



Common Units	(1)						(4)	(3)	Common Stock	31,234		31,234	I	Trusts in the names of dependent children
Common Units	(1)						(2)	(3)	Common Stock	63,468		63,468	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wheeler Jon S 2529 VIRGINIA BEACH BOULEVARD SUITE 200 VIRGINIA BEACH, VA 23452	X		Chairman & CEO	

## Signatures

/s/ Jon S. Wheeler		11/19/2013
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* 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).

Pursuant to the Partnership Agreement of Wheeler Real Estate Investment Trust LP (the "Partnership"), holders of the Partnership may, after a one year holding period, elect to exchange their common units for common stock in Wheeler Real Estate Investment Trust, Inc. (the "Company") on a one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or in common stock of the Company.

- (1) These common units have been held for a year and therefore may be currently exchanged.
- (2) These common units have been held for less than a year and therefore may not be currently exchanged.
- (3) These derivative securities do not have an expiration date.
- (4) These common units have been held for less than a year and therefore may not be currently exchanged.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.