FORM 4

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

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

(Print or Type Responses)

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

1. Name and Address of Reporting Person * Zwerdling Jeffrey M. (Last) (First) (Middle) RIVERSEDGE NORTH, 2529 VIRGINIA BEACH, BLVD., SUITE 200 (Street) VIRGINIA BEACH, VA 23452				2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [whlr]								elationsh Director		ting Person(k all applica		•				
					ite of Ear 3/2018	lies	t Tran	sactio	n (Mor	nth/Day	y/Year)		_^_		ve title below)		0% Owner Other (specify b	elow)		
				4. If .	Amendm	ent,	Date	Origi	nal File	ed(Mont	h/Day/Year)		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)		(State)		(Zip)			,	Table	I - No	n-Der	ivativ	e Securitio	es Acqui	ired,	Dispose	d of, or Bei	neficially O	wned		
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if		3. T Coo (Ins	(Instr. 8)		4. Sec (A) or (Instr.	4. Securities Acc (A) or Disposed (Instr. 3, 4 and 5) (A) or Amount (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4)	of I Ber Ow	Nature ndirect neficial nership str. 4)			
Common St	tock		07/2	23/2018					A(1)	V	3,107		Price \$ 4.04	60,	234			D		
Common Stock											1,111				I	pro	ring			
Common St	tock				750							I	by	ouse						
Reminder: Re	eport on a sep	arate line for e	ach c	lass of securiti	es ber	neficially	ow	ned di	rectly	Pers cont	ons w ained	ho respo	rm are	not	require	on of inform d to respondent	ond unless		C 1474	4 (9-02)
				Table II -										y Ov	vned					
1. Title of Derivative Security (Instr. 3)	2. 3. Transaction Conversion Date or Exercise Price of Derivative Security		n 3A. Deemed Execution Da any		(e.g., puts, calls 4. Ate, if Transactic Code Year) (Instr. 8)		tion	5. Number of		6. Date Exercisabl and Expiration Da (Month/Day/Year		cisable on Date	7. Title Amoun Under	nt of lying ties	t of Derivative Security (Instr. 5)		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Owner Form Ourier Securi Direct or Indi	rship of tive ty: (D) rect	11. Natur of Indired Beneficia Ownersh (Instr. 4)
						Code	V	(A)	(D)	Date Exerc	isable	Expiratior Date	Title		Amount or Number of Shares					
Series D Cumulative Covertible Preferred Stock	\$ 16.96									Ĺ	<u>2)</u>	<u>(2)</u>	Comr		1,474		1,000	D		
Series D Cumulative Covertible Preferred Stock	\$ 16.96									Ĺ	<u>2)</u>	<u>(2)</u>	Comr		5,896		4,000	I		Owned by spouse
Series B Convertible Preferred Stock	\$ \$ 40									ſ	3)	(3)	Comr		2,500		4,000	I		Held in profit sharing plan
Series B Convertible Preferred Stock	\$ 40									Ĺ	<u>3)</u>	(3)	Comr		6,250		10,000	D		
Common Stock Warrants	\$ 44									(<u>4)</u>	<u>(4)</u>	Comr		1,500		12,000	D		
																				Held in

Common Stock	\$ 44			<u>(4)</u>	<u>(4)</u>	Common Stock	600	4,800	I	profit sharing
Warrants										plan

Reporting Owners

D C O N (All	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	X							

Signatures

/s/ Jeffrey M. Zwerdling	07/24/2018
***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 second quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s common stock on June 29, 2018.
- (2) Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") became convertible into shares of the Company's common stock at 16.96 per share upon completion of the Company's September 2016, December 2016 and January 2018 public offerings of Series D Stock. The Series D Stock has no expiration date.
- (3) 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 upon completion of the Company's April and September 2014 public offerings of Series B Stock and commons stock warrants. The Series B Stock has no expiration date.
- (4) The common stock warrants became exercisable at \$44.00 per share of common stock upon completion of the Company's April 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.