

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

Wheeler Real Estate Investment Trust, Inc.

(Name of Issuer)

Series D Cumulative Preferred Stock

(Title of Class of Securities)

963025606

(CUSIP Number)

10/31/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 963025606

1	Names of Reporting Persons Ursa Fund Management LLC
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 315,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 315,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 315,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 13.36 %	
12	Type of Reporting Person (See Instructions) IA	

Comment for Type of Reporting Person: * Ursa Fund Management LLC is the General Partner and Investment Manager of Ursa Fund Partners LP and the Investment Manager of Investment Opportunities 14 Segregated Portfolio ("the Funds") in which such shares referred to above are held. As a result, Ursa Fund Management LLC possesses the power to vote and dispose or direct the disposition of all the shares owned by the Funds.

+ Based on a total of 2,357,209 shares outstanding of the Issuer as of November 5, 2024, as set forth in the Issuer's most recent Form 8-K, filed November 6, 2024.

SCHEDULE 13G

CUSIP No.	963025606
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1	Names of Reporting Persons Ursa Fund Partners LP	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 155,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 155,000.00

9	Aggregate Amount Beneficially Owned by Each Reporting Person 155,000.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>
11	Percent of class represented by amount in row (9) 6.57 %
12	Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: + Based on a total of 2,357,209 shares outstanding of the Issuer as of November 5, 2024, as set forth in the Issuer's most recent Form 8-K, filed November 6, 2024.

SCHEDULE 13G

CUSIP No.	963025606
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1	Names of Reporting Persons Investment Opportunities 14 Segregated Portfolio	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization CAYMAN ISLANDS	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 160,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 160,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 160,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 6.79 %	
12	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person: + Based on a total of 2,357,209 shares outstanding of the Issuer as of November 5, 2024, as set forth in the Issuer's most recent Form 8-K, filed November 6, 2024.

SCHEDULE 13G

CUSIP No.	963025606
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1	Names of Reporting Persons Andrew Hahn	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 315,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 315,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 315,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 13.36 %	
12	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: * Mr. Hahn is a Managing Member of Ursa Fund Management LLC. As a result, Mr. Hahn possesses the power to vote and dispose or direct the disposition of all the shares beneficially owned by Ursa Fund Management LLC as Investment Manager to the Funds. Mr. Hahn disclaims beneficial ownership of any of the shares held by the Funds.

+ Based on a total of 2,357,209 shares outstanding of the Issuer as of November 5, 2024, as set forth in the Issuer's most recent Form 8-K, filed November 6, 2024.

SCHEDULE 13G

CUSIP No.	963025606
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1	Names of Reporting Persons Russell Douglas	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	

3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 315,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 315,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 315,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 13.36 %	
12	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: * Mr. Douglas is a Managing Member of Ursa Fund Management LLC. As a result, Mr. Douglas possesses the power to vote and dispose or direct the disposition of all the shares beneficially owned by Ursa Fund Management LLC as Investment Manager to the Funds. Mr. Douglas disclaims beneficial ownership of any of the shares held by the Funds.

+ Based on a total of 2,357,209 shares outstanding of the Issuer as of November 5, 2024, as set forth in the Issuer's most recent Form 8-K, filed November 6, 2024.

SCHEDULE 13G

Item 1.

(a) **Name of issuer:**

Wheeler Real Estate Investment Trust, Inc.

(b) **Address of issuer's principal executive offices:**

2529 Virginia Beach Blvd. Virginia Beach, VA 23452

Item 2.

(a) **Name of person filing:**

The names of the person filing this statement on Schedule 13G (collectively, the "Reporting Person") are:
Ursa Fund Management LLC
Ursa Fund Partners LP
Investment Opportunities 14 Segregated Portfolio
Andrew Hahn
Russell Douglas

(b) **Address or principal business office or, if none, residence:**

156 Diablo Road, Suite 250
Danville, CA 94526

(c) **Citizenship:**

Ursa Fund Management LLC is a Delaware limited liability company, Ursa Fund Partners LP is a Delaware limited partnership, and Investment Opportunities 14 Segregated Portfolio is a Cayman Islands segregated portfolio company. Andrew Hahn and Russell Douglas are citizens of the United States.

