

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)

* 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.

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

5 DISCLOSURE OF LEGAL PROCEEDING IS

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

Delaware

SOLE VOTING POWER

7 373,390 (including 20,003 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

9 373,390
(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.
CHECK THE
APPROPRIATE BOX IF A
2 MEMBER OF (b) x
A GROUP
3 SEC USE ONLY
SOURCE OF FUNDS
4 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
7 187,930
(including
10,068 shares
of Common
Stock issuable
upon
conversion of
shares of Series
D Preferred
Stock)
8 SHARED
VOTING
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

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:

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

-0- SOLE DISPOSITIVE POWER

9 857,864 (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) SHARED DISPOSITIVE 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

1	NAME OF REPORTING PERSON
2	Sean F. Armstrong 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	United States of America
7	SOLE VOTING POWER
8	-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
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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

1	NAME OF REPORTING PERSON
2	Wm. Gregory Geiger 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	United States of America
7	SOLE VOTING POWER
8	-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
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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

1	NAME OF REPORTING PERSON
2	Jordan S. Socaransky 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	United States of America
7	SOLE VOTING POWER
8	-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
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shares of Series B
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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

1	NAME OF REPORTING PERSON
2	Marc Porosoff 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	United States of America
7	SOLE VOTING POWER
8	-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

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Stock)

11 AGGREGATE
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BENEFICIALLY
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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 10 of 12 Pages

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

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

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