

UNITED STATES  
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 Convertible Preferred Stock**  
(Title of Class of Securities)

**963025606**  
(CUSIP Number)

**May 9, 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)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	NAMES OF REPORTING PERSONS  Funicular Funds, LP		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
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  100,000
		6.	SHARED VOTING POWER  -0-
		7.	SOLE DISPOSITIVE POWER  100,000
		8.	SHARED DISPOSITIVE POWER  -0-
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  100,000		
10.	CHECK 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)  3.90% (1)		

12.	TYPE OF REPORTING PERSON (see instructions) PN
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(1) The reporting person's ownership consists of 100,000 shares of Series D Cumulative Convertible Preferred Stock (the "Shares"). The foregoing calculation is based upon 2,577,240 shares of Series D Preferred Stock outstanding as reported by the Issuer on Form 8-K with the Securities Exchange Commission on May 6, 2024.

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1.	NAMES OF REPORTING PERSONS Cable Car Capital LLC (2)	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5.	SOLE VOTING POWER 100,000
	6.	SHARED VOTING POWER -0-
	7.	SOLE DISPOSITIVE POWER 100,000
	8.	SHARED DISPOSITIVE POWER -0-
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 100,000	
10.	CHECK 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) 3.90% (1)	
12.	TYPE OF REPORTING PERSON (see instructions) IA, PN	

(1) The reporting person's ownership consists of 100,000 Shares. The foregoing calculation is based upon 2,577,240 shares of Series D Preferred Stock outstanding as reported by the Issuer on Form 8-K filed with the Securities Exchange Commission on May 6, 2024.

(2) Cable Car Capital LLC, as the General Partner of Funicular Funds, LP, and Jacob Ma-Weaver, as the Managing Member of Cable Car Capital LLC, may each be deemed the beneficial owner of the shares held by Funicular Funds, LP.

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1.	NAMES OF REPORTING PERSONS Jacob Ma-Weaver (2)	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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
		100,000
	6.	SHARED VOTING POWER
		-0-
	7.	SOLE DISPOSITIVE POWER
		100,000
	8.	SHARED DISPOSITIVE POWER
		-0-
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	100,000	
10.	CHECK 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)	
	3.90% (2)	
12.	TYPE OF REPORTING PERSON (see instructions)	
	IN	

- (1) The reporting person's ownership consists of 100,000 Shares. The foregoing calculation is based upon 2,577,240 shares of Series D Preferred Stock outstanding as reported by the Issuer on Form 8-K filed with the Securities Exchange Commission on May 6, 2024.
- (2) Cable Car Capital LLC, as the General Partner of Funicular Funds, LP, and Jacob Ma-Weaver, as the Managing Member of Cable Car Capital LLC, may each be deemed the beneficial owner of the shares held by Funicular Funds, LP.

**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 Persons Filing

Funicular Funds, LP  
Cable Car Capital LLC  
Jacob Ma-Weaver

- (b) Address of the Principal Office or, if none, residence

601 California Street, #1151, San Francisco, CA 94108

- (c) Citizenship

Funicular Funds, LP – Delaware  
Cable Car Capital LLC – California  
Jacob Ma-Weaver – United States

- (d) Title of Class of Securities

Series D Cumulative Convertible Preferred Stock

- (e) CUSIP Number

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**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)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).
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**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

Funicular Funds, LP – 100,000

Cable Car Capital LLC – 100,000

Jacob Ma-Weaver – 100,000

- (b) Percent of class:

Funicular Funds, LP – 3.90%

Cable Car Capital LLC – 3.90%

Jacob Ma-Weaver – 3.90%

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

- i. Sole power to vote or to direct the vote

Funicular Funds, LP – 100,000

Cable Car Capital LLC – 100,000

Jacob Ma-Weaver – 100,000

- ii. Shared power to vote or to direct the vote

Funicular Funds, LP – 0

Cable Car Capital LLC – 0

Jacob Ma-Weaver – 0

- iii. Sole power to dispose or to direct the disposition of

Funicular Funds, LP – 100,000

Cable Car Capital LLC – 100,000

Jacob Ma-Weaver – 100,000

- iv. Shared power to dispose or to direct the disposition of

Funicular Funds, LP – 0

Cable Car Capital LLC – 0

Jacob Ma-Weaver – 0

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five 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.**

Not applicable.

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

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

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.

Dated: May 17, 2024

FUNICULAR FUNDS, LP

By: /s/ Jacob Ma-Weaver  
Name: Jacob Ma-Weaver  
Title: Managing Member of the General Partner

CABLE CAR CAPITAL LLC

By: /s/ Jacob Ma-Weaver  
Name: Jacob Ma-Weaver  
Title: Managing Member

JACOB MA-WEAVER

By: /s/ Jacob Ma-Weaver  
Jacob Ma-Weaver

Exhibit A

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: May 17, 2024

FUNICULAR FUNDS, LP

By: /s/ Jacob Ma-Weaver  
Name: Jacob Ma-Weaver  
Title: Managing Member of the General Partner

CABLE CAR CAPITAL LLC

By: /s/ Jacob Ma-Weaver  
Name: Jacob Ma-Weaver  
Title: Managing Member

JACOB MA-WEAVER

By: /s/ Jacob Ma-Weaver  
Jacob Ma-Weaver

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