

Wheeler Real Estate Investment Trust, Inc.
 Form 5
 January 19, 2016

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Wheeler Jon S

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2015

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

2529 VIRGINIA BEACH BOULEVARD, SUITE 200

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

VIRGINIA BEACH, VA 23452

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 03/05/2015 | Â | J ⁽¹⁾ | 307.8 A | \$ 3.47 307.8 | I | Held by trusts in the name of dependent children |
| Common Stock | 04/06/2015 | Â | J ⁽¹⁾ | 461.86 A | \$ 2.3 769.66 | I | Held by trusts in the |

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| | | | | | | | | | name of dependent children |
|--------------|------------|---|------------------|--------|---|---------|----------|---|--|
| Common Stock | 05/05/2015 | Â | J ⁽¹⁾ | 229.55 | A | \$ 2.31 | 999.21 | I | Held by trusts in the name of dependent children |
| Common Stock | 06/04/2015 | Â | J ⁽¹⁾ | 234.04 | A | \$ 2.3 | 1,233.25 | I | Held by trusts in the name of dependent children |
| Common Stock | 07/06/2015 | Â | J ⁽¹⁾ | 268.52 | A | \$ 2.01 | 1,501.77 | I | Held by trusts in the name of dependent children |
| Common Stock | 08/05/2015 | Â | J ⁽¹⁾ | 282.97 | A | \$ 1.92 | 1,784.74 | I | Held by trusts in the name of dependent children |
| Common Stock | 09/03/2015 | Â | J ⁽¹⁾ | 287.68 | A | \$ 1.9 | 2,072.42 | I | Held by trusts in the name of dependent children |
| Common Stock | 10/05/2015 | Â | J ⁽¹⁾ | 294.39 | A | \$ 1.87 | 2,366.81 | I | Held by trusts in the name of dependent children |
| Common Stock | 11/05/2015 | Â | J ⁽¹⁾ | 282.59 | A | \$ 1.97 | 2,649.4 | I | Held by trusts in the name of dependent children |
| Common Stock | 12/03/2015 | Â | J ⁽¹⁾ | 300.65 | A | \$ 1.87 | 2,950.05 | I | Held by trusts in the name of dependent children |
| Common Stock | Â | Â | Â | Â | Â | Â | 713,824 | D | Â |
| | Â | Â | Â | Â | Â | Â | 31,680 | I | |

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| | | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|--|--|
| Common Stock | | | | | | | | | | Owned by spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 12,047 | I | | Held in profit sharing plan |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,572 | I | | Controlled through interests in other entities |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,600 | I | | Held by dependent child |

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

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SEC 2270
(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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|--------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Units | Â | Â | Â | Â | Â | Â | Â ⁽³⁾ | Â ⁽⁴⁾ | Common Stock | 1,584,858 |
| Common Units | Â | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽⁴⁾ | Common Stock | 961 |
| Common Units | Â | Â | Â | Â | Â | Â | Â ⁽³⁾ | Â ⁽⁴⁾ | Common Stock | 308,422 |
| Common Units | Â | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽⁴⁾ | Common Stock | 22,120 |

| | | | | | | | | | | |
|--------------|---|---|---|---|---|---|-------|-------|--------------|--------|
| Common Units | ^ | ^ | ^ | ^ | ^ | ^ | ^ (3) | ^ (4) | Common Stock | 3,123 |
| Common Units | ^ | ^ | ^ | ^ | ^ | ^ | ^ (3) | ^ (4) | 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 01/19/2016

**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) The trusts in the name of the dependent children of the reporting person acquired these shares of common stock under a dividend reinvestment plan, pursuant to a dividend reinvestment transaction exempt from Section 16 under Rule 16a-11
- (2) 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.
- (3) These common units have been held for one year and therefore may be redeemed in accordance with the Partnership Agreement.
- (4) These derivative securities do not have an expiration date.
- (5) These common units have been held for less than one year and therefore may not be currently exchanged.

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