

Wheeler Real Estate Investment Trust, Inc.  
Form SC 13D/A  
April 13, 2018  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

**Wheeler Real Estate Investment Trust, Inc.**  
(Name of Issuer)

Common Stock, \$0.01 par value per share  
(Title of Class of Securities)

963025705  
(CUSIP Number)

Westport Capital Partners LLC

40 Danbury Road

Wilton, CT 06897

(203) 429-8602

*with a copy to:*

Eleazer Klein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

April 11, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 12 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 963025705 SCHEDULE 13D/A Page 2 of 12 Pages

1 NAME OF REPORTING PERSON  
WCP Real Estate Fund  
IV, L.P.  
CHECK THE  
APPROPRIATE  BOX IF A  
2 MEMBER OF (b) x  
A GROUP  
3 SEC USE ONLY  
4 SOURCE OF FUNDS  
WC (see Item 3)  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL  
5 PROCEEDING  
IS  
REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)  
CITIZENSHIP OR  
6 PLACE OF  
ORGANIZATION  
Delaware  
SOLE  
VOTING  
POWER  
373,390  
(including  
7 20,003 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)  
8 NUMBER OF SHARED  
SHARES VOTING  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

POWER

-0-  
SOLE  
DISPOSITIVE  
POWER

9 373,390  
(including  
20,003 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)

10 SHARED  
DISPOSITIVE  
POWER

-0-  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11 373,390 (including  
20,003 shares of  
Common Stock issuable  
upon conversion of  
shares of Series D  
Preferred Stock)

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 4.1%  
TYPE OF REPORTING  
PERSON

PN



CUSIP No. 963025705 SCHEDULE 13D/A Page 3 of 12 Pages

1 NAME OF REPORTING PERSON

WCP Real Estate Fund  
IV (ERISA), L.P.

2 CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x  
A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 WC (see Item 3)  
CHECK BOX

IF  
DISCLOSURE

5 OF LEGAL PROCEEDING IS

REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE  
VOTING  
POWER

7 187,930  
(including  
10,068 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SHARED  
VOTING

POWER

-0-  
SOLE  
DISPOSITIVE  
POWER

9 187,930  
(including  
10,068 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)

10 SHARED  
DISPOSITIVE  
POWER

-0-  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11 187,930 (including  
10,068 shares of  
Common Stock issuable  
upon conversion of  
shares of Series D  
Preferred Stock)

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 2.1%  
TYPE OF REPORTING  
PERSON

PN





CUSIP No. 963025705 SCHEDULE 13D/A Page 4 of 12 Pages

1 NAME OF REPORTING PERSON  
Westport Capital Partners LLC  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP  
3 SEC USE ONLY SOURCE OF FUNDS  
4 WC (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
5 CITIZENSHIP OR PLACE OF ORGANIZATION  
6 Delaware  
7 SOLE VOTING POWER  
857,864 (including 32,392 shares of Common Stock issuable upon conversion of shares of Series B Preferred Stock and 44,223 shares of Common  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)  
SHARED  
VOTING  
**8** POWER

-0-  
SOLE  
DISPOSITIVE  
POWER

857,864  
(including  
32,392 shares  
of Common  
Stock issuable  
upon  
**9** conversion of  
shares of Series  
B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)  
SHARED  
DISPOSITIVE  
**10** POWER

**11** -0-  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

857,864 (including  
32,392 shares of  
Common Stock issuable  
upon conversion of  
shares of Series B  
Preferred Stock and  
44,223 shares of

Common Stock issuable  
upon conversion of  
shares of Series D  
Preferred Stock)

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
**13** REPRESENTED BY  
AMOUNT IN ROW (11)

9.5%  
TYPE OF REPORTING  
**14** PERSON

OO

CUSIP No. 963025705 SCHEDULE 13D/A Page 5 of 12 Pages

**1** NAME OF REPORTING PERSON

Russel S. Bernard  
CHECK THE APPROPRIATE

**2** BOX IF A MEMBER OF (b) x A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** WC (see Item 3) CHECK BOX IF

**5** DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF

**6** ORGANIZATION

United States of America  
SOLE VOTING

**7** POWER

**8** -0- SHARED VOTING POWER

857,864 (including 32,392 shares of Common Stock issuable upon conversion of shares of Series

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

9 B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)  
SOLE  
DISPOSITIVE  
POWER

-0-  
SHARED  
DISPOSITIVE  
POWER

10 857,864  
(including  
32,392 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

857,864 (including  
32,392 shares of  
Common Stock issuable  
upon conversion of  
shares of Series B  
Preferred Stock and  
44,223 shares of  
Common Stock issuable

upon conversion of  
shares of Series D  
Preferred Stock)

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY

13

AMOUNT IN ROW (11)

9.5%

TYPE OF REPORTING  
PERSON

14

IN

CUSIP No. 963025705 SCHEDULE 13D/A Page 6 of 12 Pages

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Sean F. Armstrong CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	United States of America
<b>7</b>	SOLE VOTING POWER
<b>8</b>	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	857,864 (including 32,392 shares of Common Stock issuable upon conversion of shares of Series

9 B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)  
SOLE  
DISPOSITIVE  
POWER

-0-  
SHARED  
DISPOSITIVE  
POWER

10 857,864  
(including  
32,392 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

857,864 (including  
32,392 shares of  
Common Stock issuable  
upon conversion of  
shares of Series B  
Preferred Stock and  
44,223 shares of  
Common Stock issuable



upon conversion of  
shares of Series D  
Preferred Stock)

