Wheeler Real Estate Investment Trust, Inc. Form SC 13G/A February 14, 2017

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

SCHEDULE 13G 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 (Title of Class of Securities)

963025101 (CUSIP Number)

December 31, 2016 (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)

ý Rule 13d-1(c)

" Rule 13d-1(d)

\* 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 in 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).

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Capital LLC 2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

**3 SEC USE ONLY** 

4CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware NUMBER OF **5SOLE VOTING POWER** SHARES 0 **BENEFICIALLY6SHARED VOTING POWER OWNED BY** 3,521,737 EACH **7 SOLE DISPOSITIVE POWER** REPORTING 0 PERSON **8 SHARED DISPOSITIVE POWER** WITH 3.521.737 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,521,737

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

#### 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(1) Based on 67,964,916 shares of common stock, \$0.01 par value ("Common Stock") outstanding as of November 8, 2016, as reported in the Issuer's Form 10-Q filed with the U.S. Securities and Exchange Commission ("SEC") on November 9, 2016. As of the date of this filing, EJF Capital LLC is the beneficial owner of an aggregate of 2,950,885 shares of Common Stock, representing 4.3% of the class based on 68,122,265 shares of Common Stock outstanding as of February 2, 2017, as reflected on the Issuer's Form 8-K filed with the SEC on February 3, 2017.

(b)

CUSIP No. 963025101 13G **1NAMES OF REPORTING PERSONS** I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Emanuel J. Friedman 2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) **3SEC USE ONLY 4CITIZENSHIP OR PLACE OF ORGANIZATION United States** NUMBER OF **5SOLE VOTING POWER** SHARES 0 **BENEFICIALLY6SHARED VOTING POWER** OWNED BY 3.521,737 **7 SOLE DISPOSITIVE POWER** EACH REPORTING 0 PERSON **8 SHARED DISPOSITIVE POWER** WITH 3.521.737 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,521,737 10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2% (1) 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

0

IN

INSTRUCTIONS)

(1)Based on 67,964,916 shares of Common Stock outstanding as of November 8, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2016. As of the date of this filing, Emanuel J. Friedman is the beneficial owner of an aggregate of 2,950,885 shares of Common Stock, representing 4.3% of the class based on 68,122,265 shares of Common Stock outstanding as of February 2, 2017, as reflected on the Issuer's Form 8-K filed with the SEC on February 3, 2017.

(a) (b)

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Financial Services Fund, LP 2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

**3SEC USE ONLY** 

#### 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware NUMBER OF 5SOLE VOTING POWER SHARES 0 BENEFICIALLY 6SHARED VOTING POWER OWNED BY 3,246,737 EACH 7SOLE DISPOSITIVE POWER REPORTING 0 PERSON 8SHARED DISPOSITIVE POWER WITH

3,246,737

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,246,737

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

#### 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.8% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1)Based on 67,964,916 shares of Common Stock outstanding as of November 8, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2016. As of the date of this filing, EJF Financial Services Fund, LP is the beneficial owner of an aggregate of 2,675,885 shares of Common Stock, representing 3.9% of the class based on 68,122,265 shares of Common Stock outstanding as of February 2, 2017, as reflected on the Issuer's Form 8-K filed with the SEC on February 3, 2017.

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Financial Services GP, LLC 2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

**3SEC USE ONLY** 

#### 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF 5SOLE VOTING POWER
SHARES
0
BENEFICIALLY6SHARED VOTING POWER
OWNED BY
3,246,737
EACH 7SOLE DISPOSITIVE POWER
REPORTING
0
PERSON 8SHARED DISPOSITIVE POWER
WITH

3,246,737

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,246,737

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

#### 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.8% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

(1)Based on 67,964,916 shares of Common Stock outstanding as of November 8, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2016. As of the date of this filing, EJF Financial Services GP, LLC is the beneficial owner of an aggregate of 2,675,885 shares of Common Stock, representing 3.9% of the class based on 68,122,265 shares of Common Stock outstanding as of February 2, 2017, as reflected on the Issuer's Form 8-K filed with the SEC on February 3, 2017.

