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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person *<br><u>STILWELL JOSEPH</u><br>_____<br>(Last) (First) (Middle)<br><u>200 CALLE DEL SANTO CRISTO</u><br>_____<br>(Street)<br><u>SAN JUAN PR 00901</u><br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Wheeler Real Estate Investment Trust, Inc. [ WHLR ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/29/2024</u>                                     |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 982,809   | I  | See footnote <sup>(1)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 147,548   | I  | See footnote <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 278,918   | I  | See footnote <sup>(3)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 3,732   | I  | See footnote <sup>(4)</sup>                           |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3)      | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |                             |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-----------------------------|
|   |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title                       |
| 7.00% Subordinated Convertible Notes due 2031   | \$2.86 <sup>(5)</sup>                                  |                                      |  |                                |   |  |     | (5)  | 12/31/2031      | Common Stock  | 6,398,527 <sup>(5)(6)</sup>                | \$18,302,425   | I   | See footnote <sup>(1)</sup>                            |                             |
| 7.00% Subordinated Convertible Notes due 2031   | \$2.86 <sup>(5)</sup>                                  |                                      |  |                                |   |  |     | (5)  | 12/31/2031      | Common Stock  | 917,682 <sup>(5)(6)</sup>                  | \$2,624,950  | I   | See footnote <sup>(2)</sup>                            |                             |
| 7.00% Subordinated Convertible Notes due 2031   | \$2.86 <sup>(5)</sup>                                  |                                      |  |                                |   |  |     | (5)  | 12/31/2031      | Common Stock  | 1,442,100 <sup>(5)(6)</sup>                | \$4,125,000  | I   | See footnote <sup>(3)</sup>                            |                             |
| 7.00% Subordinated Convertible Notes due 2031   | \$2.86 <sup>(5)</sup>                                  | 05/29/2024                           |  | P                              |   | \$3,275  |     | (5)  | 12/31/2031      | Common Stock  | 1,144 <sup>(5)(6)</sup>                    | \$8,318.5 <sup>(7)</sup>   | \$114,450   | I  | See footnote <sup>(4)</sup> |
| Series D Cumulative Convertible Preferred Stock | \$4,070.4  |                                      |  |                                |   |  |     | (8)  | (8)             | Common Stock  | 221  |  | 36,322 <sup>(9)</sup>                                     | I  | See footnote <sup>(1)</sup> |
| Series D Cumulative Convertible Preferred Stock | \$4,070.4  |                                      |  |                                |   |  |     | (8)  | (8)             | Common Stock  | 31   |  | 5,224 <sup>(9)</sup>                                      | I  | See footnote <sup>(2)</sup> |
| Series B Convertible Preferred Stock            | \$9,600  |                                      |  |                                |   |  |     | (10)   | (10)            | Common Stock  | 1,550                                      |  | 596,473 <sup>(11)</sup>                                   | I  | See footnote <sup>(1)</sup> |

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Series B Convertible Preferred Stock       | \$9,600  |                                      |  |                                |   |  |     | (10)   | (10)            | Common Stock  | 223                        |  | 85,792 <sup>(11)</sup>   | I   | See footnote <sup>(2)</sup>                            |
| Series B Convertible Preferred Stock       | \$9,600  |                                      |  |                                |   |  |     | (10)   | (10)            | Common Stock  | 350                        |  | 134,820 <sup>(11)</sup>  | I   | See footnote <sup>(3)</sup>                            |

1. Name and Address of Reporting Person \*

[STILWELL JOSEPH](#)

(Last) (First) (Middle)

200 CALLE DEL SANTO CRISTO

(Street)

SAN JUAN PR 00901

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Stilwell Value LLC](#)

(Last) (First) (Middle)

111 BROADWAY, 12TH FLOOR

(Street)

NEW YORK NY 10006

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Stilwell Activist Investments, L.P.](#)

(Last) (First) (Middle)

111 BROADWAY, 12TH FLOOR

(Street)

NEW YORK NY 10006

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Stilwell Activist Fund, L.P.](#)

(Last) (First) (Middle)

111 BROADWAY, 12TH FLOOR

(Street)

NEW YORK NY 10006

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Stilwell Value Partners VII, L.P.](#)

(Last) (First) (Middle)

111 BROADWAY, 12TH FLOOR

(Street)

NEW YORK NY 10006

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

STILWELL ASSOCIATES L P

(Last) (First) (Middle)

111 BROADWAY, 12TH FLOOR

(Street)

NEW YORK NY 10006

(City) (State) (Zip)

