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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Ursa Fund Management, LLC</u> (Last) (First) (Middle) 156 DIABLO RD SUITE 250 (Street) DANVILLE CA 94526 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Wheeler Real Estate Investment Trust, Inc. [WHLRD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/25/2024	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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			

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Ursa Fund Management, LLC</u> (Last) (First) (Middle) 156 DIABLO RD SUITE 250 (Street) DANVILLE CA 94526 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Ursa Fund Partners LP</u> (Last) (First) (Middle) 156 DIABLO RD SUITE 250 (Street) DANVILLE CA 94526 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Investment Opportunities 14 Segregated Portfolio</u> (Last) (First) (Middle) 156 DIABLO ROAD SUITE 250 (Street)
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DANVILLE	CA	94526
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Hahn Andrew		
(Last)	(First)	(Middle)
156 DIABLO ROAD SUITE 250		
(Street)		
DANVILLE	CA	94526
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Douglas Russell Palmer		
(Last)	(First)	(Middle)
156 DIABLO ROAD SUITE 250		
(Street)		
DANVILLE	CA	94526
(City)	(State)	(Zip)

Explanation of Responses:

Remarks:

On November 25, 2024, the reporting persons filed a Form 3 in the mistaken belief that they became subject to Section 16 based on their beneficial ownership of more than 10% of the outstanding shares of the Series D Cumulative Preferred Stock (the "Series D Preferred"). The Series D Preferred is not a voting security, and therefore ownership of the Series D Preferred did not cause the reporting persons to become subject to Section 16. As a result, the reporting persons hereby withdraw the Form 3 filed on November 25, 2024 and the eight Forms 4 mistakenly filed on November 25 and 26, 2024, December 4, 9, 16 and 23, 2024 and January 2 and 8, 2025. The reporting persons will no longer file reports on Form 4 to report their transactions in the equity securities of Wheeler Real Estate Investment Trust.

Ursa Fund Management LLC By /s/ Andrew Hahn, Managing Member	03/12/2025
Ursa Fund Partners LP By /s/ Andrew Hahn, Managing Member of Ursa Fund Management LLC the General Partner of Ursa Fund Partners LP	03/12/2025
Investment Opportunities 14 Segregated Portfolio By /s/ Andrew Hahn, Managing Member of Ursa Fund Management LLC the Investment Manager of Investment Opportunities 14 Segregated Portfolio	03/12/2025
/s/ Andrew Hahn	03/12/2025
/s/ Russell Douglas	03/12/2025
** Signature of Reporting Person	Date

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

* 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).

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

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 Number.