(d) **Title of class of securities:**
Series D Cumulative Preferred Stock

(e) **CUSIP No.:**
963025606

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);**
- (b) **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);**
- (c) **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);**
- (d) **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);**
- (e) **An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);**
- (f) **An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);**
- (g) **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**
- (h) **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**
- (i) **A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);**
- (j) **A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:**
- (k) **Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).**

Item 4. Ownership

(a) **Amount beneficially owned:**

Aggregate of all Reporting Persons - 315,000
Ursa Fund Management LLC - 315,000
Ursa Fund Partners LP - 155,000
Investment Opportunities 14 Segregated Portfolio - 160,000
Andrew Hahn - 315,000*
Russell Douglas - 315,000*

(b) **Percent of class:**

Aggregate of all Reporting Persons - 13.36%
Ursa Fund Management LLC - 13.36%
Ursa Fund Partners LP - 6.57%
Investment Opportunities 14 Segregated Portfolio - 6.79%
Andrew Hahn - 13.36%*
Russell Douglas - 13.36%* %

(c) **Number of shares as to which the person has:**

(i) Sole power to vote or to direct the vote:

Sole power to vote or direct the vote:
Ursa Fund Management LLC - 0
Ursa Fund Partners LP - 0
Investment Opportunities 14 Segregated Portfolio - 0
Andrew Hahn - 0
Russell Douglas - 0

(ii) Shared power to vote or to direct the vote:

Shared power to vote or to direct the vote:
Ursa Fund Management LLC - 315,000
Ursa Fund Partners LP - 155,000
Investment Opportunities 14 Segregated Portfolio - 160,000
Andrew Hahn - 315,000*
Russell Douglas - 315,000*

(iii) Sole power to dispose or to direct the disposition of:

Sole power to dispose or to direct the disposition of:
Ursa Fund Management LLC - 0
Ursa Fund Partners LP - 0
Investment Opportunities 14 Segregated Portfolio - 0
Andrew Hahn - 0
Russell Douglas - 0

(iv) Shared power to dispose or to direct the disposition of:

Shared power to dispose or to direct the disposition of:
Ursa Fund Management LLC - 315,000
Ursa Fund Partners LP - 155,000
Investment Opportunities 14 Segregated Portfolio - 160,000
Andrew Hahn - 315,000*
Russell Douglas - 315,000*

Item 5. Ownership of 5 Percent or Less of a Class.

Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

See Exhibit A.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Ursa Fund Management LLC

Signature: /s/ Andrew Hahn
Name/Title: Andrew Hahn / Managing Member
Date: 11/07/2024

Ursa Fund Partners LP

Signature: /s/ Ursa Fund Management LLC
Name/Title: General Partner of Ursa Fund Partners LP
Date: 11/07/2024

Signature: /s/ Andrew Hahn
Name/Title: Andrew Hahn / Manaing Member of Ursa Fund Management LLC
Date: 11/07/2024

Signature: /s/ Andrew Hahn
Name/Title: Andrew Hahn / Individual

Date: 11/07/2024

Investment Opportunities 14 Segregated Portfolio

Signature: /s/ Ursa Fund Management LLC

Name/Title: Investment Manager of Investment Opportunities 14 Segregated Portfolio

Date: 11/07/2024

Signature: /s/ Andrew Hahn

Name/Title: Andrew Hahn / Managing Member of Ursa Fund Management LLC

Date: 11/07/2024

Signature: /s/ Andrew Hahn

Name/Title: Andrew Hahn / Individual

Date: 11/07/2024

Andrew Hahn

Signature: /s/ Andrew Hahn

Name/Title: Andrew Hahn / Individual

Date: 11/07/2024

Russell Douglas

Signature: /s/ Russell Douglas

Name/Title: Russell Douglas / Individual

Date: 11/07/2024

Comments accompanying signature: Item 5 - Ownership of Five Percent or Less of a Class:

On November 7, 2024, the reporting persons filed the initial Schedule 13G in the mistaken belief that they became subject to Section 13(d) based on their beneficial ownership of more than 5% 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 13(d). As a result, the reporting persons hereby amend the Schedule 13G to withdraw it. The reporting persons will no longer report their ownership of the Series D Preferred.