

Zwerdling Jeffrey M.  
Form 4  
March 01, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
Wheeler Real Estate Investment Trust, Inc. [whlr]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/13/2012

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

VIRGINIA BEACH, VA 23452

(City) (State) (Zip)

**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. Code | 4. Securities Acquired (A) or Disposed of (D) (Instr. 8) | 4. Amount (A) or Price (D) | 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 Ownership (Instr. 4)                  |
|---------------------------------|--------------------------------------|--|---------|--|----------------------------|---|--|---|
| Common Stock                    | 11/13/2012                           |  | P       |  | 108,000 <sup>(1)</sup>     | \$ 5.25 13,500 <sup>(2)</sup>   | I  | Held by a Trust in which Mr. Zwerdling serves as Co-Trustee |
| Common Stock                    | 08/21/2013                           |  | P       |  | 24,500 <sup>(1)</sup>      | \$ 4.3 16,563 <sup>(2)</sup>  | I  | Held by a Trust in which Mr. Zwerdling                      |

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|              |            |   |                      |   |         |                       |   |  |
|--------------|------------|---|----------------------|---|---------|-----------------------|---|--|
| Common Stock | 02/09/2015 | P | 5,000 <sup>(1)</sup> | A | \$ 3.6  | 17,188 <sup>(2)</sup> | I | <p>serves as Co-Trustee</p> <p>Held by a Trust in which Mr. Zwerdling serves as Co-Trustee</p> |
| Common Stock | 11/13/2012 | P | 5,800 <sup>(1)</sup> | A | \$ 5.25 | 725 <sup>(2)</sup>    | I | <p>Held by a LLC in which Mr. Zwerdling has an interest</p>                                    |
| Common Stock | 08/21/2013 | P | 200 <sup>(1)</sup>   | A | \$ 4.3  | 750 <sup>(2)</sup>    | I | <p>Held by a LLC in which Mr. Zwerdling has an interest</p>                                    |
| Common Stock |            |   |                      |   |         | 96,593                | D |  |
| Common Stock |            |   |                      |   |         | 1,111                 | I | <p>Held in profit sharing plan</p>   |
| Common Stock |            |   |                      |   |         | 750                   | I | <p>Owned by spouse</p>   |

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

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SEC 1474  
(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. D  |                  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Amount or Number |

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of Shares

|   |          |            |   |       |            |            |              |         |   |
|---|----------|------------|---|-------|------------|------------|--------------|---------|---|
| Series B Convertible Preferred Stock            | \$ 40    | 04/24/2014 | P | 6,500 | <u>(3)</u> | <u>(3)</u> | Common Stock | 4,062.5 | S |
| Series B Convertible Preferred Stock            | \$ 40    | 09/12/2014 | P | 4,500 | <u>(3)</u> | <u>(3)</u> | Common Stock | 2,812.5 | S |
| Common Stock Warrants                           | \$ 44    | 04/24/2014 | P | 7,800 | <u>(4)</u> | <u>(4)</u> | Common Stock | 975     | S |
| Common Stock Warrants                           | \$ 44    | 09/12/2014 | P | 3,000 | <u>(4)</u> | <u>(4)</u> | Common Stock | 375     | S |
| Common Stock Warrants                           | \$ 44    | 09/24/2014 | P | 2,400 | <u>(4)</u> | <u>(4)</u> | Common Stock | 300     | S |
| Series D Cumulative Convertible Preferred Stock | \$ 16.96 |            |   |       | <u>(5)</u> | <u>(5)</u> | Common Stock | 1,474   |   |
| Series D Cumulative Convertible Preferred Stock | \$ 16.96 |            |   |       | <u>(5)</u> | <u>(5)</u> | Common Stock | 5,896   |   |
| Series B Convertible Preferred Stock            | \$ 40    |            |   |       | <u>(3)</u> | <u>(3)</u> | Common Stock | 2,500   |   |
|   | \$ 40    |            |   |       | <u>(3)</u> | <u>(3)</u> |              | 6,250   |   |

|   |       |     |     |                 |       |
|---|-------|-----|-----|-----------------|-------|
| Series B<br>Convertible<br>Preferred<br>Stock |       |     |     | Common<br>Stock |       |
| Common<br>Stock<br>Warrants                   | \$ 44 | (4) | (4) | Common<br>Stock | 1,500 |
| Common<br>Stock<br>Warrants                   | \$ 44 | (4) | (4) | Common<br>Stock | 600   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Zwerdling Jeffrey M.<br>RIVERSEDGE NORTH, 2529 VIRGINIA BEACH<br>BLVD., SUITE 200<br>VIRGINIA BEACH, VA 23452 | X             |           |         |       |

## Signatures

/s/ Jeffrey M.  
Zwerdling

03/01/2019

\*\*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) These shares of common stock were acquired prior to Wheeler Real Estate Investment Trust, Inc.'s (the "Company") one-for-eight reverse stock split (the "Reverse Stock Split") that was effected on March 31, 2017.
- (2) Adjusted for the Company's Reverse Stock Split.
- (3) Each share of Series B Convertible Preferred Stock (the "Series B Stock") is convertible into shares of the Company's common stock at \$40.00 per share. The Series B Stock has no expiration date.
- (4) The common stock warrants are exercisable at \$44.00 per share. The common stock warrants expire on April 29, 2019.
- (5) Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") is convertible into shares of the Company's common stock at \$16.96 per share. The Series D Stock has no expiration date.

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