

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
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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

(Print or Type Responses)

1. Name and Address of Reporting Person Zwerdling Jeffrey M.			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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) RIVERSEDGE NORTH, 2529 VIRGINIA BEACH, BLVD., SUITE 200			3. Date of Earliest Transaction (Month/Day/Year) 08/02/2016					
(Street) VIRGINIA BEACH, VA 23452			4. If Amendment, Date Original Filed(Month/Day/Year) 01/18/2017			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			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	08/02/2016		J(1)		11,565	D	\$ 1.73	33,890	I	Held in profit sharing plan
Common stock	01/17/2017		J(2)		25,000	A	\$ 1.70	271,520	D	
Common stock	01/17/2017		J(2)		25,000	D	\$ 1.70	8,890	I	Held in profit sharing plan
Common Stock								6,000	I	Owned by spouse

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

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SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Series D Convertible Preferred Stock	\$ 2.12						(3)	(3)	Common Stock	47,170		4,000	I	Owned by spouse
Series B Convertible Preferred Stock	\$ 5						(4)	(4)	Common Stock	50,000		10,000	D	

Series B Convertible Preferred Stock	\$ 5							(4)	(4)	Common Stock	20,000		4,000	I	Held in profit sharing plan
Common Stock Warrants	\$ 5.50							(5)	(5)	Common Stock	12,000		12,000	D	
Common Stock Warrants	\$ 5.50							(5)	(5)	Common Stock	4,800		4,800	I	Held in profit sharing plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zwerdling Jeffrey M. RIVERSEDGE NORTH, 2529 VIRGINIA BEACH BLVD., SUITE 200 VIRGINIA BEACH, VA 23452	X			

Signatures

/s/ Jeffrey M. Zwerdling	01/18/2017
<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).

- (1) This transaction was a transfer of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") common stock from Mr. Zwerdling's profit sharing plan to his partner's profit sharing plan.
- (2) This transaction was a transfer of the Company's common stock from indirect ownership to direct ownership (shares held in Mr. Zwerdling's profit sharing plan) to direct ownership.
- (3) Each share of Series D Convertible Preferred Stock ("Series D Stock") became convertible into shares of the Company's common stock at \$2.12 per share, upon completion of the Company's September 2016 and December 2016 public offerings of Series D Stock. The Series D Stock has no expiration date.
- (4) Each share of Series B Convertible Preferred Stock (the "Series B Stock") became convertible into shares of the Company's common stock at \$5.00 per share, upon completion of the Company's April 2014 and September 2014 public offerings of Series B Stock and common stock warrants.
- (5) Each common stock warrant became exercisable upon completion of the Company's April 2014 and September 2014 public offerings of Series B Stock and common stock warrants. The common stock warrants expire on April 29, 2019.

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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