

# FORM 4

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

OMB APPROVAL	
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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

(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. [whlrl]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <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) 05/18/2017			
(Street) VIRGINIA BEACH, VA 23452		4. If Amendment, Date Original Filed(Month/Day/Year)		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	05/18/2017		P		1,000	A	\$ 9.92	39,186 (1)	D	
Common Stock	05/18/2017		P		4,000	A	\$ 9.96	43,186 (1)	D	
Common Stock								1,111 (1)	I	Held in profit sharing plan
Common Stock								750 (1)	I	Owned by spouse

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

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**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 Cumulative Convertible Preferred Stock	\$ 16.76						(2)	(2)	Common Stock	5,896 (1)		4,000	I	Owned by spouse
Series B Convertible Preferred Stock	\$ 40						(3)	(3)	Common Stock	2,500 (1)		4,000	I	Held in profit sharing plan
Common Stock Warrants	\$ 44						(4)	(4)	Common Stock	1,500 (1)		12,000	D	
Common Stock Warrants	\$ 44						(4)	(4)	Common Stock	600 (1)		4,800	I	Held in profit sharing plan
Series B Convertible Preferred	\$ 40						(3)	(3)	Common Stock	6,250 (1)		10,000	D	

## Reporting Owners

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

## Signatures

/s/ Jeffrey M. Zwerdling		05/19/2017
<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) Effective March 31, 2017, Wheeler Real Estate Investment Trust, Inc. (the "Company"), effected a one-for-eight reverse stock split of its common stock (the "Reverse Stock Split"). The amount of common stock reflected on this Form 4 has been adjusted to reflect the Reverse Stock Split.
- (2) Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") became convertible into shares of the Company's common stock at \$16.76 (as adjusted for the Reverse Stock Split) 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.
- (3) Each share of Series B Convertible Preferred Stock (the "Series B Stock") became convertible into shares of the company's common stock at \$40.00 per share (as adjusted for the Reverse Stock Split) upon completion of the Company's April 2014 and September 2014 public offerings of Series B Stock and commons stock warrants. The Series B Stock has no expiration date.
- (4) Each common stock warrant became exercisable at \$44.00 per share (as adjusted for the Reverse Stock Split) 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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