Wheeler Real Estate Investment Trust, Inc.

Common

Stock

Form 4 December 20, 2016

December 20	0, 2016										
FORM 4 LINITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
Washington, D.C. 20549								OMB Number:	3235-0287		
Check th if no long	ter		_ ~	. ~ ~ ~		~~.			Expires:	January 31, 2005	
subject to Section 1 Form 4 o	F CHAN	NGES IN BENEFICIAL OWNE SECURITIES				NERSHIP OF	Estimated burden ho response.	average urs per			
Form 5 obligations may continue. See Instruction 1(b). 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											
(Print or Type Responses)											
				2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment				5. Relationship of Reporting Person(s) to Issuer			
				r Real Es nc. [whlr]		umen	11	(Check all applicable)			
				B. Date of Earliest Transaction Month/Day/Year)				X_ Director 10% Owner Other (specify below) below)			
				2/19/2016				CEO & Chairman			
				mendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line)			
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person VIRGINIA BEACH, VA 23452 Person Applicable Line) _X_ Form filed by More than One Reporting Person											
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative (Securi	ities Acc	quired, Disposed o	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)	(**************************************		
Common Stock	12/19/2016			P	8,867	A	\$ 1.59	729,566	D		
Common Stock	12/20/2016			P	22,000	A	\$ 1.65	751,566	D		
Common Stock								49,547	I	Held in profit sharing plan	

Owned by

spouse

31,680

2,572

I

I

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Common Stock			Controlled through interests in other entities		
Common Stock	1,600	I	Held by dependent child		
Common Stock	2,950	I	Held by trust in the names of dependent children		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of					

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

number.

information contained in this form are not

required to respond unless the form displays a currently valid OMB control

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exercisable and		7. Title and Amount of	
Derivative Security	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	Transactio Code	onNumber of	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•	r car)	(1113tr. 3 and 4)	
,	Derivative		, ,	,	Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3, 4, and 5)				
						D 4	E		Amount or
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Common	(1)					(2)	(3)	Common	1 505 010
Units	<u>(1)</u>					(2)	(3)	Stock	1,585,819
Common	<u>(1)</u>					(2)	(3)	Common	330,542
Units	(1)					<u>~</u>	<u> </u>	Stock	330,342
Common						(4)	(2)	Common	65.000
Units	<u>(1)</u>					<u>(4)</u>	(3)	Stock	65,292

(9-02)

8. Prio Deriv Secur (Instr.

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Common Units	(1)	<u>(2)</u>	(3)	Common Stock	3,123
Common Units	<u>(1)</u>	(2)	<u>(3)</u>	Common Stock	31,234

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Wheeler Jon S 2529 VIRGINIA BEACH BOULEVARD SUITE 200 VIRGINIA BEACH, VA 23452	X		CEO & Chairman				

Signatures

/s/ Jon S.
Wheeler

**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).
 - Pursuant to the Partnership Agreement of Wheeler REIT, L.P. (the "Partnership"), holders of the Partnership, may, after a one year holding period, elect to exchange their common units for common stock of Wheeler Real Estate Investment Trust, Inc. (the "Company")
- on an one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or common stock of the Company.
- (2) These common units have been held for one year and therefore may be redeemed in accordance with the Partnership Agreement.
- (3) These derivative securities do not have an expiration date.
- (4) These common units have been held for less than one year and therefore may not be currently exchanged.

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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