

Wheeler Real Estate Investment Trust, Inc.  
 Form 4  
 March 20, 2017

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 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. [whir]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/13/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

RIVERSEDGE NORTH, 2529  
 VIRGINIA BEACH, BLVD., SUITE  
 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

VIRGINIA BEACH, VA 23452

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/13/2017		P	15,000 A \$ 1.69	305,491	D	
Common Stock					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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(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 or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Series D Cumulative Convertible Preferred Stock	\$ 2.12					(1)	(1)	Common Stock	47,170
Series B Convertible Preferred Stock	\$ 5					(2)	(2)	Common Stock	50,000
Series B Convertible Preferred Stock	\$ 5					(2)	(2)	Common Stock	20,000
Common Stock Warrants	\$ 5.5					(3)	(3)	Common Stock	12,000
Common Stock Warrants	\$ 5.5					(3)	(3)	Common Stock	4,800

## 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

03/20/2017

\*\*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).

Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") became convertible into shares of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") 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.

(1) 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. The Series B Stock has no expiration date.

(2) 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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