## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

#### STATEMENT OF CHANGES IN 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

pe Response	s)															
1. Name and Address of Reporting Person * Plum Crystal				2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [WHLR]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
					Trans	action	n (Moi	nth/Day	//Year)				Cine	i Filialiciai (	onicei	
(Street) VIRGINIA REACH VA 23452				4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
)	(State)	(Zip)	Table I - Non-Derivative Securities Acqui						uire	uired, Disposed of, or Beneficially Owned						
ecurity		2. Transaction Date (Month/Day/Year)	Execution D	ate, if	Code (Inst	e tr. 8)		(A) or l (Instr. 3	Disposed 3, 4 and (A) or	d of (D 5)	(I:	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Continuous of the following of the fo		Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock 08/		08/13/2021							· · /			2,022	22			
		Table II - I	Derivative So	ecurit	ies Acc	quire	Perso conta the fo	ons whained in orm dis	no responding this for this for Bo	orm a a curr eneficia	re n entl	ot requ ly valid	ired to res	spond unle	ss	1474 (9-02)
2. Conversion or Exercise Price of Derivative Security	Date	n 3A. Deemed Execution Data	te, if 4. Transa Code	ction 8)	5. Numb of Deriva Securi Acqui (A) or Dispos of (D) (Instr.	eer ative ities red seed 3,	6. Data and E (Mon	te Exerc Expiration th/Day/	cisable on Date 'Year)	7. Arr Urr See (In 4)	Title mounderl	nt of lying ties 3 and Amount or Number	8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct ( or Indir (s) (I)	Benefici Ownersh (Instr. 4)
	ER REAL 2529 VIRO A BEACH Stock Report on a security	(First) ER REAL ESTATE I 2529 VIRGINIA BEA (Street)  A BEACH, VA 2345 (State)  ecurity  Stock  Report on a separate line for Exercise Price of Derivative	d Address of Reporting Person*  (State)  (A BEACH, VA 23452  (State)  (State)  (State)  (Zip)  (Stock)  (State)  (Zip)  (Month/Day/Year)  (A BEACH, VA 23452  (State)  (State)  (A BEACH, VA 23452  (State)  (State)  (A BEACH, VA 23452  (A BEACH, VA 23452	2. Issuer N Wheeler F [WHLR]  3. Date of E 08/13/202  3. Date of E 08/13/202  4. If Amend  A BEACH, VA 23452  (State)  2. Transaction Date (Month/Day/Year)  Conversion of Exercise Price of Derivative Price of Derivative Price of Derivative  2. Issuer N Wheeler F [WHLR]  3. Date of E 08/13/202  2. Transaction Date (Month/Day/Year)  3. Date of E 08/13/202  2. Transaction Date (Month/Day/Year)  3. Deemed Execution Dany (Month/Day  4. If Amend  2. Transaction Date (Execution Date (Execution Date) (Execution Date) (Execution Date) (Execution Date) (Execution Date) (Execution Date) (Instr. 3)  4. Transaction Code (Instr. 3)	d Address of Reporting Person - (Stal)  2. Issuer Name a Wheeler Real I [WHLR]  3. Date of Earliest 08/13/2021  2. Table II - Derivative Securities beneficially of Exercise Price of Derivative Security  3. Date of Earliest 08/13/2021  4. If Amendment,  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Date of Earliest 08/13/2021  4. If Amendment,  2. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if (e.g., puts, calls, we are considered in the price of Derivative Security (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if Transaction Code (Instr. 8)	2. Issuer Name and Time Wheeler Real Estate [WHLR]  3. Date of Earliest Trans 08/13/2021  3. Date of Earliest Trans 08/13/2021  3. Date of Earliest Trans 08/13/2021  4. If Amendment, Date of Earliest Trans 08/13/2021  4. If Amendment, Date of Earliest Trans 08/13/2021  4. If Amendment, Date of Earliest Trans 08/13/2021  5. Table II - Derivative Securities Deneficially owned of Execution Date (e.g., puts, calls, warrant of Execution Date (month/Day/Year)  7. Table II - Derivative Securities Ac (e.g., puts, calls, warrant of Execution Date, if One Exercise (Month/Day/Year)  8. Table II - Derivative Securities Ac (e.g., puts, calls, warrant of Execution Date, if One Exercise (Month/Day/Year)  9. Code of One of	2. Issuer Name and Ticker of Wheeler Real Estate Inv [WHLR]  3. Date of Earliest Transaction 08/13/2021  (Street) 4. If Amendment, Date Origin (Month/Day/Year)  (State) (Zip) Table I - Non Execution Date (Instr. 