FORM 4

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

Series B

Preferred

Series B Convertible

Preferred

Stock Common

Stock

Warrants

Common

Stock

Convertible

\$ 40

\$ 40

\$44

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

Held in

profit

plan

sharing

Helf in

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4,000

10,000

12,000

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type	Responses)																		
1. Name and Address of Reporting Person – Zwerdling Jeffrey M.				2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [whlr]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last) (First) (Middle) RIVERSEDGE NORTH, 2529 VIRGINIA BEACH, BLVD., SUITE 200				3. Date of Earliest Transaction (Month/Day/Year) 05/10/2017									ve title below)		ther (specify b	elow)			
(Street) VIRGINIA BEACH, VA 23452				4. If Amendment, Date Original Filed(Month/Day/Year))	_X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	bl/ten, v	(State)	(Zip)			-	Table	I - No	on-De	rivativ	e Securi	ties Aca	uired	. Dispose	d of. or Ber	neficially Ov	vned		
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		Exec any		n Date, if Code (Instr. 8)			-				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			lowing	6. Ownershi Form:	of Ir Ben	eficial		
				(Moi	nth/Day/	Year		Code	v	Amou	(A) or nt (D)	Price	Ì	or Ind (I)			Direct (D) or Indirec (I) (Instr. 4)		nership tr. 4)
Common St	ock		05/10/2017				A	4 (1)		921	А	\$ 13.84 (1)	44	,107			D		
Common St	ock		07/19/2017				A	4 <u>(2)</u>		1,249	A	\$ 10.21 (2)	45	,356			D		
Common St	ock												1,1	11			I	prot	ring
Common St	ock												75	0			Ι	Ow by spor	
Reminder: Rep	port on a sep	arate line for e	each class of securit	ies ber	neficially	owi	ned di	rectly	Pers cont	ons w	ho resi in this	form ar	e not	t require	on of inforr d to respo control nui	ond unless		C 1474	(9-02)
			Table II -											wned					
Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/ [*]	Execution D	ate, if	4. Transac Code	tion)	5. Nu of	vative rities iired or osed) :. 3,	6. Da and E	te Exer	cisable on Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		nt of Derivative Deriva lying Security Securi ties (Instr. 5) Benefi 3 and 4) Follow Report Transa			Owner Form Deriva Securi Direct or Ind	rship c of H tive (ty: ((D) rect	11. Nature of Indirect Beneficial Ownershij (Instr. 4)
					Code	v	(A)	(D)	Date Exerc	isable	Expirati Date	^{on} Title		Amount or Number of Shares					
Series D Cumulative Convertible Preferred Stock	\$ 16.76								1	<u>(3)</u>	<u>(3)</u>		imon ock	5,896		4,000	I	ł	Owned by spouse

Common

Stock

Common

Stock

Common

Stock

2,500

6,250

1,500

<u>(4)</u>

(4)

(5)

<u>(4)</u>

<u>(4)</u>

<u>(5)</u>

Stock Warrants	\$ 44				<u>(5)</u>	<u>(5)</u>	Common Stock	600	4,800	Ι	profit sharing
											nlan

Reporting Owners

Darrandar o Orman Nama / Addara	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Zwerdling Jeffrey M. RIVERSEDGE NORTH, 2529 VIRGINIA BEACH BLVD., SUITE 200 VIRGINIA BEACH, VA 23452	Х							

Signatures

/s/ Jeffrey M. Zwerdling	07/19/2017
**Signature of Reporting Person	Date

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).
- (1) Granted for first quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") common stock on March 31, 2017.
- (2) Granted for second quarter board fees based upon the closing price of the Company's common stock on June 30, 2017.
- Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") became convertible into shares of the Company's common stock at \$16.76 (as adjusted for (3) the Company's March 31, 2017 one-for-eight reverse stock split) upon completion of the Company's September 2016 and December 2016 public offerings of Series D Stock. The Series D Stock has no expiration date.
- Each share of Series B Convertible Preferred Stock (the "Series B Stock") became convertible into shares of the Company's common stock at \$40.00 per share (as adjusted for the
 (4) Company's March 31, 2017 one-for-eight reverse stock split) upon completion of the Company's April 2014 and September 2014 public offerings of Series B Stock and common stock warrants. The Series B Stock has no expiration date.
- (5) Each common stock warrant became exercisable at \$44.00 per share (as adjusted for the Company's March 31 2017 one-for-eight reverse stock split) upon completion of the Company's April 2014 and September 2014 public offerings of Series B Stock and common stock warrants. The common stock warrants expire on April 29, 2019.

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.