

Wheeler Real Estate Investment Trust, Inc.

Form 4

June 18, 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 SECURITIESFiled 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.

(Last) (First) (Middle)

RIVERSEDGE NORTH, 2529
VIRGINIA BEACH, BLVD., SUITE
200

(Street)

VIRGINIA BEACH, VA 23452

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Wheeler Real Estate Investment
Trust, Inc. [whlr]3. Date of Earliest Transaction
(Month/Day/Year)
06/18/20154. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person**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	06/18/2015		P		10,000	A	\$ 2.05
Common Stock					147,169	D	
Common Stock					100,000	I	
Common Stock					6,000	I	
							Held in profit sharing plan
							Held in spouse's IRA

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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
Series B Convertible Preferred Stock	\$ 5							(1)	(1)	Common Stock	50,000
Series B Convertible Preferred Stock	\$ 5							(1)	(1)	Common Stock	20,000
Common Stock Warrants	\$ 5.5							(2)	(2)	Common Stock	12,000
Common Stock Warrants	\$ 5.5							(2)	(2)	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	X

Signatures

/s/ Jeffrey M.
Zwerdling

06/18/2015

__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).

Each share of Series B Convertible Preferred Stock ("Series B Preferred Stock") became convertible into shares of Wheeler Real Estate Investment Trust, Inc. (the "Company") common stock at \$5.00 per share, upon completion of the Company's April 2014 and September 2014 public offerings of Series B Preferred Stock and Common Stock Warrants. The Series B Preferred Stock has no expiration date.

- (1) Investment Trust, Inc. (the "Company") common stock at \$5.00 per share, upon completion of the Company's April 2014 and September 2014 public offerings of Series B Preferred Stock and Common Stock Warrants. The Series B Preferred Stock has no expiration date.
- (2) Each Common Stock Warrant became exercisable upon completion of the Company's April 2014 and September 2014 public offerings of Series B Preferred Stock and Common Stock Warrants. The Common Stock Warrants expire on April 29, 2014.

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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