8)  (Month/Day/Year) 2. 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If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Table I - Non-Derivative Securities Acquired (A) or Disposed of (Instr. 3, 4 and 5)  6. Date (Instr. 3, 4 and 5)  6. Date Execution Date (e.g., puts, calls, warrants, options, convertible securities and Conversion Date (Month/Day/Year)  7. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  8. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  8. Persons who respond to the form displays a curr (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of, or Beneficially owned directly or indirectly.  9. Persons who respond to the form displays a curr (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of, Or Beneficially owned directly or indirectly.  1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  1. Persons who respond to the form displays a curr (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (Instr. 8) (Instr. 8)  1. Date Exercisable and Expiration Date of (Instr. 8)  2. Date Exercisable and Expiration Date of (Instr. 8)  3. Transaction Date of (Instr. 8)  4. Date Expiration Date of (Instr. 8)  5. Derivative Securities Acquired (A) or Disposed of (Instr. 8)  4. Date Expiration Date of (Instr. 8)  6. Date Exercisable and Expiration Date of (Instr. 8)  6. Date Exercisable and Expiration Date of (Instr. 8)  8. Date of Earliest Transaction (Month/Day/Year)  9. Date Expiration Date of (Instr. 8)  1. Date Expiration Date of (Instr. 8)  1. Date Of Earlies Transaction (Month/Day/Year)	Address of Reporting Person 2  2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [WHLR]  2. REAL ESTATE INVESTMENT 2529 VIRGINIA BEACH BLVD  (Street)  A BEACH, VA 23452  2. Transaction Date (Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A BEACH, VA 23452  2. Transaction Date (Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A 20,000 A \$ 0 2  (Instr. 3, 4 and 5)  A 20,000 A \$ 0 2  (Instr. 3, 4 and 5)  A 20,000 A \$ 0 2  (Month/Day/Year)  (Month/Day/Year)  (Instr. 3, 4, and 5)  Date (Month/Day/Year)  (Instr. 3, 4, and 5)	Address of Reporting Person Stal      Code   V   Amount   Code   V   Amount   Code   Contrained in this form are not requested from displays a currently valid	State   Check   Chec	State	State   Check and applicable   Check and ap

#### **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Plum Crystal WHEELER REAL ESTATE INVESTMENT TRUST 2529 VIRGINIA BEACH BLVD VIRGINIA BEACH, VA 23452			Chief Financial Officer				

### **Signatures**

/s/ Crystal Plum	08/17/2021
**Signature of Reporting Person	Date

#### **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).
  - Amount represents restricted stock granted by the Issuer on August 13, 2021. Of this grant, 5,000 shares were vested immediately upon grant, and the remaining 15,000 shares are subject to vesting in three equal installments on each anniversary of the grant date (each, a "Vesting Date"), subject to both (1) Ms. Plum's continued employment
- (1) through the applicable Vesting Date and (2) the average closing price per share of the Issuer's common stock over all trading days in any consecutive 20-business day period during the three-year period following the grant date (the "Performance Period") being equal to or greater than \$6.25 (the "Price Target"). In the event of certain terminations of employment, Ms. Plum is eligible for pro-rated vesting, provided the Price Target is achieved during the Performance Period.

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.