

Jones Andrew R
 Form 4
 February 27, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Jones Andrew R

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)
 02/27/2019

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

274 RIVERSIDE AVENUE

(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

WESTPORT, CT 06880

(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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------------------------|---|--|-----------------------------------|--------------------------------------|
| | | | | Code | V Amount (A) or (D) Price \$ | | | | |
| Common Stock | 02/27/2019 | | A ⁽¹⁾ | 25,281 | A | 0.89 ⁽¹⁾ | 36,108 | D | |
| Common Stock | | | | | | | 12,464 | I | Held in IRA |
| Common Stock | | | | | | | 445,084 | I | Held in managed funds ⁽²⁾ |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Series B Convertible Preferred Stock | \$ 40 | | | | | (3) (3) | Common Stock | 1,313 |
| Series B Convertible Preferred Stock | \$ 40 | | | | | (3) (3) | Common Stock | 28,334 |
| Sereies D Cumulative Convertibel Preferred Stock | \$ 16.96 | | | | | (4) (4) | Common Stock | 31,840 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones Andrew R 274 RIVERSIDE AVENUE WESTPORT, CT 06880 | X | | | |

Signatures

/s/ Andrew Jones 02/27/2019

**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) Granted for fourth quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") common stock on December 31, 2018.

These shares are held by various investment partnerships, funds and managed accounts, in which NS Advisors, LLC ("NS Advisors") serves as the investment manager. Mr. Jones is the managing member of NS Advisors and has sole voting and investment authority over the shares.
- (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) 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.

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.