		Street Addres	ss 2	
Riversedge North		2529 Virgin	ia Beach Boulevard, Suite 200	
City	State/Prov	vince/Country	ZIP/Postal Code	
Virginia Beach	VIRGIN	<u> </u>	23452	
Relationship:	Executive Officer	▽ Director	Promoter	
		(Property)	F	
Clarification of Respons	se (if Necessary)			
Last Nave-	700 A 700		Middle N	
Last Name	First Nam	e	Middle Name	
McGowan, Jr.	Carl		B.	
Street Address 1		Street Addres		
Riversedge North			ia Beach Boulevard, Suite 200	
City		vince/Country	ZIP/Postal Code	
Virginia Beach	VIRGIN	IA	23452	
Relationship:	Executive Officer	☑ Director	Promoter	
Relationship:	Executive Officer	☑ Director	Fromoter	
Clarification of Respons	se (if Necessary)			
	First Nam	e	Middle Name	
Last Name McAuliffe	First Nam	e	Middle Name	
McAuliffe		Street Addres	P. ss 2	
McAuliffe		Street Addres	P.	
McAuliffe Street Address 1 Riversedge North	John	Street Addres	P. ss 2	
McAuliffe Street Address 1 Riversedge North	John	Street Addres 2529 Virgin vince/Country	P. ss 2 sia Beach Boulevard, Suite 200	
McAuliffe Street Address 1 Riversedge North City	John State/Prov	Street Addres 2529 Virgin vince/Country	P. sss 2 tia Beach Boulevard, Suite 200 ZIP/Postal Code	
McAuliffe Street Address 1 Riversedge North City	John State/Prov	Street Addres 2529 Virgin vince/Country	P. sss 2 sia Beach Boulevard, Suite 200 ZIP/Postal Code 23452	
McAuliffe Street Address 1 Riversedge North City Virgina Beach Relationship:	State/Prov VIRGIN Executive Officer	Street Addres 2529 Virgin vince/Country	P. sss 2 sia Beach Boulevard, Suite 200 ZIP/Postal Code 23452	
McAuliffe Street Address 1 Riversedge North City Virgina Beach Relationship:	State/Prov VIRGIN Executive Officer	Street Addres 2529 Virgin vince/Country	P. sss 2 sia Beach Boulevard, Suite 200 ZIP/Postal Code 23452	
Street Address 1 Riversedge North City Virgina Beach	State/Prov VIRGIN Executive Officer	Street Addres 2529 Virgin vince/Country	P. sss 2 sia Beach Boulevard, Suite 200 ZIP/Postal Code 23452	
McAuliffe Street Address 1 Riversedge North City Virgina Beach Relationship:	State/Prov VIRGIN Executive Officer	Street Addres 2529 Virgin vince/Country	P. sss 2 sia Beach Boulevard, Suite 200 ZIP/Postal Code 23452	
McAuliffe Street Address 1 Riversedge North City Virgina Beach Relationship:	State/Prov VIRGIN Executive Officer	Street Addres 2529 Virgin vince/Country	P. sss 2 sia Beach Boulevard, Suite 200 ZIP/Postal Code 23452	
McAuliffe Street Address 1 Riversedge North City Virgina Beach Relationship:	State/Prov VIRGIN Executive Officer	Street Addres 2529 Virgin vince/Country	P. sss 2 sia Beach Boulevard, Suite 200 ZIP/Postal Code 23452	

Banking & Financial Services	C Health Insurance C Restaurants
C Commercial Banking	C Hospitals & Physicians Technology
C Insurance	C Pharmaceuticals C Computers
C Investing	Other Health Care
C Investment Banking	C Telecommunications
C Pooled Investment Fund	C Other Technology
Other Banking & Financial	Travel
C Services	C Manufacturing C Airlines & Airports
C Business Services	Real Estate C Lodging & Conventions
Energy	C Commercial C Tourism & Travel Services
C Coal Mining	C Construction C Other Travel
C Electric Utilities	© REITS & Finance C Other
C Energy Conservation	C Residential
C Environmental Services	Other Real Estate
C Oil & Gas	
C Other Energy	
5. Issuer Size	
Revenue Range	Aggregate Net Asset Value Range
C No Revenues	C No Aggregate Net Asset Value
C \$1 - \$1,000,000	C \$1 - \$5,000,000
C \$1,000,001 - \$5,000,000	© \$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000 \$5,000,001 - \$25,000,000	© \$25,000,001 - \$50,000,000
(m)	(All)
\$25,000,001 - \$100,000,000	0.00
Over \$100,000,000	0.00
Decline to Disclose	C Decline to Disclose
C Not Applicable	C Not Applicable
6 Federal Evenntion(s	s) and Exclusion(s) Claimed (select all that
apply)	and Exclusion(s) Claimed (Select all that
Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	☑ Rule 506(b)
Rule 504 (b)(1)(ii)	Rule 506(c)
Rule 504 (b)(1)(iii)	
	Securities Act Section 4(a)(5)
	Investment Company Act Section 3(c)
1	
7. Type of Filing	
7. Type of Filling	
New Notice Date of First Sa	le 2018-01-18 First Sale Yet to Occur
Amendment	
-	
8. Duration of Offering	
o. Duration of Offering	Name (no.)
Does the Issuer intend this offering to	ast more than one year?

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 Combina	ation Transaction
Is this offering being made in connect	tion with a business combination Ves 6 No
transaction, such as a merger, acquisi Clarification of Response (if Necessar	
The state of the s	
11. Minimum Investme	ent
Minimum investment accepted from investor	any outside \$ 0 USD
12. Sales Compensation	on
Recipient	Recipient CRD Number None
N/A	
(Associated) Broker or Dealer	None (Associated) Broker or Dealer CRD None
(Associated) Broker of Dealer	Number Number
Street Address 1	Street Address 2
N/A	
City	State/Province/Country ZIP/Postal Code
N/A	Unknown
State(s) of Solicitation	States Foreign/Non-US
MICHIGAN	
13. Offering and Sales	Amounts
Total Offering Amount \$ 1129500	
Total Amount Sold \$ 1129500	USD
Total Remaining to be Sold \$	USD □ Indefinite
Clarification of Response (if Necessar	у)
14. Investors	
Select if securities in the offe	ering have been or may be sold to persons who

do not qualify as accredited investors,

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
10. Gales Golffinissions & Finders T ees 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 \$ 0 USD Estimate
Finders' Fees \$ 0 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)
O'contract of the contract of

Number of such non-accredited investors who already have invested in the

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