

Wheeler Real Estate Investment Trust, Inc.

Form 5

January 29, 2016

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Hanisch Robin A

(Last) (First) (Middle)

3713 SHENANDOAH CT.

(Street)

2. Issuer Name and Ticker or Trading
SymbolWheeler Real Estate Investment
Trust, Inc. [whlr]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20154. 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)

Corporate Secretary

6. Individual or Joint/Group Reporting

(check applicable line)

VIRGINIA BEACH, VA 23452

(City) (State) (Zip)

☒ 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	Â	Â	Â	Â Â Â Â Â Amount (D) Price	20,849	D	Â

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
(e.g., puts, calls, warrants, options, convertible securities)

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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. Amount or Number of Shares
Common Units	Â	12/31/2015	Â	P	1,135	Â (2) (3)	Common Stock	1,135
Common Units	Â	12/31/2015	Â	P	60	Â (5) (3)	Common Stock	60
Common Units	Â	Â	Â	Â	Â	Â (2) (3)	Common Stock	2,050

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanisch Robin A 3713 SHENANDOAH CT. VIRGINIA BEACH, VA 23452	Â	Â	Â Corporate Secretary	Â

Signatures

/s/ Robin A.
Hanisch

01/29/2016

**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).
- Pursuant to the Partnership Agreement of Wheeler REIT, L.P. (the "Partnership"), holders of the Partnership, may, after a one year holding period, elect to exchange their common units for common stock of Wheeler Real Estate Investment Trust, Inc. (the "Company") on a one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or common stock of the company.
- (1) on a one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or common stock of the company.
 - (2) These common units have been held for one year and therefore may be redeemed in accordance with the Partnership Agreement.
 - (3) These derivative securities do not have an expiration date.

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- (4) The reporting owner acquired these common units through the purchase of her mother's membership interests in a jointly held limited liability company for nominal consideration.
- (5) These common units have been held for less than one year and therefore may not be currently exchanged.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.