FORM 4

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

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

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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 Respo	nses)																	
1. Name and Addres Zwerdling Jeffrey	2. Issuer Name an Wheeler Real Es					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner												
^(Last) RIVERSEDGE N BEACH, BLVD.,	/	3. Date of Earliest 7 02/27/2019	Fransaction	(Mo	nth/Day/Y	(ear)	Officer (give title below)			<u>/)</u>								
VIRGINIA BEAG	4. If Amendment, I	Date Origina	al Filo	ed(Month/D	0ay/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)	Ta	able I - Noi	n-Dei	rivative S	Securiti	es Acqu	ired, Disposed of, or Ben	eficially Own	licable) Owner Other (specify below) g(Check Applicable Line) Person 7 Owned 6. 7. Nature of Indirect Form: Beneficial Direct (D) or Indirect (I) (Instr. 4) D D Held in profit sharing plan Owned by spouse 							
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)		4. Securities Acquire (A) or Disposed of ((Instr. 3, 4 and 5)		l of (D)	5. Amount of Securities Beneficially Owned Follo Reported Transaction(s) (Instr. 3 and 4)	owing O Fo Di	wnership o orm: B irect (D) C	of Indirect						
				Code	v	Amount	(A) or (D)	Price		(I)) Ì	(nstr. 4)						
Common Stock		02/27/2019		A <mark>(1)</mark>		27,528	А	\$ 0.89 (1)	96,593	D								
Common Stock									1,111	Ι	p s	rofit haring						
Common Stock									750	Ι	b	у						
Reminder: Report or	n a separate line for	Table II -	es beneficially owne Derivative Securiti (e.g., puts, calls, wa	es Acquire	Pers cont form d, Di	ions who ained in display	this fo vs a cu f, or Be	orm are rrently neficiall	the collection of inform not required to respo valid OMB control nur y Owned	nd unless th		474 (9-02)						
	3. Transaction Date ercise (Month/Day/	on 3A. Deemed Execution Da	4. te, if Transaction c	. Number	5. Da and E	te Exercis Expiration	sable Date	7. Title Amour Under	nt of Derivative	9. Number of Derivative Securities	10. Ownershi Form of	11. Natu p of Indire Benefici						

Security	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code			rities ired r osed) . 3,	and Expiration Date (Month/Day/Year)		Year) Underlying Securities (Instr. 3 and 4)		Derivative Derivative Security Securities (Instr. 5) Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Derivative Security: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Cumulative Convertible Preferred Stock	\$ 16.96							(2)	(2)	Common Stock	1,474		1,000	D	
Series D Cumulative Convertible Preferred Stock								<u>(2)</u>	(2)	Common Stock	5,896		4,000		Owned by spouse
Series B Convertible Preferred Stock	\$ 40							(3)	(3)	Common Stock	2,500		4,000	Ι	Held in profit sharing plan
Series B Convertible Preferred Stock	\$ 40							(3)	(3)	Common Stock	6,250		10,000	D	
Common Stock Warrants	\$ 44							<u>(4)</u>	<u>(4)</u>	Common Stock	1,500		12,000	D	
															Held in

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

Reporting Owners

	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	02/27/2019
**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 fourth quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") common stock on December 31, 2018.

(2) Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") is convertible into shares of the Company's common stock at \$16.96 per share. The Series D Stock has no expiration date.

(3) Each share of Series B Convertible Preferred Stock (the "Series B Stock") is convertible into shares of the Company's common stock at \$40.00 per share. The Series B Stock has no expiration date.

(4) The common stock warrants are exercisable at \$44.00 per share. 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.