Wheeler Real Estate Investment Trust, Inc.
Form 4
March 20, 2017

FORM 4

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

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

OMB APPROVAL
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(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. [whir]

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/13/2017		P		15,000	A	$ 1.69	305,491	D	
Common Stock								8,890	I	Held in profit sharing plan
Common Stock								6,000	I	Owned by spouse

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

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. Pric Deriva Securit (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series D Cumulative Convertible Preferred Stock	$ 2.12							(1)	(1)	Common Stock	47,170	
Series B Convertible Preferred Stock	$ 5							(2)	(2)	Common Stock	50,000	
Series B Convertible Preferred Stock	$ 5							(2)	(2)	Common Stock	20,000	
Common Stock Warrants	$ 5.5							(3)	(3)	Common Stock	12,000	
Common Stock Warrants	$ 5.5							(3)	(3)	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	03/20/2017
**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) Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") became convertible into shares of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") common stock at $2.12 per share upon completion of the company's September 2016 and December 2016 public offerings of Series D Stock. The Series D Stock has no expiration date.

(2) Each share of Series B Convertible Preferred Stock (the "Series B Stock") became convertible into shares of the company's common stock at $5.00 per share upon completion of the company's April 2014 and September 2014 public offerings of Series B Stock and common stock warrants. The Series B Stock has no expiration date.

(3) Each common stock warrant became exercisable upon completion of the Company's April 2014 and September 2014 public offerings of Series B Stock and common stock warrants. The common stock warrants expire on April 29, 2019.

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.