

Wheeler Real Estate Investment Trust, Inc.

Form SC 13D/A

November 14, 2016

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
11/11/16

1. NAME OF REPORTING PERSON  
Bulldog Investors, LLC

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) AND 2 (e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
DE

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7. SOLE VOTING POWER  
2,089,443

8. SHARED VOTING POWER  
1,606,968

9. SOLE DISPOSITIVE POWER  
2,089,443

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10. SHARED DISPOSITIVE POWER  
1,606,968

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
3,696,411 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[ ]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

5.44%

14. TYPE OF REPORTING PERSON

IA

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1. NAME OF REPORTING PERSON

Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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2,089,443

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12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[ ]

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5.44%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON

Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

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b[ ]

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4. SOURCE OF FUNDS  
WC

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6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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2,089,443

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1,606,968

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
3,696,411 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
5.44%

14. TYPE OF REPORTING PERSON  
IN

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1. NAME OF REPORTING PERSON  
Steven Samuels

2. CHECK THE BOX IF MEMBER OF A GROUP

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

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PURSUANT TO ITEMS 2(d) AND 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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1,606,968

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2,089,443

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10. SHARED DISPOSITIVE POWER  
1,606,968

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
3,696,411 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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5.44%

14. TYPE OF REPORTING PERSON  
IN

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Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #1 to the schedule 13d filed July 27, 2015. Except as specifically set forth herein, the Schedule 13d remains unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As per the 10-Q filed on 11/9/16, there were 67,964,916 shares of common stock outstanding as of 11/8/16. The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment advisor. As of November 11, 2016, Bulldog Investors, LLC is deemed to be the beneficial owner of 3,696,411 shares of WHLR (representing 5.44% of WHLR's outstanding shares) solely by virtue of Bulldog Investors LLC's power to direct the vote of, and dispose of, these shares. These 3,696,411 shares of WHLR include 2,089,443 shares (representing 3.07% of WHLR's outstanding shares) that are beneficially owned by the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control:

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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 3,696,411 shares of WHLR beneficially 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 1,606,968 shares (representing 2.37% of WHLR's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 2,089,443 shares. Bulldog Investors, LLC has shared power to dispose of and vote 1,606,968 shares. Certain of Bulldog Investors, LLC's clients (none of whom beneficially own more than 5% of WHLR's shares) share this power with Bulldog Investors, LLC. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

c) During the past 60 days the following shares of WHRL were sold:

Date	Shares	Price
11/11/16	50,500	1.6971

d) Clients of Bulldog Investors, LLC are entitled to receive any dividends or sales proceeds.

e) N/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None

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: 11/14/16

By: /S/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

By: /S/ Steven Samuels  
Name: Steven Samuels

Bulldog Investors, LLC  
By: /s/ Andrew Dakos  
Andrew Dakos, Member

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

