

## INITIAL STATEMENT OF 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* Steamboat Capital Partners, LLC  (Last) (First) (Middle) 31 OLD WAGON ROAD  (Street) OLD GREENWICH, CT 06870  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/21/2021	3. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [WHLRD]	
		4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

SEC 1473 (7-02)

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

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Cumulative Convertible Preferred Stock	(1)	(1)	Common Stock, \$0.01 par value	484,725	\$ 16.96	I	See footnote (3) (6)
Series D Cumulative Convertible Preferred Stock	(1)	(1)	Common Stock, \$0.01 par value	6,366	\$ 16.96	I	See footnote (4) (6)
Series D Cumulative Convertible Preferred Stock	(1)	(1)	Common Stock, \$0.01 par value	58,375	\$ 16.96	I	See footnote (5) (6)
Series B Convertible Preferred Stock	(2)	(2)	Common Stock, \$0.01 par value	117,109	\$ 40	I	See footnote (3) (6)
Series B Convertible Preferred Stock	(2)	(2)	Common Stock, \$0.01 par value	1,623	\$ 40	I	See footnote (4) (6)
Series B Convertible Preferred Stock	(2)	(2)	Common Stock, \$0.01 par value	7,554	\$ 40	I	See footnote (5) (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steamboat Capital Partners, LLC 31 OLD WAGON ROAD OLD GREENWICH, CT 06870		X		
Kiai Parsa 31 OLD WAGON ROAD OLD GREENWICH, CT 06870		X		

# Signatures

/s/ Parsa Kiai, Managing Member, Steamboat Capital Partners LLC		06/04/2021
**Signature of Reporting Person		Date
/s/ Parsa Kiai		06/04/2021
**Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Convertible at any time.

(2) Convertible at any time, but subject to mandatory conversion if the 20-trading day volume-weighted average closing price of the Common stock, \$0.01 par value, exceeds \$58.

(3) Shares are owned by Steamboat Capital Partners Master Fund, LP (Master), which owns 328,828 shares of Series D Cumulative Convertible Preferred Stock (Series D) and 187,375 shares of Series B Convertible Preferred Stock (Series B). Master has delegated investment discretion to Steamboat Capital Partners, LLC (IA).

(4) Shares are owned by Steamboat Capital Partners II, LP (II) which owns 4319 shares of Series D and 2597 shares of Series B.

(5) Shares are owned by certain accounts managed by IA, which own 39,601 shares of Series D and 12,087 shares of Series B.

(6) Steamboat Capital Partners GP, LLC (GP) is the general partner of, and entitled to receive a performance allocation from, each of Master and II. IA is entitled to receive a performance fee from the managed accounts referred to in footnote 5 (the MA). Parsa Kiai (Kiai) is the Managing Member of GP and IA. Accordingly, Kiai may be deemed to have a pecuniary interest in shares owned by Master and II and IA and Kiai may be deemed to have a pecuniary interest in shares owned by the MA. Kiai and IA are filers of this report, filing jointly but not as a group, and each disclaims beneficial ownership of securities reported hereon except to the extent of his or its pecuniary interest.

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.