

Wheeler Real Estate Investment Trust, Inc.
Form 424B7
February 03, 2017

Filed pursuant to Rule 424(b)(7)

Registration No. 333-211506

PROSPECTUS SUPPLEMENT NO. 2

(To Prospectus dated June 15, 2016)

6,888,889 Shares

Common Stock

This Prospectus Supplement No. 2 (the Prospectus Supplement) supplements, the prospectus dated June 15, 2016 (the Prospectus), relating to the possible resale of up to 6,888,889 shares of common stock, \$0.01 par value per share (the Common Stock) of Wheeler Real Estate Investment Trust, Inc. (the Company), that may be offered and sold from time to time by the selling stockholders (the Selling Stockholders) named in the Prospectus, as supplemented by the Prospectus Supplement No. 1 dated June 16, 2016 (the Prospectus Supplement No. 1), and by this Prospectus Supplement. For information on the Selling Stockholders, please see the sections entitled Selling Stockholders beginning on page 5 of the Prospectus, and in the Prospectus Supplement No. 1 and this Prospectus Supplement. This Prospectus Supplement is part of, and should be read in conjunction, with the Prospectus and Prospectus Supplement No. 1.

This Prospectus Supplement is being filed to update the original table of Selling Stockholders in the Prospectus and Prospectus Supplement No. 1. This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus and Prospectus Supplement No. 1. This Prospectus Supplement supersedes the information contained in the Prospectus and Prospectus Supplement No. 1.

Our Common Stock trades on the Nasdaq Capital Market under the symbol WHLR. On February 2, 2017, the last reported sale price of our Common Stock on the Nasdaq Capital Market was \$1.70 per share.

Wheeler Real Estate Investment Trust, Inc.

Riversedge North

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Investing in our Common Stock involves significant risks. See Risk Factors on page 3 of the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of our securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is February 3, 2017

SELLING STOCKHOLDERS

The table of Selling Stockholders in the Prospectus Supplement No. 1 lists A-C Development Club, LLC (A-C) as beneficially owning 888,889 shares (the Shares) of Common Stock in our Company upon the exchange of all units of limited partnership interests (Common Units) in our operating partnership, Wheeler REIT, L.P. held by A-C. On January 16, 2017, A-C distributed the Common Units, on a pro rata basis, among its three members (the Members). The table of Selling Stockholders, as it relates to the shares of Common Stock in our Company held by A-C upon the exchange of all Common Units in the Prospectus and Prospectus Supplement No. 1, is hereby updated through the date of this Prospectus Supplement and amended and supplemented to reflect the foregoing.

The following table provides information regarding the Members and the number of shares of our Common Stock each may offer pursuant to the Prospectus, Prospectus Supplement No. 1 and this Prospectus Supplement. Under the rules of the SEC, beneficial ownership includes shares over which the indicated beneficial owner exercises voting or investment power.

The information regarding shares beneficially owned after the offering assumes the sale of all Shares offered by the Members. The percentage ownership data is based on 68,122,265 shares of Common Stock issued and outstanding as of February 2, 2017.

No Member held any position, office or have any other material relationship with our Company within the past three years. In addition, each Member is not a broker-dealer or an affiliate of a broker-dealer.

| Name | Shares Owned Immediately | | Immediately Following the Offering (1) | |
|--------------------------------|---------------------------|---|--|----------------|
| | Prior to the Offering (2) | Shares Being Offered for Resale Under this Prospectus | Shares Owned | Percentage (3) |
| ACDI, LLC (4) | 444,445 | 444,445 | 0 | 0% |
| Greenbax Enterprises, Inc. (5) | 222,222 | 222,222 | 0 | 0% |
| Dallas Cotton Club, Inc. (6) | 222,222 | 222,222 | 0 | 0% |

- (1) Assumes that the Member sells all of the Common Stock being offered by the Prospectus and Prospectus Supplement.
- (2) The number shown represents the maximum number of shares of Common Stock issuable upon redemption by the Member of the Common Units.
- (3) Percentage calculated based upon the assumption that the Member sells all of the Common Stock being offered by this Prospectus and Prospectus Supplement.
- (4) Either James E. Christopher, Jr. or Ronald M. Asbill, as members of ACDI, LLC, will have the authority to carry out the voting and investment control of the Shares, as directed by ACDI, LLC's members. The address for ACDI, LLC is 1907 Thurmond Mall Blvd., Columbia, SC 29201.
- (5) David R. Schools, as President of Greenbax Enterprises, Inc., will have the authority to carry out the voting and investment control of the Shares, as directed by Greenbax Enterprises, Inc.'s board of directors. The address for Greenbax Enterprises, Inc. is 884 Johnnie Dodds Blvd., Suite 202, Mt. Pleasant, South Carolina 29464.
- (6) William A. Edenfield, Jr., as President of Dallas Cotton Club, Inc., will have the authority to carry out the voting and investment control of the Shares, as directed by Dallas Cotton Club, Inc.'s board of directors. The address for Dallas Cotton Club, Inc. is 884 Johnnie Dodds Blvd., Suite 202, Mt. Pleasant, South Carolina 29464.