

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 * Steamboat Capital Partners GP, LLC			2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [WHLRD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2020			6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
420 LEXINGTON AVENUE, SUITE 2300			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) NEW YORK, NY 10170								
(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, \$0.01 par value	05/05/2020		P		35,885 (1) (3)	A	\$ 1.1264 (4)	0 (1) (3)	I (5)	See Footnotes (5)
Common Stock, \$0.01 par value	05/05/2020		P		681 (2) (3)	A	\$ 1.1264 (4)	0 (2) (3)	I (5)	See footnote (5)
Common Stock, \$0.01 par value	05/06/2020		P		21,892 (1) (3)	A	\$ 0.9954 (6)	0 (1) (3)	I (5)	See footnote (5)
Common Stock, \$0.01 par value	05/06/2020		P		713 (2) (3)	A	\$ 0.9954 (6)	0 (2) (3)	I (5)	See footnote (5)

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		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Steamboat Capital Partners GP, LLC 420 LEXINGTON AVENUE SUITE 2300 NEW YORK, NY 10170		X		
Steamboat Capital Partners, LLC 420 LEXINGTON AVE SUITE 2300 NY, NY 10170		X		
Kiai Parsa 420 LEXINGTON AVENUE SUITE 2300 NY, NY 10170		X		
Steamboat Capital Partners II LP 420 LEXINGTON AVENUE SUITE 2300 NEW YORK, NY 10170		X		

Signatures

Parsa Kiai, Managing Member of Steamboat Capital Partners GP LLC		05/07/2020
**Signature of Reporting Person		Date
Parsa Kiai		05/07/2020
**Signature of Reporting Person		Date
Parsa Kiai, Managing Member of Steamboat Capital Partners GP, LLC, general partner of Steamboat Capital Partners Master Fund, LP		05/07/2020
**Signature of Reporting Person		Date
Parsa Kiai, Managing Member of Steamboat Capital Partners GP, LLC, general partner of Steamboat Capital Partners II, LP		05/07/2020
**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).

(1) Shares were acquired by Steamboat Capital Partners Master Fund, LP (Master) which owns 511,644 shares of Series D Cumulative Convertible Preferred Stock (Series D) and 381,253 shares of Series B Convertible Preferred Stock (Series B).

(2) Shares were acquired by Steamboat Capital Partners II, LP (II) which owns 9536 shares of Series D and 6702 shares of Series B.

(3) Shares were bought to cover a short position that pre-dated becoming subject to Section 16.

The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$1.11 to \$1.15, inclusive. The relevant

(4) filers undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

Steamboat Capital Partners GP, LLC (GP) is general partner of, and receives a performance allocation from, each of Master and II. Parsa Kiai (Kiai) is the Managing

(5) Member of GP. Accordingly, GP and Kiai may be deemed to have a pecuniary interest in shares owned by Master and II. GP, Master, Kiai and II 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 its pecuniary interest therein.

The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$0.99 to \$1.00, inclusive. The relevant

(6) filers undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

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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