

Wheeler Real Estate Investment Trust, Inc.
Form SC 13G/A
January 31, 2018

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)*

Wheeler Real Estate Investment Trust, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

963025101
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of the section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON
 Corbin Capital Partners Group, LLC
 CHECK THE APPROPRIATE BOX
 IF A MEMBER OF A GROUP
 2 (a)
 (b)
 3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF
 4 ORGANIZATION
 Delaware
 5 SOLE VOTING POWER
 0
 NUMBER OF 6 SHARED VOTING POWER
 SHARES 485,899
 BENEFICIALLY 7 SOLE DISPOSITIVE POWER
 OWNED BY 0
 EACH
 REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON 485,899
 WITH
 9 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 485,899
 CHECK BOX IF THE
 10 AGGREGATE AMOUNT IN ROW
 (9) EXCLUDES CERTAIN
 SHARES
 PERCENT OF CLASS
 11 REPRESENTED BY AMOUNT IN
 ROW (9)
 5.5%*
 12 TYPE OF REPORTING PERSON
 OO

All percentages of Common Stock outstanding contained herein are based on 8,744,189 shares of Common Stock outstanding, as reported on the Issuer's Form S-3/A, filed December 22, 2017, plus 50,000 shares of Series B *Preferred Stock beneficially owned by the reporting persons and convertible into 31,250 shares of Common Stock and 40,000 shares of Series D Preferred Stock beneficially owned by the reporting persons and convertible into 58,962 shares of Common Stock.

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1 NAME OF REPORTING PERSON
Corbin Capital Partners, L.P.
CHECK THE APPROPRIATE BOX
2 IF A MEMBER OF A GROUP
(a)
(b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware
5 SOLE VOTING POWER
0
NUMBER OF 6 SHARED VOTING POWER
SHARES 485,899
BENEFICIALLY 7 SOLE DISPOSITIVE POWER
OWNED BY 0
EACH
8 REPORTING PERSON SHARED DISPOSITIVE POWER
PERSON 485,899
WITH
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
485,899
10 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES
11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)
5.5%
12 TYPE OF REPORTING PERSON
IA

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1 NAME OF REPORTING PERSON
 Corbin Equity Fund, L.P. (formerly,
 Fort George Investments, LLC)
 2 CHECK THE APPROPRIATE BOX
 IF A MEMBER OF A GROUP
 (a)
 (b)
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF
 ORGANIZATION
 Delaware
 5 SOLE VOTING POWER
 0
 NUMBER OF 6 SHARED VOTING POWER
 SHARES 395,687
 7 BENEFICIALLY OWNED BY
 EACH
 REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON 395,687
 WITH
 9 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 395,687
 10 CHECK BOX IF THE
 AGGREGATE AMOUNT IN ROW
 (9) EXCLUDES CERTAIN
 SHARES
 11 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (9)
 4.5%
 12 TYPE OF REPORTING PERSON
 OO

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Item 1(a) NAME OF ISSUER:

Wheeler Real Estate Investment Trust, Inc.

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2529 Virginia Beach Blvd., Suite 200
Virginia Beach, VA 23452

ITEM 2(a)-(c) NAME, PRINCIPAL BUSINESS ADDRESS AND CITIZENSHIP OF PERSONS FILING:

Corbin Capital Partners Group, LLC
590 Madison Avenue, 31st Floor
New York, New York 10022,
which is a Delaware limited liability company.

Corbin Capital Partners, L.P.
590 Madison Avenue, 31st Floor
New York, New York 10022,
which is a Delaware limited partnership.

Corbin Equity Fund, L.P.
c/o Corbin Capital Partners, L.P.
590 Madison Avenue, 31st Floor
New York, New York 10022,
which is a Delaware limited liability company.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.01 per share

ITEM 2(e) CUSIP NO.:

963025101

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO §240.13d-1(b) or §240.13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

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- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Corbin Capital Partners Group, LLC – 485,899
Corbin Capital Partners, L.P. – 485,899
Corbin Equity Fund, L.P. – 395,687

(b) Percent of class:

Corbin Capital Partners Group, LLC – 5.5%
Corbin Capital Partners, L.P. – 5.5%
Corbin Equity Fund, L.P. – 4.5%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Corbin Capital Partners Group, LLC – 0
Corbin Capital Partners, L.P. – 0
Corbin Equity Fund, L.P. – 0

(ii) Shared power to vote or direct the vote

Corbin Capital Partners Group, LLC – 485,899
Corbin Capital Partners, L.P. – 485,899
Corbin Equity Fund, L.P. – 395,687

(iii) Sole power to dispose or to direct the disposition of

Corbin Capital Partners Group, LLC – 0
Corbin Capital Partners, L.P. – 0
Corbin Equity Fund, L.P. – 0

(iv) Shared power to dispose or to direct the disposition of

Corbin Capital Partners Group, LLC – 485,899
Corbin Capital Partners, L.P. – 485,899
Corbin Equity Fund, L.P. – 395,687

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following (as to Corbin Equity Fund, L.P. only).

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item, and if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

If a group has filed this schedule, pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2018

Corbin Capital Partners Group, LLC

By: /s/ Anthony J. Anselmo

Name: Anthony J. Anselmo

Title: Authorized Signatory

Corbin Capital Partners, L.P.

By: /s/ Anthony J. Anselmo

Name: Anthony J. Anselmo

Title: Chief Operating Officer

Corbin Equity Fund, L.P.

By: Corbin Capital Partners Management, LLC,
its general partner

By: /s/ Anthony J. Anselmo

Name: Anthony J. Anselmo

Title: Chief Operating Officer

AGREEMENT

The undersigned agree that this Schedule 13G/A dated January 31, 2018 relating to the Common Stock, par value \$0.01 per share of Wheeler Real Estate Investment Trust, Inc. shall be filed on behalf of the undersigned.

Date: January 31, 2018

Corbin Capital Partners Group, LLC

By: /s/ Anthony J. Anselmo

Name: Anthony J. Anselmo

Title: Authorized Signatory

Corbin Capital Partners, L.P.

By: /s/ Anthony J. Anselmo

Name: Anthony J. Anselmo

Title: Chief Operating Officer

Corbin Equity Fund, L.P.

By: Corbin Capital Partners Management, LLC,
its general partner

By: /s/ Anthony J. Anselmo

Name: Anthony J. Anselmo

Title: Chief Operating Officer