



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

This is Prospectus Supplement No. 9 (this "Prospectus Supplement") to our Prospectus, dated July 9, 2024 (the "Prospectus"), relating to the issuance from time to time by Wheeler Real Estate Investment Trust, Inc. of up to 20,704,217 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 filed on November 6, 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 6 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 November 6, 2024.

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (date of earliest event reported): **November 5, 2024**

**WHEELER REAL ESTATE INVESTMENT TRUST, INC.**  
(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation or organization)

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**001-35713**  
(Commission  
File Number)

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**45-2681082**  
(IRS Employer  
Identification No.)

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2529 Virginia Beach Blvd.  
Virginia Beach, VA

(Address of principal executive offices)

23452

(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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

## **Item 8.01 Other Events**

### ***Results of November 2024 Series D Preferred Stock Redemptions***

- The 14th monthly “Holder Redemption Date” occurred on November 5, 2024.
- Wheeler Real Estate Investment Trust, Inc. (the “Company”) processed 15 redemption requests from holders of its Series D Cumulative Convertible Preferred Stock (the “Series D Preferred Stock”), collectively redeeming 74,740 shares of Series D Preferred Stock for a redemption price of approximately \$39.70 per share (\$25.00 per share plus the amount of all accrued but unpaid dividends to and including the November 5, 2024 Holder Redemption Date) (the “Redemption Price”).
- The Company settled the aggregate Redemption Price through the issuance of 303,366 shares of its common stock, par value \$0.01 (“Common Stock”).
- The volume weighted average of the closing sales price, as reported on the Nasdaq Capital Market, per share of Common Stock for the ten consecutive trading days immediately preceding, but not including, the November 5, 2024 Holder Redemption Date was approximately \$9.78.

### ***Cumulative Series D Preferred Stock Redemption Information***

- To date, the Company has processed 244 redemption requests, collectively redeeming 1,256,338 shares of Series D Preferred Stock.
- The Company has issued approximately 1,169,000 shares of its Common Stock in settlement of all such redemption requests in the aggregate.
- As of November 6, 2024, the Company had 1,294,310 shares of Common Stock and 2,357,209 shares of Series D Preferred Stock outstanding.

### ***December 2024 Redemptions***

- The deadline for the next monthly round of Series D Preferred Stock redemptions is November 25, 2024.
- The next monthly Holder Redemption Date will occur on December 5, 2024.
- Required redemption forms and a list of frequently asked questions can each be found on the Company’s website at <https://ir.whlr.us/series-d/series-d-redemption>.

Information contained on the Company’s website is not incorporated by reference into this Current Report on Form 8-K and should not be considered to be part of this Current Report on Form 8-K.

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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: November 6, 2024