

Wheeler Real Estate Investment Trust, Inc.  
 Form 5  
 January 06, 2017

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2015  
 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 \*  
 Kelly David

(Last) (First) (Middle)

2529 VIRGINIA BEACH BOULEVARD

(Street)

VIRGINIA BEACH, VA 23452

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Wheeler Real Estate Investment Trust, Inc. [whlr]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 V.P. Director of Acquisitions

6. Individual or Joint/Group Reporting

(check applicable line)

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

**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	01/06/2016	Â	J <sup>(1)</sup>	85.29 A	\$ 1.91	38,698.29 D	Â
Common Stock	02/04/2016	Â	J <sup>(1)</sup>	117.61 A	\$ 1.5	38,815.9 D	Â
Common Stock	03/03/2016	Â	J <sup>(1)</sup>	146.95 A	\$ 1.2	38,862.85 D	Â
Common Stock	04/05/2016	Â	J <sup>(1)</sup>	145.39 A	\$	39,108.24 D	Â

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Stock							1.23		
Common Stock	05/05/2016	Â	J <sup>(1)</sup>	123.03	A	\$ 1.48	39,231.27	D	Â
Common Stock	06/03/2016	Â	J <sup>(1)</sup>	121.8	A	\$ 1.52	39,353.07	D	Â
Common Stock	07/06/2016	Â	J <sup>(1)</sup>	120.7	A	\$ 1.55	39,473.77	D	Â
Common Stock	08/04/2016	Â	J <sup>(1)</sup>	109.36	A	\$ 1.74	39,583.13	D	Â
Common Stock	09/06/2016	Â	J <sup>(1)</sup>	109.49	A	\$ 1.75	39,692.62	D	Â
Common Stock	10/05/2016	Â	J <sup>(1)</sup>	110.74	A	\$ 1.75	39,803.36	D	Â
Common Stock	11/03/2016	Â	J <sup>(1)</sup>	114.79	A	\$ 1.7	39,918.15	D	Â
Common Stock	12/05/2016	Â	J <sup>(1)</sup>	120.08	A	\$ 1.64	40,038.23	D	Â

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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly David 2529 VIRGINIA BEACH BOULEVARD	Â X	Â	Â V.P. Director of Acquisitions	Â

VIRGINIA BEACH, VA 23452

## Signatures

/s/ Dave Kelly

01/06/2016

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 reporting person acquired the shares of common stock under a dividend reinvestment plan, pursuant to a dividend reinvestment transaction exempt from Section 16 under Rule 16a-11.

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