

Wheeler Real Estate Investment Trust, Inc.  
Form SC 13G  
September 25, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Wheeler Real Estate Investment Trust  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

963025101  
(CUSIP Number)

9/15/14  
(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)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No.: 963025101

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Bulldog Investors LLC, Phillip Goldstein, Andrew Dakos and Steven Samuels

2. Check 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 Shares Beneficially Owned by Each reporting Person With:

5. Sole Voting Power  
374,650

6. Shared Voting Power  
294,403

7. Sole Dispositive Power  
374,650

8. Shared Dispositive Power  
294,403

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
669,053 - (footnote 1)

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

10. Check if the Aggregate Amount in Row ( 9 ) Excludes Certain Shares (See Instructions)

N/A

11. Percent of Class Represented by Amount in Row ( 9 )  
8.25%

12. Type of Reporting Person (See Instructions)  
IA

Item 1.

(a) The Name of the Issuer is:  
Wheeler Real Estate Investment Trust

(b) The Address of the Issuer's Principal Executive Office is:  
RIVERSEDGE NORTH  
2529 VIRGINIA BEACH BLVD., SUITE 200  
VIRGINIA BEACH VA 23452

Item 2.

(a) The names of the Persons Filing are:  
Bulldog Investors LLC, Phillip Goldstein, Andrew Dakos and  
Steven Samuels

(b) The address of principal place of business and  
principal office is:  
Park 80 West, 250 Pehle Ave. Suite 708  
Saddle Brook, NJ 07663

(c) Citizenship or Place of Organization: Delaware

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 963025101

Item 3.

This statement is filed pursuant to 240.13d-1(b). The person filing is:  
(e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).

Item 4.

(a) Amount beneficially owned: 669,053  
(b) Percent of class: 8.25%  
(c) Number of shares as to which the person has:  
(i) Sole power to vote or to direct the vote: 374,650  
(ii) Shared power to vote or to direct the vote: 294,403  
(iii) Sole power to dispose or to direct the disposition  
of: 374,650  
(iv) Shared power to dispose or to direct the disposition  
of: 294,403

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: \_\_\_\_.

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

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

Clients of Bulldog Investors, LLC are entitled to receive dividends and sales proceeds.

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.

As per 424B1 filed 9/16/14, there were 7,439,531 shares of common stock outstanding as of 9/15/14. In addition, amounts set forth herein assume that all warrants or Series B Convertible Preferred shares held by the Reporting Persons are exchanged for shares of common stock. With the conversion of our Preferred B shares (WHLRP) and Warrants (WHLRW) there would be an additional 669,053 shares of WHLR outstanding for a total of 8,108,584. The percentages set forth herein were derived using such number. The total number of shares of common stock outstanding used in calculating the percentages set forth herein assumes that none of the warrants or Series B convertible Preferred Shares held by others are converted into shares of common stock.

Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment adviser. As of September 25, 2014, Bulldog Investors, LLC is deemed to be the beneficial owner of 669,053 shares of WHLR by virtue of Bulldog Investors, LLC's power to direct the vote of, and dispose of, these shares. These 669,053 shares of WHLR include 374,650 shares (representing 4.62% of WHLR's outstanding shares) that are beneficially owned by the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control: Opportunity Partners LP, Calapasas West Partners LP, Full Value Special Situations Fund LP, Full Value Offshore Fund Ltd., Full Value Partners LP, and MCM Opportunity Partners LP (collectively, Bulldog Investors Group of Funds). Bulldog Investors Group of Funds may be deemed to constitute a group. All other shares included in the aforementioned 669,053 shares of WHLR owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 294,403 shares (representing 3.63% of WHLR's outstanding shares).

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 acquired and are held in the ordinary course of business and 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.

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

By: /s/  
Name: Phillip Goldstein  
Title: Principal, Bulldog Investors LLC  
Date: September 25, 2014

By: /s/  
Name: Andrew Dakos  
Title: Principal, Bulldog Investors LLC  
Date: September 25, 2014

By: /s/  
Name: Steven Samuels  
Title: Principal, Bulldog Investors LLC  
Date: September 25, 2014

Bulldog Investors, LLC  
By: /s/ Andrew Dakos  
Andrew Dakos, Member  
Date: September 25, 2014

Footnote 1: The reporting persons disclaim beneficial ownership  
except to the extent of any pecuniary interest therein.

Exhibit A: Agreement to make joint filings.

Agreement made as of the 25th day of September, 2014, by and among  
Bulldog Investors, LLC, Phillip Goldstein, Andrew Dakos, and  
Steven Samuels.

WHEREAS, Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 provides  
that whenever two or more persons are required to file a statement containing  
the information required by Schedule 13G with respect to the same securities,  
only one such statement need be filed, so long as, among other things, such  
filing includes as an exhibit an agreement among such persons that such a  
statement is filed on behalf of each of them;

WHEREAS, in connection with certain holdings of Wheeler Real Estate Investment  
Trust ("WHLR"), each of the parties to this Agreement is required to file  
a statement containing the information required by Schedule 13G with respect  
to the same holdings of WHLR;

NOW THEREFORE, the parties hereby agree that one statement containing the  
information required by Schedule 13G shall be filed on behalf of each party  
hereto.

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties  
hereto as of the day and year first written above.

By: /s/ Phillip Goldstein  
Phillip Goldstein

By: /s/ Andrew Dakos  
Andrew Dakos

BULLDOG INVESTORS, LLC

By: /s/ Steven Samuels  
Steven Samuels

By: /s/ Andrew Dakos  
Andrew Dakos, Member