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Income Fund, LP 2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

**3 SEC USE ONLY** 

# **4CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware NUMBER OF **5SOLE VOTING POWER** SHARES 0 **BENEFICIALLY6SHARED VOTING POWER** OWNED BY 275,000 EACH **7 SOLE DISPOSITIVE POWER** REPORTING 0 **8 SHARED DISPOSITIVE POWER** PERSON WITH 275.000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

275,000

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)0

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1)Based on 67,964,916 shares of Common Stock outstanding as of November 8, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2016.

(b)

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Income GP, LLC 2CHECK 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 **5SOLE VOTING POWER** SHARES 0 **BENEFICIALLY6SHARED VOTING POWER** OWNED BY 275,000 EACH **7 SOLE DISPOSITIVE POWER** REPORTING 0 **8 SHARED DISPOSITIVE POWER** PERSON WITH 275.000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

275,000

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)0

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

(1)Based on 67,964,916 shares of Common Stock outstanding as of November 8, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2016.

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

Item 1. (a) Name of Issuer

Wheeler Real Estate Investment Trust, Inc.

Item 1. (b) Address of Issuer's Principal Executive Offices

2529 Virginia Beach Blvd., Suite 200 Virginia Beach, VA 23452

Item 2. (a) Name of Person Filing

This Amendment No. 3 to the Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons")\*:

- (i) EJF Capital LLC;
- (ii) Emanuel J. Friedman;
- (iii) EJF Financial Services Fund, LP (the "Financial Services Fund");
- (iv) EJF Financial Services GP, LLC.
- (v) EJF Income Fund, LP (the "Income Fund" and together with the Financial Services Fund, the "Funds"); and
- (vi) EJF Income GP, LLC

\*Attached as Exhibit A is a copy of an agreement among the Reporting Persons that this Amendment No. 3 to the Schedule 13G is being filed on behalf of each of them.

Item 2. (b) Address of Principal Business Office or, if None, Residence

The address of the principal business office of each Reporting Person is:

2107 Wilson Boulevard Suite 410 Arlington, VA 22201

Item 2. (c) Citizenship

See Item 4 of the attached cover pages.

Item 2. (d) Title of Class of Securities

Common Stock, \$0.01 par value ("Common Stock")

Item 2. (e) CUSIP Number

96302101

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable.

Item 4. Ownership

(a) Amount beneficially owned:

See Item 9 of the attached cover pages.

(b)Percent of class:

See Item 11 of the attached cover pages.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:

See Item 5 of the attached cover pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of the attached cover pages.

(iii) Sole power to dispose or to direct the disposition:

See Item 7 of the attached cover pages.

(iv) Shared power to dispose or to direct the disposition:

See Item 8 of the attached cover pages.

Each of the Funds is the record owner of the shares of Common Stock shown on item 9 of its respective cover page.

EJF Financial Services GP, LLC is the general partner of the Financial Services Fund and an investment manager of certain affiliates thereof and may be deemed to share beneficial ownership of the shares of Common Stock of which the Financial Services Fund is the record owner.

EJF Income GP, LLC is the general partner of the Income Fund and the investment manager of an affiliate thereof and may be deemed to share beneficial ownership of the shares of Common Stock of which the Income Fund is the record owner.

EJF Capital LLC is the sole member of each of EJF Financial Services GP, LLC and EJF Income GP, LLC, and may be deemed to share beneficial ownership of the shares of Common Stock of which such entities may share beneficial ownership. Emanuel J. Friedman is the controlling member of EJF Capital LLC and may be deemed to share beneficial ownership of the shares of Common Stock over which EJF Capital LLC may share beneficial ownership.

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 [X].

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

Not Applicable.

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

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			
Not Applicable.				
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 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.