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY

13

AMOUNT IN ROW (11)

9.5%

TYPE OF REPORTING  
PERSON

14

IN

CUSIP No. 963025705 SCHEDULE 13D/A Page 7 of 12 Pages

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Wm. Gregory Geiger CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	United States of America
<b>7</b>	SOLE VOTING POWER
<b>8</b>	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	857,864 (including 32,392 shares of Common Stock issuable upon conversion of shares of Series

9 B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)  
SOLE  
DISPOSITIVE  
POWER

-0-  
SHARED  
DISPOSITIVE  
POWER

10 857,864  
(including  
32,392 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

857,864 (including  
32,392 shares of  
Common Stock issuable  
upon conversion of  
shares of Series B  
Preferred Stock and  
44,223 shares of  
Common Stock issuable

upon conversion of  
shares of Series D  
Preferred Stock)

CHECK IF THE  
AGGREGATE  
AMOUNT IN

**12**

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY

**13**

AMOUNT IN ROW (11)

9.5%

TYPE OF REPORTING  
PERSON

**14**

IN

CUSIP No. 963025705 SCHEDULE 13D/A Page 8 of 12 Pages

<b>1</b>	NAME OF REPORTING PERSON
	Jordan S. Socaransky
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States of America
<b>6</b>	SOLE VOTING POWER
<b>7</b>	-0-
<b>8</b>	SHARED VOTING POWER
<b>9</b>	857,864 (including 32,392 shares of Common Stock issuable upon conversion of shares of Series
<b>10</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

9 B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)  
SOLE  
DISPOSITIVE  
POWER

-0-  
SHARED  
DISPOSITIVE  
POWER

10 857,864  
(including  
32,392 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

857,864 (including  
32,392 shares of  
Common Stock issuable  
upon conversion of  
shares of Series B  
Preferred Stock and  
44,223 shares of  
Common Stock issuable

upon conversion of  
shares of Series D  
Preferred Stock)

CHECK IF THE  
AGGREGATE  
AMOUNT IN

**12**

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY

**13**

AMOUNT IN ROW (11)

9.5%

TYPE OF REPORTING  
PERSON

**14**

IN

CUSIP No. 963025705 SCHEDULE 13D/A Page 9 of 12 Pages

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Marc Porosoff CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	United States of America
<b>7</b>	SOLE VOTING POWER
<b>8</b>	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	857,864 (including 32,392 shares of Common Stock issuable upon conversion of shares of Series



9 B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)  
SOLE  
DISPOSITIVE  
POWER

-0-  
SHARED  
DISPOSITIVE  
POWER

10 857,864  
(including  
32,392 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
B Preferred  
Stock and  
44,223 shares  
of Common  
Stock issuable  
upon  
conversion of  
shares of Series  
D Preferred  
Stock)

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

857,864 (including  
32,392 shares of  
Common Stock issuable  
upon conversion of  
shares of Series B  
Preferred Stock and  
44,223 shares of  
Common Stock issuable

upon conversion of  
shares of Series D  
Preferred Stock)

CHECK IF THE  
AGGREGATE  
AMOUNT IN

**12**

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY

**13**

AMOUNT IN ROW (11)

9.5%

TYPE OF REPORTING  
PERSON

**14**

IN

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This Amendment No. 3 ("Amendment No. 3") amends and supplements the Schedule 13D originally filed on June 15, 2015 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed on December 20, 2017 ("Amendment No. 1") and Amendment No. 2 to the Original Schedule 13D filed on March 23, 2018 ("Amendment No. 2," and together with the Original Schedule 13D, Amendment No. 1 and this Amendment No. 3, the "Schedule 13D") relating to the common stock, \$0.01 par value per share (the "Common Stock"), of Wheeler Real Estate Investment Trust, Inc., a Maryland corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 3 have the meanings set forth in the Schedule 13D. This Amendment No. 3 amends Item 4 as set forth below.

#### **Item 4. PURPOSE OF TRANSACTION**

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On April 11, 2018, Mr. Armstrong was appointed to serve as a director on the board of directors of the Issuer.

CUSIP No. 963025705 SCHEDULE 13D/A Page 11 of 12 Pages

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 13, 2018

WCP REAL ESTATE FUND IV, L.P.

By: Westport Capital Partners LLC,

its Investment Manager

/s/ Marc Porosoff

Name: Marc Porosoff

Title: Principal and General Counsel

WCP REAL ESTATE FUND IV (ERISA), L.P.

By: Westport Capital Partners LLC,

its Investment Manager

/s/ Marc Porosoff

Name: Marc Porosoff

Title: Principal and General Counsel

WESTPORT CAPITAL PARTNERS LLC

/s/ Marc Porosoff

Name: Marc Porosoff

Title: Principal and General Counsel

RUSSEL S. BERNARD

/s/ Marc Porosoff

Name: Marc Porosoff

Title: Attorney-in-Fact

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SEAN F. ARMSTRONG

/s/ Marc Porosoff

Name: Marc Porosoff

Title: Attorney-in-Fact

WM. GREGORY GEIGER

/s/ Marc Porosoff

Name: Marc Porosoff

Title: Attorney-in-Fact

JORDAN S. SOCARANSKY

/s/ Marc Porosoff

Name: Marc Porosoff

Title: Attorney-in-Fact

MARC POROSOFF

/s/ Marc Porosoff