

Common Units	(1)							(2)	(3)	Common Stock	278,297		278,297	I	through interests in limited partnerships
Common Units	(1)							(4)	(3)	Common Stock	3,123		3,123	I	Owned by spouse
Common Units	(1)							(4)	(3)	Common Stock	31,234		31,234	I	Held by Trusts in the names of dependent children

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wheeler Jon S 2529 VIRGINIA BEACH BOULEVARD SUITE 200 VIRGINIA BEACH, VA 23452	X		CEO & Chairman	

Signatures

/s/ Jon S. Wheeler		08/22/2014
<small>Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* 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).

Pursuant to the Partnership Agreement of Wheeler Real Estate Investment Trust, L.P. (the "Partnership"), holders of the Partnership may, after a one year holding period, elect to exchange their common units for common stock of Wheeler Real Estate Investment Trust, Inc. (the "Company") on a one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or common stock of the Company.

(1) These common units have been held for at least one year and therefore may be exchanged in accordance with the Partnership Agreement.

(2) These derivative securities do not have an expiration date.

(3) These common units have been held for less than one year and therefore may not be currently exchanged.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.