

Wheeler Real Estate Investment Trust, Inc.  
 Form 4  
 January 18, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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**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. [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

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                    | 01/17/2017                           |  | J <sup>(1)</sup>               |   | 25,000  | A  | \$ 1.7                            | 271,520 | D |                             |
| Common Stock                    | 01/17/2017                           |  | J <sup>(1)</sup>               |   | 25,000  | D  | \$ 1.7                            | 20,455  | I | Held in profit sharing plan |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 6,000   | I | Owned by spouse             |
| Common Stock                    | 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.

**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.** SEC 1474 (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 of Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Series D Convertible Preferred Stock       | \$ 2.12  |                                      |  |                                |   | (2)  | (2)   | 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   |                                      |  |                                |   | (4)  | (4)   | Common Stock                               | 12,000                     |
| Common Stock Warrants                      | \$ 5.5   |                                      |  |                                |   | (4)  | (4)   | Common Stock                               | 4,800                      |

