

Zwerdling Jeffrey M.
Form 4
July 24, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zwerdling Jeffrey M.

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)
RIVERSEDGE NORTH, 2529
VIRGINIA BEACH, BLVD., SUITE
200

3. Date of Earliest Transaction
(Month/Day/Year)
07/23/2018

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

(Street)
VIRGINIA BEACH, VA 23452

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

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price \$		
Common Stock	07/23/2018		A ⁽¹⁾	3,107	A 4.04 (1)	60,234	D
Common Stock						1,111	I Held in profit sharing plan
Common Stock						750	I Owned by spouse

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

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(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. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D Cumulative Convertible Preferred Stock	\$ 16.96					(2)	(2)	Common Stock	1,474
Series D Cumulative Convertible Preferred Stock	\$ 16.96					(2)	(2)	Common Stock	5,896
Series B Convertible Preferred Stock	\$ 40					(3)	(3)	Common Stock	2,500
Series B Convertible Preferred Stock	\$ 40					(3)	(3)	Common Stock	6,250
Common Stock Warrants	\$ 44					(4)	(4)	Common Stock	1,500
Common Stock Warrants	\$ 44					(4)	(4)	Common Stock	600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zwerdling Jeffrey M. RIVERSEDGE NORTH, 2529 VIRGINIA BEACH BLVD., SUITE 200 VIRGINIA BEACH, VA 23452	X			

Signatures

/s/ Jeffrey M.
Zwerdling

07/24/2018

__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 second quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s common stock on June 29, 2018.

Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") became convertible into shares of the Company's common stock at 16.96 per share upon completion of the Company's September 2016, December 2016 and January 2018 public offerings of Series D Stock. The Series D Stock has no expiration date.
- (2) Each share of Series B Convertible Preferred Stock (the "Series B Stock") became convertible into shares of the Company's common stock at \$40.00 per share upon completion of the Company's April and September 2014 public offerings of Series B Stock and common stock warrants. The Series B Stock has no expiration date.
- (3) The common stock warrants became exercisable at \$44.00 per share of common stock upon completion of the Company's April and September 2014 public offerings of Series B Stock and common stock warrants. The common stock warrants expire on April 29, 2019.
- (4)

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