

Wheeler Real Estate Investment Trust, Inc.  
 Form 3  
 June 18, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|                                                                                                                                                                                                            |                                                                                       |                                                                                                             |                                                                                                                                                                                                                                                                                                                               |                                                             |                                                                                                                                                                                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Reddy Matthew Thomas</p> <p>(Last) (First) (Middle)</p> <p>5912 LATHAN ROAD</p> <p>(Street)</p> <p>NORFOLK, VA 23502</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/15/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Wheeler Real Estate Investment Trust, Inc. [whlr]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Accounting Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

|                                               |                                                                     |                                                                                                |                                                                     |
|-----------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <p>1. Title of Security</p> <p>(Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned</p> <p>(Instr. 4)</p> | <p>3. Ownership Form:</p> <p>Direct (D)<br/>             or Indirect (I)</p> <p>(Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p> |
|-----------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|                                                          |                                                                                                                     |                                                                                                                                        |                                                               |                                                                                                                       |                                                                     |
|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <p>1. Title of Derivative Security</p> <p>(Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date</p> <p>(Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security</p> <p>(Instr. 4)</p> <p>Title      Amount or Number of Shares</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security:</p> <p>Direct (D)<br/>             or Indirect (I)</p> <p>(Instr. 5)</p> | <p>6. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p> |
|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                            |       |
|---------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                    | Other |
| Reddy Matthew Thomas<br>5912 LATHAN ROAD<br>NORFOLK, VA 23502 | Â             | Â         | Â Chief Accounting Officer | Â     |

## Signatures

/s/ Matthew T.  
Reddy

06/18/2015

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

### No securities are beneficially owned

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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