

Wheeler Real Estate Investment Trust, Inc.
Form SC 13G
June 15, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Wheeler Real Estate Investment Trust, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

963025101
(CUSIP Number)

June 4, 2015
(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)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 963025101

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Capital LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
 GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY

3,348,943(1)

EACH 7 SOLE DISPOSITIVE POWER
 REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER
 WITH

3,348,943(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,348,943(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
 INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(1) Based on 54,406,299 shares of common stock outstanding as of June 12, 2015 as disclosed in the Issuer's Form S-4 filed with the SEC on June 15, 2015.

CUSIP No. 963025101

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Emanuel J. Friedman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
 GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
 SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY

3,348,943(1)

EACH 7 SOLE DISPOSITIVE POWER
 REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER
 WITH

3,348,943(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,348,943(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
 INSTRUCTIONS) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Based on 54,406,299 shares of common stock outstanding as of June 12, 2015 as disclosed in the Issuer's Form S-4 filed with the SEC on June 15, 2015.

CUSIP No. 963025101

13G

- 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Financial Services Fund, LP

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
 GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY

3,125,000

EACH 7 SOLE DISPOSITIVE POWER
 REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER
 WITH

3,125,000

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,125,000

- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
 INSTRUCTIONS) o

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7% (1)

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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- 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Financial Services GP, LLC

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
 GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY

3,125,000

EACH 7 SOLE DISPOSITIVE POWER
 REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER
 WITH

3,125,000

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,125,000

- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
 INSTRUCTIONS) o

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7% (1)

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 963025101

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- 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Income Fund, LP

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) x
 (b) o

3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY

223,943(1)

EACH 7 SOLE DISPOSITIVE POWER
 REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER
 WITH

223,943(1)

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,943(1)

- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4% (1)

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

EJF Income GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY