

Form 144 Filer Information

FORM 144

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549****Form 144****NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933****144: Filer Information**

Filer CIK

0001397076

Filer CCC

XXXXXXXX

Is this a LIVE or TEST Filing?

☒ LIVE ☐ TEST**Submission Contact Information**

Name

Phone

E-Mail Address

144: Issuer Information

Name of Issuer

Wheeler Real Estate Investment Trust, Inc.

SEC File Number

001-35713

Address of Issuer

RIVERSEDGE NORTH
2529 VIRGINIA BEACH BLVD., SUITE 200
VIRGINIA BEACH
VIRGINIA
23452

Phone

757-627-9088

Name of Person for Whose Account the
Securities are To Be Sold

Stilwell Value LLC

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer

10% Stockholder

144: Securities Information

Title of the Class of Securities To Be Sold

Series B Convertible Preferred Stock

Name and Address of the Broker

Raymond James & Associates
880 Carillon Parkway
St. Petersburg
FL
33716Number of Shares or Other Units To Be
Sold

14955

Aggregate Market Value

59820.00

Number of Shares or Other Units
Outstanding

3096018

Approximate Date of Sale

07/03/2025

Name the Securities Exchange

NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Series B Convertible Preferred Stock	
Date you Acquired	01/03/2023	
Nature of Acquisition Transaction	Shares received in lieu of interest payment	
Name of Person from Whom Acquired	Issuer	
Is this a Gift?	<input type="checkbox"/>	Date Donor Acquired
Amount of Securities Acquired	817085	
Date of Payment	01/03/2023	
Nature of Payment	Interest payment received	

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Stilwell Activist Investments, L.P. 111 Broadway New York NY 10006
Title of Securities Sold	Series B Convertible Preferred Stock
Date of Sale	05/27/2025
Amount of Securities Sold	871
Gross Proceeds	3484.00

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Stilwell Activist Investments, L.P. 111 Broadway New York NY 10006
Title of Securities Sold	Series B Convertible Preferred Stock
Date of Sale	06/04/2025
Amount of Securities Sold	10338
Gross Proceeds	41352.00

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Stilwell Activist Investments, L.P. 111 Broadway New York NY 10006
Title of Securities Sold	Series B Convertible Preferred Stock
Date of Sale	06/04/2025

Amount of Securities Sold	2344
Gross Proceeds	9376.00

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Stilwell Activist Investments, L.P. 111 Broadway New York NY 10006
Title of Securities Sold	Series B Convertible Preferred Stock
Date of Sale	06/04/2025
Amount of Securities Sold	1492
Gross Proceeds	5968.00

144: Remarks and Signature

Remarks	
Date of Notice	07/03/2025

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature	Maressia Rooks-Bailey, as duly authorized representative of Raymond James & Associates, Inc., as attorney-in-fact for Corissa Porcelli (Stilwell Value
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ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)