Wheeler Real Estate Investment Trust, Inc.

Form 4

January 18, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(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)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/17/2017

_X__ Director 10% Owner Officer (give title __ Other (specify

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

VIRGINIA BEACH, VA 23452

(City)	(State) (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)	Code (Instr. 8)	ies Acquired sposed of (D) 4 and 5) (A) or		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)	
Common	01/17/2017		Code V	Amount	(D)	Price	071.500	D	
Stock	01/17/2017		J <u>(1)</u>	25,000	A	\$ 1.7	271,520	D	
Common Stock	01/17/2017		<u>J(1)</u>	25,000	D	\$ 1.7	20,455	I	Held in profit sharing plan
Common Stock							6,000	I	Owned by spouse
Common	08/02/2016		D	11,565	A	\$	8,890	I	Held in

Stock 1.73 profit sharing plan

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

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SEC 1474 (9-02)

> 8. Pric Deriva Securi (Instr.

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. oriNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D Convertible Preferred Stock	\$ 2.12					<u>(2)</u>	<u>(2)</u>	Common Stock	47,160
Series B Convertible Preferred Stock	\$ 5					(3)	(3)	Common Stock	50,000
Series B Convertible Preferred Stock	\$ 5					(3)	(3)	Common Stock	20,000
Common Stock Warrants	\$ 5.5					<u>(4)</u>	<u>(4)</u>	Common Stock	12,000
Common Stock Warrants	\$ 5.5					<u>(4)</u>	<u>(4)</u>	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



Signatures

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

**Signature of Reporting Date
Person

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 indirect ownership (shares held in Mr. Zwerdling's profit sharing plan) to direct ownership.
- Each share of Series D Convertible Preferred Stock ("Series D Stock") became convertible into shares of the Company's common stock at (2) \$2.12 per share, upon completion of the Company's September 2016 and December 2016 public offerings of the Series D Stock. The Series D Stock has no expiration date.
- 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.
- (4) 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. 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.

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