

Wheeler Real Estate Investment Trust, Inc.  
 Form 4  
 June 22, 2015

**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 \*  
 Wheeler Jon S

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)  
 2529 VIRGINIA BEACH BOULEVARD, SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/17/2015

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

VIRGINIA BEACH, VA 23452

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

(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                    | 06/19/2015                           |  | P                              |   | 11,500  | A  | \$ 2.27 (1)                       | 689,119 | D |                 |
| Common Stock                    | 06/22/2015                           |  | P                              |   | 11,300  | A  | \$ 2.14 (2)                       | 700,419 | D |                 |
| Common Stock                    | 06/17/2015                           |  | P                              |   | 2,000   | A  | \$ 2.13                           | 19,980  | I | Owned by spouse |
| Common Stock                    | 06/22/2015                           |  | P                              |   | 11,700  | A  | \$ 2.14                           | 31,680  | I | Owned by spouse |

(3)

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 of Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Common Units                               | (4)  |                                      |  |                                |   | (5)  | (6)   | Common Stock                               | 65,823                     |
| Common Units                               | (4)  |                                      |  |                                |   | (7)  | (6)   | Common Stock                               | 1,519,035                  |
| Common Units                               | (4)  |                                      |  |                                |   | (5)  | (6)   | Common Stock                               | 288,009                    |
| Common Units                               | (4)  |                                      |  |                                |   | (7)  | (6)   | Common Stock                               | 16,576                     |
| Common Units                               | (4)  |                                      |  |                                |   | (5)  | (6)   | Common Stock                               | 3,123                      |
| Common Units                               | (4)  |                                      |  |                                |   | (5)  | (6)   | Common Stock                               | 31,234                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Wheeler Jon S<br>2529 VIRGINIA BEACH BOULEVARD<br>SUITE 200<br>VIRGINIA BEACH, VA 23452 | X             |           | CEO & Chairman |       |

## Signatures

/s/ Jon S.  
Wheeler

06/22/2015

\*\*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) The price reported in Column 4 is a weighted average price. These share were purchased in multiple transactions ranging from prices from \$2.14 to \$2.36. The reporting person undertakes to provide Wheeler Real Estate Investment Trust, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$2.13 to \$2.15. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$2.14 to \$2.15. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote.

(4) Pursuant to the Partnership Agreement of Wheeler REIT, L.P. (the "Partnership"), holders of the Partnership may, after a one year holding period, may elect to exchange their common units for common stock of the Company on a one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or common stock of the Company.

(5) These common units have been held for at least one year and therefore may be exchange in accordance with the Partnership Agreement.

(6) These derivative securities do not have an expiration date.

(7) These common units have been held for less than one year and therefore may not be currently exchanged.

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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