**Explanation of Responses:**

1. These securities are owned directly by Stilwell Activist Investments, L.P. ("SAI") and indirectly by Joseph Stilwell in his capacity as the managing member and owner of Stilwell Value LLC ("Value"), which is the general partner of SAI. Joseph Stilwell disclaims beneficial ownership of all shares reported as owned indirectly except to the extent of his pecuniary interest therein.
2. These securities are owned directly by Stilwell Activist Fund, L.P. ("SAF") and indirectly by Joseph Stilwell in his capacity as the managing member and owner of Value, which is the general partner of SAF. Joseph Stilwell disclaims beneficial ownership of all shares reported as owned indirectly except to the extent of his pecuniary interest therein.
3. These securities are owned directly by Stilwell Value Partners VII, L.P. ("SVP VII") and indirectly by Joseph Stilwell in his capacity as the managing member and owner of Value, which is the general partner of SVP VII. Joseph Stilwell disclaims beneficial ownership of all shares reported as owned indirectly except to the extent of his pecuniary interest therein.
4. These securities are owned directly by Stilwell Associates, L.P. ("SA") and indirectly by Joseph Stilwell in his capacity as the managing member and owner of Value, which is the general partner of SA. Joseph Stilwell disclaims beneficial ownership of all shares reported as owned indirectly except to the extent of his pecuniary interest therein.
5. The Issuer's 7.00% Subordinated Convertible Notes due 2031 (the "Notes") are convertible, in whole or in part, at any time, at the option of the holders thereof, into shares of the Issuer's common stock at a conversion price of \$2.86 per share (8.74 common shares for each \$25.00 of principal amount of the Notes being converted).
6. Interest on the Notes may be payable, at the Issuer's election, in cash, in shares of the Issuer's Series B Convertible Preferred Stock ("Series B Preferred Stock") or in shares of the Issuer's Series D Cumulative Convertible Preferred Stock ("Series D Preferred Stock"), in each case as set forth in the Notes. Series B Preferred Stock and Series D Preferred Stock are both convertible into shares of the Issuer's common stock at the option of the holder thereof at any time. The Notes bear interest at the rate of 7% per annum. The number of shares of the Issuer's common stock indicated in the Table is based on the outstanding principal amount of the Notes held by the Reporting Person.
7. The price reported in Column 8 is an aggregate purchase price. These Notes were purchased at a price of \$63.50 per \$25 of aggregate principal amount.
8. As disclosed in the Issuer's Form 8-K that announced the Company's one-for-24 reverse stock split, and filed with the Securities and Exchange Commission ("SEC") on May 14, 2024, each share of Series D Preferred Stock is convertible into 0.0061 shares of the Issuer's common stock. Series D Preferred Stock has no expiration date.
9. In accordance with the terms of the Indenture among the Issuer and Wilmington Savings Fund Society, FSB, as Trustee, governing the terms of the Notes (the "Indenture"), the number of shares of Series D Preferred Stock paid as interest on the Notes on each applicable Interest Payment Date (as defined in the Indenture) was determined based on a per share value for each share of Series D Preferred Stock, calculated as the product of (x) the average of the per share volume-weighted average prices for Series D Preferred Stock for the 15 consecutive trading days ending on the third business day immediately preceding each such Interest Payment Date, and (y) 0.55.
10. As disclosed in the Issuer's Form 8-K that announced the Company's one-for-24 reverse stock split, and filed with the SEC on May 14, 2024, each share of Series B Preferred Stock is convertible into 0.0026 shares of the Issuer's common stock. Series B Preferred Stock has no expiration date.
11. In accordance with the terms of the Indenture, the number of shares of Series B Preferred Stock paid as interest on the Notes on each applicable Interest Payment Date was determined based on a per share value for each share of Series B Preferred Stock, calculated as the product of (x) the average of the per share volume-weighted average prices for Series B Preferred Stock for the 15 consecutive trading days ending on the third business day immediately preceding each such Interest Payment Date, and (y) 0.55.

/s/ Joseph Stilwell 05/31/2024

/s/ Joseph Stilwell as authorized agent for Stilwell Value LLC 05/31/2024

/s/ Joseph Stilwell as authorized agent for Stilwell Activist Investments, L.P. 05/31/2024

/s/ Joseph Stilwell as authorized agent for Stilwell Activist Fund, L.P. 05/31/2024

/s/ Joseph Stilwell as authorized agent for Stilwell Value Partners VII, L.P. 05/31/2024

/s/ Joseph Stilwell as authorized agent for Stilwell Associates, L.P. 05/31/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

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