

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Franklin Michael Andrew</u> <hr/> (Last) (First) (Middle) 2529 VIRGINIA BEACH BLVD <hr/> (Street) VIRGINIA VA 23452 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Wheeler Real Estate Investment Trust, Inc. [ WHLR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								3 <sup>(1)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series D Cumulative Convertible Preferred Stock	\$20,352 <sup>(2)</sup>	07/01/2024		J		94 <sup>(3)</sup>		(2)	(4)	Common Stock	0 <sup>(2)</sup>	(5)	438	D	
7.00% Senior Subordinated Convertible Notes due 2031	\$14.29 <sup>(6)</sup>							(6)	12/31/2031	Common Stock	1,870 <sup>(6)</sup> (7)		\$26,725	D	
Series B Convertible Preferred Stock	\$48,000 <sup>(8)</sup>							(8)	(9)	Common Stock	0 <sup>(8)</sup>		1,223	D	

**Explanation of Responses:**

- The amount reported reflects reverse stock splits of the Issuer's common stock effected in August 2023, May 2024, and June 2024.
- Each share of the Issuer's Series D Cumulative Convertible Preferred Stock ("Series D Preferred Stock") is convertible, in whole or in part, at any time, at the option of the holders thereof, into .001228 shares of the Issuer's common stock (a conversion price of \$20,352 per share of common stock).
- As disclosed in the Issuer's Form 8-K filed with the Securities and Exchange Commission on May 21, 2024, the Issuer determined that interest on the Issuer's 7.00% Subordinated Convertible Notes due 2031 (the "Notes") payable on June 30, 2024, would be paid in the form of Series D Preferred Stock. On July 1, 2024, the Issuer issued shares of the Series D Preferred Stock to the Reporting Person as payment of interest with respect to the Notes, in accordance with the terms thereof and of the Indenture among the Issuer and Wilmington Savings Fund Society, FSB, as Trustee, governing the terms of the Notes (the "Indenture").
- Series D Preferred Stock has no expiration date.
- In accordance with the terms of the Indenture, the number of shares of Series D Preferred Stock paid as interest on the Notes on June 30, 2024, was determined based on a per share value equal to \$17.95505, calculated as the product of (x) the average of the per share volume-weighted average prices for Series D Preferred Stock for the 15 consecutive trading days ending on the third business day immediately preceding the interest payment date, and (y) 0.55.
- The Notes are convertible, in whole or in part, at any time, at the option of the holders thereof, into shares of the Issuer's common stock at a conversion price of \$14.29 per share (1.75 common shares for each \$25.00 of principal amount of the Notes being converted).
- Interest on the Notes may be payable, at the Issuer's election, in cash, in shares of the Issuer's Series B Convertible Preferred Stock or in shares of Series D Preferred Stock, in each case as set forth in the Notes. The number of shares of the Issuer's common stock indicated in the Table is based on the outstanding principal amount of the Notes held by the Reporting Person.
- Each share of Series B Preferred Stock is convertible, in whole or in part, at any time, at the option of the holders thereof, into .000521 shares of the Issuer's common stock (a conversion price of \$48,000 per share of common stock).
- Series B Preferred Stock has no expiration date.

**Remarks:**

/s/ M. Andrew Franklin

07/03/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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