

Edgar Filing: Wheeler Real Estate Investment Trust, Inc. - Form SC 13G

Wheeler Real Estate Investment Trust, Inc.  
Form SC 13G  
September 25, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Wheeler Real Estate Investment Trust  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

963025101  
(CUSIP Number)

9/15/14  
(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)

CUSIP No.: 963025101

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Bulldog Investors LLC, Phillip Goldstein, Andrew Dakos and Steven Samuels

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each reporting Person With:

5. Sole Voting Power

374,650

6. Shared Voting Power

294,403

7. Sole Dispositive Power

374,650

8. Shared Dispositive Power

294,403

9. Aggregate Amount Beneficially Owned by Each Reporting Person

669,053 - (footnote 1)

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10. Check if the Aggregate Amount in Row ( 9 ) Excludes Certain Shares (See Instructions)  
N/A

11. Percent of Class Represented by Amount in Row ( 9 )  
8.25%

12. Type of Reporting Person (See Instructions)  
IA

### Item 1.

(a) The Name of the Issuer is:  
Wheeler Real Estate Investment Trust

(b) The Address of the Issuer's Principal Executive Office is:  
RIVERSEDGE NORTH  
2529 VIRGINIA BEACH BLVD., SUITE 200  
VIRGINIA BEACH VA 23452

### Item 2.

(a) The names of the Persons Filing are:  
Bulldog Investors LLC, Phillip Goldstein, Andrew Dakos and Steven Samuels

(b) The address of principal place of business and principal office is:  
Park 80 West, 250 Pehle Ave. Suite 708  
Saddle Brook, NJ 07663

(c) Citizenship or Place of Organization: Delaware

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 963025101

### Item 3.

This statement is filed pursuant to 240.13d-1(b). The person filing is:  
(e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).

### Item 4.

(a) Amount beneficially owned: 669,053  
(b) Percent of class: 8.25%  
(c) Number of shares as to which the person has:  
(i) Sole power to vote or to direct the vote: 374,650  
(ii) Shared power to vote or to direct the vote: 294,403  
(iii) Sole power to dispose or to direct the disposition of: 374,650  
(iv) Shared power to dispose or to direct the disposition of: 294,403

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: \_\_\_\_.

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

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Clients of Bulldog Investors, LLC are entitled to receive dividends and sales proceeds.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on by the Parent Holding Company.  
Not applicable.

Item 8. Identification and Classification of Members of the Group.

As per 424B1 filed 9/16/14, there were 7,439,531 shares of common stock outstanding as of 9/15/14. In addition, amounts set forth herein assume that all warrants or Series B Convertible Preferred shares held by the Reporting Persons are exchanged for shares of common stock. With the conversion of our Preferred B shares (WHLRP) and Warrants (WHLRW) there would be an additional 669,053 shares of WHLR outstanding for a total of 8,108,584. The percentages set forth herein were derived using such number. The total number of shares of common stock outstanding used in calculating the percentages set forth herein assumes that none of the warrants or Series B convertible Preferred Shares held by others are converted into shares of common stock.

Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment adviser. As of September 25, 2014, Bulldog Investors, LLC is deemed to be the beneficial owner of 669,053 shares of WHLR by virtue of Bulldog Investors, LLC's power to direct the vote of, and dispose of, these shares. These 669,053 shares of WHLR include 374,650 shares (representing 4.62% of WHLR's outstanding shares) that are beneficially owned by the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control: Opportunity Partners LP, Calapasas West Partners LP, Full Value Special Situations Fund LP, Full Value Offshore Fund Ltd., Full Value Partners LP, and MCM Opportunity Partners LP (collectively, Bulldog Investors Group of Funds). Bulldog Investors Group of Funds may be deemed to constitute a group. All other shares included in the aforementioned 669,053 shares of WHLR owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 294,403 shares (representing 3.63% of WHLR's outstanding shares).

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 acquired and are held in the ordinary course of business and 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.

