McAuliffe John P Form 4 December 04, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

McAuliffe John P

Symbol Wheeler Real Estate Investment

2. Issuer Name and Ticker or Trading

(Check all applicable)

Trust, Inc. [whlr]

3. Date of Earliest Transaction

(Month/Day/Year) 11/30/2017

X_ Director 10% Owner Officer (give title Other (specify

RIVERSEDGE NORTH, 2529 VIRGINIA BEACH BLVD., SUITE

(Street)

(First)

200

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

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Amount (D) Reported Transaction(s)

(Instr. 3 and 4)

Common Stock

11/30/2017

 $A^{(1)}$ 858

\$ Α 11.22 8,573 (1)

Price

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities (Instr. 3 and 4)		(Instr. 5)	Bene
	Derivative				Securities		Own				
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								A ₁	mount		
								or			
						Date Expiration			umber		
						Exercisable	Date	of			
				Code V	(A) (D)			Sh	nares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McAuliffe John P RIVERSEDGE NORTH 2529 VIRGINIA BEACH BLVD., SUITE 200 VIRGINIA BEACH, VA 23452



Signatures

/s/ John P. 12/04/2017 McAuliffe

**Signature of Date
Reporting 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) Granted for third quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s common stock on September 28, 2017.

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.

Reporting Owners 2