Dated: February 14, 2017

EJF CAPITAL LLC

By:/s/ Neal J. Wilson Name: Neal J. Wilson Title: Chief Operating Officer

#### EMANUEL J. FRIEDMAN

By:/s/ Emanuel J. Friedman Name: Emanuel J. Friedman

#### EJF FINANCIAL SERVICES FUND, LP

By: EJF FINANCIAL SERVICES Its: GP, LLC General Partner

By: EJF CAPITAL LLC Its: Sole Member

By:/s/ Neal J. Wilson Name: Neal J. Wilson Title: Chief Operating Officer

EJF FINANCIAL SERVICES GP, LLC

By: EJF CAPITAL LLC Its: Sole Member

By:/s/ Neal J. Wilson Name: Neal J. Wilson Title: Chief Operating Officer

EJF INCOME FUND, LP

By: EJF INCOME GP, LLC Its: General Partner

By:EJF CAPITAL LLC Its: Sole Member

By:/s/ Neal J. Wilson Name: Neal J. Wilson Title: Chief Operating Officer

EJF INCOME GP, LLC

By:EJF CAPITAL LLC Its: Sole Member

By:/s/ Neal J. Wilson Name: Neal J. Wilson Title: Chief Operating Officer

## EXHIBIT A

The undersigned, EJF Capital LLC, a Delaware limited liability company, Emanuel J. Friedman, EJF Financial Services Fund, LP, a Delaware limited partnership, EJF Financial Services GP, LLC, a Delaware limited liability company, EJF Income Fund, LP, a Delaware limited partnership and EJF Income GP, LLC, a Delaware limited liability company, hereby agree and acknowledge that the information required by this Amendment No. 3 to the Schedule 13G, to which this Agreement is attached as an exhibit, is filed on behalf of each of them. The undersigned further agree that any further amendments or supplements thereto shall also be filed on behalf of each of them.

Dated: February 14, 2017

EJF CAPITAL LLC

By:/s/ Neal J. Wilson Name: Neal J. Wilson Title: Chief Operating Officer

## EMANUEL J. FRIEDMAN

By:/s/ Emanuel J. Friedman Name: Emanuel J. Friedman

EJF FINANCIAL SERVICES FUND, LP

By: EJF FINANCIAL SERVICES Its: GP, LLC General Partner

By: EJF CAPITAL LLC Its: Sole Member

By:/s/ Neal J. Wilson Name: Neal J. Wilson Title: Chief Operating Officer

EJF FINANCIAL SERVICES GP, LLC

By: EJF CAPITAL LLC Its: Sole Member

By:/s/ Neal J. Wilson Name: Neal J. Wilson Title: Chief Operating Officer EJF INCOME FUND, LP

By: EJF INCOME GP, LLC Its: General Partner

By: EJF CAPITAL LLC Its: Sole Member

By:/s/ Neal J. Wilson Name: Neal J. Wilson Title: Chief Operating Officer

# EJF INCOME GP, LLC

By:EJF CAPITAL LLC Its: Sole Member

By:/s/ Neal J. Wilson Name: Neal J. Wilson Title: Chief Operating Officer

;font-size:10pt;">

N/A

Daily

12 months

December 31, 2016 Common collective trust fund

\$ 22,365,394

N/A

Daily

12 months

13

F.N.B. Corporation Progress Savings 401(k) Plan Notes to Financial Statements (continued) December 31, 2017 and 2016

4. Income Tax Status

The Plan received a determination letter from the Internal Revenue Service dated August 17, 2017, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017 and 2016 there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax years in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2014. 5. Parties-in-Interest Transactions

Certain plan investments are interests in a common collective trust (Stable Value Common Trust Fund) issued by T. Rowe Price and certain mutual funds managed by T. Rowe Price. T. Rowe Price is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to T. Rowe Price for administration services, included in administrative expenses in the accompanying statements of changes in net assets available for benefits, were \$100,475 and \$102,419 during 2017 and 2016, respectively. Additionally, an affiliate of the Corporation provides certain investment advisory services to the Plan. Fees paid related to these services, included in administrative expenses in the accompanying statements of changes in 2016, and paid by the Corporation in 2017, were \$82,500 during both years. Additionally, certain administrative functions of the Plan are performed by officers or employees of the Corporation. No such officer or employee receives compensation from the Plan.

