

Wheeler Real Estate Investment Trust, Inc.  
Form POS AM  
August 24, 2016

As filed with the Securities and Exchange Commission on August 24, 2016

Registration No. 333-206014

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

**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**WHEELER REAL ESTATE INVESTMENT TRUST, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State or other Jurisdiction of**

**45-2681082**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification Number)**

**Riversedge North**

**2529 Virginia Beach Blvd., Suite 200**

**Virginia Beach, Virginia 23452**

**(757) 627-9088**

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)**

**CT Corporation System**

**111 Eighth Avenue**

**New York, New York 10011**

**(800) 624-0909**

**(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)**

*With copies to:*

**Bradley A. Haneberg, Esq.**

**Matthew B. Chmiel, Esq.**

**Haneberg Hurlbert PLC**

**310 Granite Avenue**

**Richmond, Virginia 23226**

**(804) 814-2209**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, or the Securities Act, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-3 (Registration No. 333-206014), declared effective by the Securities and Exchange Commission (the Commission) on August 14, 2015, as amended via Post-Effective Amendment No. 1 thereto, declared effective by the Commission on August 17, 2016 (collectively, including all exhibits thereto, the Registration Statement). Currently, the Registration Statement registers up to \$300,000,000 of common stock, \$0.01 par value per share (Common Stock) and preferred stock, without par value per share (the Preferred Stock), of Wheeler Real Estate Investment Trust, Inc. (the Company). This Post-Effective Amendment No. 2 is being filed to remove the Preferred Stock from registration. The Registration Statement is hereby amended, as appropriate, to reflect the removal from registration of such Preferred Stock. The Common Stock registered under the Registration Statement shall remain as so registered.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Virginia Beach, Commonwealth of Virginia, on the 24th day of August 2016.

WHEELER REAL ESTATE INVESTMENT  
TRUST, INC.

By: /s/ JON S. WHEELER  
Jon S. Wheeler  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/S/ JON S. WHEELER	Chairman of the Board of Directors and	August 24, 2016
Jon. S. Wheeler	Chief Executive Officer (Principal Executive Officer)	
/S/ WILKES J. GRAHAM	Chief Financial Officer (Principal Financial and Accounting Officer)	August 24, 2016
Wilkes J. Graham		
/S/ JOHN MCAULIFFE	Director	August 24, 2016
John McAuliffe		
/S/ STUART J. BROWN	Director	August 24, 2016
Stuart J. Brown		
/S/ DAVID KELLY	Director	August 24, 2016
David Kelly		
/S/ WILLIAM W. KING	Director	August 24, 2016
William W. King		
/S/ KURT R. HARRINGTON	Director	August 24, 2016
Kurt R. Harrington		
/S/ CARL B. MCGOWAN, JR.	Director	August 24, 2016

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Carl B. McGowan, Jr.

/S/ JEFFREY M. ZWERDLING

Director

August 24, 2016

Jeffrey M. Zwerdling