

Wheeler Real Estate Investment Trust, Inc.  
Form SC 13G  
June 15, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

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

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

963025101  
(CUSIP Number)

June 4, 2015  
(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 disclosures 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 that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 963025101

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Capital LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x  
GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY

3,348,943(1)

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER  
WITH

3,348,943(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,348,943(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(1) Based on 54,406,299 shares of common stock outstanding as of June 12, 2015 as disclosed in the Issuer's Form S-4 filed with the SEC on June 15, 2015.

CUSIP No. 963025101

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Emanuel J. Friedman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x  
GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY

3,348,943(1)

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER  
WITH

3,348,943(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,348,943(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Based on 54,406,299 shares of common stock outstanding as of June 12, 2015 as disclosed in the Issuer's Form S-4 filed with the SEC on June 15, 2015.

CUSIP No. 963025101

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Financial Services Fund, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x  
GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY

3,125,000

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER  
WITH

3,125,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,125,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Based on 54,406,299 shares of common stock outstanding as of June 12, 2015 as disclosed in the Issuer's Form S-4 filed with the SEC on June 15, 2015.

CUSIP No. 963025101

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Financial Services GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x  
GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY

3,125,000

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER  
WITH

3,125,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,125,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) Based on 54,406,299 shares of common stock outstanding as of June 12, 2015 as disclosed in the  
Issuer's Form S-4 filed with the SEC on June 15, 2015.

CUSIP No. 963025101

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Income Fund, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x  
GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY

223,943(1)

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER  
WITH

223,943(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,943(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Based on 54,406,299 shares of common stock outstanding as of June 12, 2015 as disclosed in the  
Issuer's Form S-4 filed with the SEC on June 15, 2015.

CUSIP No. 963025101

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Income GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x  
GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY

223,943(1)

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER  
WITH

223,943(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,943(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) Based on 54,406,299 shares of common stock outstanding as of June 12, 2015 as disclosed in the  
Issuer's Form S-4 filed with the SEC on June 15, 2015.



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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) Name of Person Filing

This Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons")\*:

- (i) EJF Capital LLC;
- (ii) Emanuel J. Friedman;
- (iii) EJF Financial Services Fund, LP;
- (iv) EJF Financial Services GP, LLC.
- (v) EJF Income Fund, LP; and
- (vi) EJF Income GP, LLC

\*Attached as Exhibit A is a copy of an agreement among the Reporting Persons that this Schedule 13G is being filed on behalf of each of them.

Item 2. (b) Address of Principal Business Office or, if None, Residence

EJF Capital LLC  
2107 Wilson Boulevard  
Suite 410  
Arlington, VA 22201

Emanuel J. Friedman  
2107 Wilson Boulevard  
Suite 410  
Arlington, VA 22201

EJF Financial Services Fund, LP  
2107 Wilson Boulevard  
Suite 410  
Arlington, VA 22201

EJF Financial Services GP, LLC  
2107 Wilson Boulevard  
Suite 410  
Arlington, VA 22201

EJF Income Fund, LP  
2107 Wilson Boulevard  
Suite 410  
Arlington, VA 22201

EJF Income GP, LLC  
2107 Wilson Boulevard  
Suite 410  
Arlington, VA 22201

Item 2. (c)                      Citizenship

See Item 4 of the attached cover pages.

Item 2. (d)                      Title of Class of Securities

Common Stock, \$0.01 par value ("Common Stock")

Item 2. (e)                      CUSIP Number

96302101

Item 3.                      If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable.

Item 4.                      Ownership

(a) Amount beneficially owned:

See Item 9 of the attached cover pages.

(b) Percent of class:

See Item 11 of the attached cover pages.

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

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

See Item 5 of the attached cover pages.

(ii)                      Shared power to vote or to direct the vote:

See Item 6 of the attached cover pages.

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

See Item 7 of the attached cover pages.

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

See Item 8 of the attached cover pages.

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Each of EJF Financial Services Fund, LP and EJF Income Fund, LP is the record owner of the shares of Common Stock shown on item 9 of its respective cover page.

