FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF 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*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
Steamboat Capital Partners GP, LLC	04/15/2020	Wheeler Real Estate Investment Trust, Inc. [WHLRD]
(Last) (First) (Middle) 420 LEXINGTON AVENUE, SUITE 2300		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director __X__ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Street) NEW YORK, NY 10170		5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Cumulative Convertible Preferred Stock	(1)	(1)	Common Stock, $0.01 par value	754,192 (3) (5)	$ 16.96	I	See footnote 5 (5)
Series D Cumulative Convertible Preferred Stock	(1)	(1)	Common Stock, $0.01 par value	14,056 (4) (5)	$ 16.96	I	See footnote 5 (5)
Series B Convertible Preferred Stock	(2)	(2)	Common Stock, $0.01 par value	238,283 (3) (5)	$ 40	I	See footnote 5 (5)
Series B Convertible Preferred Stock	(2)	(2)	Common Stock, $0.01 par value	4,188 (4) (5)	$ 40	I	See footnote 5 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steamboat Capital Partners GP, LLC 420 LEXINGTON AVENUE SUITE 2300 NEW YORK, NY 10170		X		
Kiai Parsa 420 LEXINGTON AVENUE SUITE 2300 NY, NY 10170		X		

Steamboat Capital Partners Master Fund, LP 420 LEXINGTON AVENUE SUITE 2300 NEW YORK, NY 10170		X		
Steamboat Capital Partners II LP 420 LEXINGTON AVENUE SUITE 2300 NEW YORK, NY 10170		X		

Signatures

Steamboat Capital Partners GP, LLC /s/Parsa Kiai, Managing Member **Signature of Reporting Person		04/27/2020 Date
Parsa Kiai **Signature of Reporting Person		04/27/2020 Date
Steamboat Capital Partners Master Fund, LP by Steamboat Capital Partners GP, LLC, its General Partner, by Parsa Kiai, Managing Member **Signature of Reporting Person		04/27/2020 Date
Steamboat Capital Partners II, LP by Steamboat Capital Partners GP, LLC, its General Partner by Parsa Kiai, Managing Member **Signature of Reporting Person		04/27/2020 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

(2) Convertible at any time, 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.

(3) Shares are owned by Steamboat Capital Partners Master Fund, LP (Master) which owns 511,644 shares of Series D Cumulative Convertible Preferred Stock (Series D) and 381,253 shares of Series B Convertible Preferred Stock (Series B).

(4) Shares are owned by Steamboat Capital Partner II, LP (II) which owns 9536 shares of Series D and 6702 shares of Series B.

(5) Steamboat Capital Partners GP, LLC (GP) is general partner of, and receives a performance allocation from, each of Master and II. Parsa Kiai (Kiai) is the Managing Member of GP. Accordingly, GP and Kiai may be deemed to have a pecuniary interest in shares owned by Master and II. GP, Master, Kiai and II 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 its pecuniary interest therein. The Common Stock into which the shares are convertible is limited so that no person or group under Sec. 13(d)(3) of the Exchange Act may own more than 9.8% of the Common Stock.

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

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