Zwerdling Jeffrey M. Form 4 February 06, 2018

Check this box

if no longer

Section 16.

subject to

# FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Zwerdling Jeffrey M.

(First)

2. Issuer Name and Ticker or Trading

Symbol

Wheeler Real Estate Investment

(Check all applicable)

5. Relationship of Reporting Person(s) to

Trust, Inc. [whlr]

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

\_X\_\_ Director 10% Owner Officer (give title Other (specify

**RIVERSEDGE NORTH. 2529** 02/06/2018 VIRGINIA BEACH, BLVD., SUITE

(Middle)

200

(Street) 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

Person

Issuer

#### VIRGINIA BEACH, VA 23452

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)		
			Code V	Amount	(D)	Price \$	(msu. 3 and 4)		
Common Stock	02/06/2018		A(1)	1,278	A	9.98 (1)	47,770	D	

					_		
Common Stock	02/06/2018	A(2)	5,237	A	\$ 7.16 (2)	53,007	D

Held in profit Common 1.111 I Stock sharing plan

### Edgar Filing: Zwerdling Jeffrey M. - Form 4

Common	750	т	Owned by
Stock	750	1	spouse

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

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(9-02)

8. Price Deriva Securit (Instr.

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. Transactic Code (Instr. 8)	5. DiNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D Cumulative Convertible Preferred Stock	\$ 16.76					(3)	(3)	Common Stock	5,896
Series B Convertible Preferred Stock	\$ 40					<u>(4)</u>	<u>(4)</u>	Common Stock	2,500
Series B Convertible Preferred Stock	\$ 40					<u>(4)</u>	<u>(4)</u>	Common Stock	6,250
Common Stock Warrants	\$ 44					<u>(5)</u>	<u>(5)</u>	Common Stock	1,500
Common Stock Warrants	\$ 44					<u>(5)</u>	<u>(5)</u>	Common Stock	600

X

### **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

### **Signatures**

/s/ Jeffrey M.
Zwerdling
02/06/2018

\*\*Signature of Reporting Date
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).
- Granted for fourth quarter and annual board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") common stock on December 29, 2017.
- (2) Granted for fourth quarter and annual board fees based upon the closing price of the Company's common stock on January 12, 2018.
- Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") became convertible into shares of the Company's common stock at \$16.76 per share upon completion of the Company's September 2016, December 2016 and January 2018 public offerings of the Series D Stock. The Series D Stock has no expiration date.
- Each share of Series B Convertible Preferred Stock (the "Series B Stock") became convertible into shares of the Company's common stock at \$40.00 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.
- (5) Each common stock warrant became exercisable at \$44.00 per share upon completion of the Company's April 2014 and September 2014 public offerings of Series B Stock and common stock warrants. The 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.

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