



**Wheeler Real Estate Investment Trust, Inc.**

This is Prospectus Supplement No. 24 (this "**Prospectus Supplement**") to our Prospectus, dated September 29, 2023 (the "**Prospectus**"), relating to the issuance from time to time by Wheeler Real Estate Investment Trust, Inc. of up to 101,100,000 shares of our common stock, par value \$0.01 ("**Common Stock**"). Terms used but not defined in this Prospectus Supplement have the meanings ascribed to them in the Prospectus.

We have attached to this Prospectus Supplement our Current Report on Form 8-K/A filed on June 18, 2024. The attached information updates and supplements, and should be read together with, the Prospectus, as supplemented from time to time.

**Investing in our Common Stock involves a high degree of risk. You should review carefully the risks and uncertainties described under the heading "*Risk Factors*" beginning on page 4 of the Prospectus, and under similar headings in any amendments or supplements to the Prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of the Prospectus. Any representation to the contrary is a criminal offense.**

The date of this Prospectus Supplement is June 18, 2024.

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
(Amendment No.1)**

**FORM 8-K/A  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (date of earliest event reported): **June 13, 2024**  
**WHEELER REAL ESTATE INVESTMENT TRUST, INC.**  
(Exact name of registrant as specified in its charter)

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<b>Maryland</b>	<b>001-35713</b>	<b>45-2681082</b>
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)
<b>2529 Virginia Beach Blvd. Virginia Beach, VA</b>		<b>23452</b>
(Address of principal executive offices)		(Zip code)

Registrant's telephone number, including area code: **(757) 627-9088**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	WHLR	Nasdaq Capital Market
Series B Convertible Preferred Stock	WHLRP	Nasdaq Capital Market
Series D Cumulative Convertible Preferred Stock	WHLRD	Nasdaq Capital Market
7.00% Subordinated Convertible Notes due 2031	WHLRL	Nasdaq Capital Market

## EXPLANATORY NOTE TO AMENDMENT NO. 1

This Amendment No. 1 on Form 8-K/A amends the Current Report on Form 8-K of Wheeler Real Estate Investment Trust, Inc. (the “Company”), filed on June 13, 2024, in which the Company reported its one-for-six reverse stock split (the “One-for-Six Reverse Stock Split”) of its common stock, \$0.01 par value per share (the “Common Stock”) to be effective at 5:00 p.m. Eastern Time on June 18, 2024.

### *Change in Reverse Stock Split Ratio*

On June 18, 2024, following discussions with the listing qualifications staff of The Nasdaq Stock Market LLC (“NASDAQ”), the Company's Board of Directors approved a change to the ratio for the Company's previously announced One-For-Six Reverse Stock Split to one-for-five (the “One-For-Five Reverse Stock Split”).

The Company will announce the timing of the effectiveness of the One-For-Five Reverse Stock Split in due course after further discussions with the operations department of NASDAQ.

### *Abandonment of the One-For-Six Reverse Stock Split*

In the interim, the previously disclosed One-For-Six Reverse Stock Split is being abandoned.

### *Forward-Looking Statements.*

This Current Report on Form 8-K/A includes forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements may be identified by words such as “will” and “would”, or the negative of such terms, or other comparable terminology, and include statements about the One-For-Five Reverse Stock Split and the impact, if any, of the One-For-Five Reverse Stock Split on the Company and the trading price of the Common Stock. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties, which could cause actual results to differ materially from the forward-looking statements contained herein due to many factors. These forward-looking statements and such risks, uncertainties and other factors speak only as of the date of this Current Report on Form 8-K/A, and the Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statement contained herein, or to reflect any change in our expectations with regard thereto or any other change in events, conditions or circumstances on which any such statement is based, except to the extent otherwise required by applicable law.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WHEELER REAL ESTATE INVESTMENT TRUST, INC.

By:           /s/ M. Andrew Franklin            
Name: M. Andrew Franklin  
Title: Chief Executive Officer and President

Dated: June 18, 2024