

# 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).

### 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 Steamboat Capital Partners, LLC			2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [WHLRD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>			
(Last) 31	(First) OLD WAGON	(Middle) ROAD	3. Date of Earliest Transaction (Month/Day/Year) 09/27/2021			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
(Street) OLD GREENWICH, CT 06870			4. If Amendment, Date Original Filed (Month/Day/Year)						
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)



1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Date Exercisable	Expiration Date						
				Code	V	(A)	(D)	Title	Amount or Number of Shares				
Series D Convertible Cumulative Preferred Stock	\$ 16.96	10/04/2021		S				Common Stock, \$0.01 par value	7,296	\$ 16.334 (2) (3)	101,395 (4)	I	See footnote (4) (16)
Series B Cumulative Preferred Stock	\$ 40	09/27/2021		S				Common Stock, \$0.01 par value	78	\$ 10.7285 (6)	42,025 (7)	I	See footnote (7) (16)
Series B Cumulative Preferred Stock	\$ 40	09/27/2021		S				Common Stock, \$0.01 par value	249	\$ 10.7285 (6)	186,976 (8)	I	See footnote (8) (16)
Series B Cumulative Preferred Stock	\$ 40	09/27/2021		S				Common Stock, \$0.01 par value	3	\$ 10.7285 (6)	2,592 (9)	I	See footnote (9) (16)
Series B Cumulative Preferred Stock	\$ 40	10/04/2021		S				Common Stock, \$0.01 par value	121	\$ 10.3901 (10)	41,831 (11)	I	See footnote (11) (16)
Series B Cumulative Preferred Stock	\$ 40	10/04/2021		S				Common Stock, \$0.01 par value	306	\$ 10.4275 (12)	41,340 (13)	I	See footnote (13) (16)

Series B Cumulative Preferred Stock	\$ 40	10/04/2021		S			1,594	(5)	(5)	Common Stock, \$0.01 par value	996	\$ 10,4275 (12)	185,382 (14)	I	See footnote (14) (16)
Series B Cumulative Preferred Stock	\$ 40	10/04/2021		S			22	(5)	(5)	Common Stock, \$0.01 par value	13	\$ 10,4275 (12)	2,570 (15)	I	See footnote (15) (16)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steamboat Capital Partners, LLC 31 OLD WAGON ROAD OLD GREENWICH, CT 06870		X		
Kiai Parsa 31 OLD WAGON ROAD OLD GREENWICH, CT 06870		X		

## Signatures

Steamboat Capital Partners, LLC		10/06/2021
		Date
Parsa Kiai		10/06/2021
		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) Convertible at any time, without expiration date.
- (2) This is an average price. The price at which the shares were actually sold ranges from \$16.00 to \$16.60.
- (3) The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.  
The transaction was effected for certain accounts managed by Steamboat Capital Partners, LLC ("IA") which accounts, after such transaction, own 101,395 shares of Series D
- (4) Convertible Cumulative Preferred Stock ("Series D"). The ownership of Steamboat Capital Partners Master Fund, LP ("Master"), which has delegated investment discretion to IA and owns 328,828 shares of Series D, and Steamboat Capital Partners II, LP ("II"), which owns 4319 shares of Series D, remain unchanged.
- (5) Convertible at any time without expiration, but subject to mandatory conversion if the 20 trading day volume-weighted average closing price of the Common Stock, \$0.01 par value, exceeds \$58.
- (6) This is an average price. The prices at which the shares were actually sold range from \$10.70 to \$10.75.
- (7) The transaction was effected for certain accounts managed by Steamboat Capital Partners, LLC ("IA"), which accounts, after such transaction, own 42,025 shares of Series B Cumulative Preferred Stock.
- (8) The transaction was effected for Steamboat Capital Partners Master Fund, LP ("Master") which has delegated investment discretion to Steamboat Capital Partners, LLC ("IA"). After such transaction, Master owns 186,976 shares of Series B Cumulative Preferred Stock.
- (9) The transaction was effected for Steamboat Capital Partners II, LP ("II") which, after such transaction, owns 2592 shares of Series B Cumulative Preferred Stock.
- (10) This is an average price. The prices at which shares were actually sold range from \$10.39 to \$10.41.
- (11) The transaction was effected for certain accounts managed by Steamboat Capital Partners, LLC ("IA"), which accounts, after such transaction, own 41,831 shares of Series B Cumulative Preferred Stock.
- (12) This is an average price. The prices at which shares were actually sold range from \$10.39 to \$10.8475.
- (13) The transaction was effected for certain accounts managed by Steamboat Capital Partners, LLC ("IA") which accounts, after such transaction, own 41,340 shares of Series B Cumulative Preferred Stock.
- (14) The transaction was effected for Steamboat Capital Partners Master Fund, LP ("Master") which has delegated investment discretion to Steamboat Capital Partners, LLC ("IA"). After such transaction, Master owns 185,382 shares of Series B Cumulative Preferred Stock.
- (15) The transaction was effected for Steamboat Capital Partners II, LP ("II") which, after such transaction, owns 2570 shares of Series B Cumulative Preferred Stock.  
Steamboat Capital Partners GP, LLC ("GP") is the general partner of, and is entitled to receive a performance allocation from, each of Master and II. IA is entitled to receive a performance fee from the certain accounts managed by IA and referred to in footnotes 4,7,11 and 13 (the "MA"). Parsa Kiai ("Kiai") is the Managing Member of GP and IA.
- (16) Accordingly, Kiai may be deemed to have a pecuniary interest in the shares owned by Master and II and IA and Kiai may be deemed to have a pecuniary interest in the shares owned by the MA. Kiai and IA are filers of this report, filing jointly but not as a group and each disclaims beneficial ownership of securities reported hereon except to the extent of his or its pecuniary interest therein.

## Remarks:

The series of preferred stock of Wheeler Real Estate Investment Trust, Inc. reported hereon trades under two different tickers: WHLRD and WHLRP.

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