EJF Financial Services GP, LLC serves as the general partner and investment manager of EJF Financial Services Fund, LP and may be deemed to share beneficial ownership of the shares of Common Stock of which EJF Financial Services Fund, LP is the record owner. EJF Income GP, LLC serves as the general partner of EJF Income Fund, LP and may be deemed to share beneficial ownership of the shares of Common Stock of which EJF Income Fund, LP is the record owner.

EJF Capital LLC is the sole member and manager of each of EJF Financial Services GP, LLC and EJF Income GP, LLC, and may be deemed to share beneficial ownership of the shares of Common Stock of which such entities may share beneficial ownership. EJF Capital LLC also serves as the investment manager of EJF Income Fund, LP and may be deemed to share beneficial ownership of the shares of Common Stock of which EJF Income Fund, LP is the record owner. Emanuel J. Friedman is the controlling member of EJF Capital LLC and may be deemed to share beneficial ownership of the shares of Common Stock over which EJF Capital LLC may share beneficial ownership.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

See Item 4.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent  
7. Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

The filing persons may be deemed to be members of a group.

Item 9. Notice of Dissolution of Group

Not Applicable.

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.

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.

Dated: June 15, 2015

EJF CAPITAL LLC

By: /s/ Neal J. Wilson  
Name: Neal J. Wilson  
Title: Chief Operating Officer

EMANUEL J. FRIEDMAN

By: /s/ Emanuel J. Friedman  
Name: Emanuel J. Friedman

EJF FINANCIAL SERVICES FUND, LP

By: EJF FINANCIAL SERVICES GP, LLC  
Its: General Partner

By: EJF CAPITAL LLC  
Its: Sole Managing Member

By: /s/ Neal J. Wilson  
Name: Neal J. Wilson  
Title: Chief Operating Officer

EJF FINANCIAL SERVICES GP, LLC

By: EJF CAPITAL LLC  
Its: Sole Managing Member

By: /s/ Neal J. Wilson  
Name: Neal J. Wilson  
Title: Chief Operating Officer

EJF INCOME FUND, LP

By: EJF INCOME GP, LLC  
Its: General Partner

By: EJP CAPITAL LLC  
Its: Sole Managing Member

By: /s/ Neal J. Wilson  
Name: Neal J. Wilson  
Title: Chief Operating Officer

EJP INCOME GP, LLC

By: EJP CAPITAL LLC  
Its: Sole Managing Member

By: /s/ Neal J. Wilson  
Name: Neal J. Wilson  
Title: Chief Operating Officer

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EXHIBIT A

The undersigned, EJV Capital LLC, a Delaware limited liability company, Emanuel J. Friedman, EJV Financial Services Fund, LP, a Delaware limited partnership, EJV Financial Services GP, LLC, a Delaware limited liability company, EJV Income Fund, LP, a Delaware limited partnership and EJV Income GP, LLC, a Delaware limited liability company, hereby agree and acknowledge that the information required by this Schedule 13G, to which this Agreement is attached as an exhibit, is filed on behalf of each of them. The undersigned further agree that any further amendments or supplements thereto shall also be filed on behalf of each of them.

Dated: June 15, 2015

EJV CAPITAL LLC

By: /s/ Neal J. Wilson  
Name: Neal J. Wilson  
Title: Chief Operating Officer

EMANUEL J. FRIEDMAN

By: /s/ Emanuel J. Friedman  
Name: Emanuel J. Friedman

EJV FINANCIAL SERVICES FUND, LP

By: EJV FINANCIAL SERVICES GP, LLC  
Its: General Partner

By: EJV CAPITAL LLC  
Its: Sole Managing Member

By: /s/ Neal J. Wilson  
Name: Neal J. Wilson  
Title: Chief Operating Officer

EJV FINANCIAL SERVICES GP, LLC

By: EJV CAPITAL LLC  
Its: Sole Managing Member

By: /s/ Neal J. Wilson  
Name: Neal J. Wilson  
Title: Chief Operating Officer

EJV INCOME FUND, LP

By: EJJ INCOME GP, LLC  
Its: General Partner

By: EJJ CAPITAL LLC  
Its: Sole Managing Member

By: /s/ Neal J. Wilson  
Name: Neal J. Wilson  
Title: Chief Operating Officer

EJJ INCOME GP, LLC

By: EJJ CAPITAL LLC  
Its: Sole Managing Member

By: /s/ Neal J. Wilson  
Name: Neal J. Wilson  
Title: Chief Operating Officer