One of the investment options in the Plan is F.N.B. Corporation common stock. At December 31, 2017 and 2016, the Plan held an aggregate of 4,499,499 and 4,057,353 shares of F.N.B. Corporation common stock valued at \$62,183,072 and \$65,039,373, respectively. Dividends received on F.N.B. Corporation common stock were \$2,055,174 and \$1,984,737 for 2017 and 2016, respectively. During 2017, the Plan purchased 1,445,022 shares of F.N.B. Corporation Stock at an aggregate cost of \$16.1 million and sold 956,099 shares of F.N.B. common stock for proceeds of \$9.9 million. The Plan distributed 46,778 in-kind shares of F.N.B. Corporation stock in 2017. During 2016, the Plan purchased 1,212,644 shares of F.N.B. Corporation Stock at an aggregate cost of \$12.5 million. The Plan distributed 52,954 in-kind shares of F.N.B. Corporation stock in 2016. Notes receivable from participants are also considered party-in-interest transactions.

F.N.B. Corporation Progress Savings 401(k) Plan EIN #25-1255406 Plan #002 Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) December 31, 2017

(a	(b) )Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	T. Rowe Price Stable Value Common Trust Fund	Common Collective Trust Fund	**	\$21,010,434
	JPMorgan Mid Cap Value Select	Mutual Fund Investments	**	9,057,349
	JPM Small Cap Value Select	Mutual Fund Investments	**	7,292,332
	Lazard International Equity Inst	Mutual Fund Investments	**	12,527,080
	Value Fund	Mutual Fund Investments	**	10,517,835
	Dodge and Cox Income	Mutual Fund Investments	**	14,749,693
	Vanguard Mid Cap Index Inv	Mutual Fund Investments	**	5,632,167
	Vanguard Small Cap Index Inv	Mutual Fund Investments	**	4,437,046
	Vanguard Institutional Index I	Mutual Fund Investments	**	16,956,916
	Massmut Select Mid Cap Growth Equity II I	Mutual Fund Investments	**	6,132,614
	Harbor Captial Appreciation Instl	Mutual Fund Investments	**	11,517,111
	Carillon Eagle Small Cap Growth R5	Mutual Fund Investments	**	6,032,883
	Schwab Total Stock Market Index	Mutual Fund Investments	**	3,898,307
	Nuveen Real Estate Securities I	Mutual Fund Investments	**	2,903,219
*	T. Rowe Price Retirement Income Fund	Mutual Fund Investments	**	830,674
*	T. Rowe Price Retirement 2005 Fund	Mutual Fund Investments	**	236,500
*	T. Rowe Price Retirement 2010 Fund	Mutual Fund Investments	**	1,534,604
*	T. Rowe Price Retirement 2015 Fund	Mutual Fund Investments	**	2,097,970
*	T. Rowe Price Retirement 2020 Fund	Mutual Fund Investments	**	9,255,417
*	T. Rowe Price Retirement 2025 Fund	Mutual Fund Investments	**	11,158,548
*	T. Rowe Price Retirement 2030 Fund	Mutual Fund Investments	**	11,296,426
*	T. Rowe Price Retirement 2035 Fund	Mutual Fund Investments	**	7,004,981
*	T. Rowe Price Retirement 2040 Fund	Mutual Fund Investments	**	6,034,836
*	T. Rowe Price Retirement 2045 Fund	Mutual Fund Investments	**	5,355,645
*	T. Rowe Price Retirement 2050 Fund	Mutual Fund Investments	**	2,950,044
*	T. Rowe Price Retirement 2055 Fund	Mutual Fund Investments	**	1,448,011
*	T. Rowe Price Retirement 2060 Fund	Mutual Fund Investments	**	276,061
				171,134,269
*	F.N.B. Corporation Common Stock	Common Stock	**	62,183,072
	_	Interest rates ranging from 3.25% to 5.50%		
* Participant Loans		maturing	\$0	8,200,095
		through 2035		
				\$262,527,870

\* Indicates party-in-interest to the Plan.

\*\* Cost omitted for participant-directed investments.

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# EXHIBITS

Exhibit Description Number

# 23.1 Consent of Independent Registered Public Accounting Firm, Baker Tilly Virchow Krause, LLP

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# SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

F.N.B. Corporation Progress Savings 401(k) Plan

Date: June 25, 2018	/s/ Vincent J. Calabrese, Jr.
	Vincent J. Calabrese, Jr.
	Chief Financial Officer