

Wheeler Real Estate Investment Trust, Inc.  
Form SC 13G/A  
March 14, 2018

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**Wheeler Real Estate Investment Trust, Inc.**

**(Name of Issuer)**

**Common Stock, \$0.01 par value per share**

**(Title of Class of Securities)**

**963025101**

**(CUSIP Number)**

**March 7, 2018**

**(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 on 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).

1 NAMES OF REPORTING PERSONS

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

LDR Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA; OO

1 NAMES OF REPORTING PERSONS

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

Lawrence D. Raiman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN; HC

CUSIP No. 963025101

13G

Page 4 of 6 Pages

**Item 1.**

(a) Name of Issuer

Wheeler Real Estate Investment Trust, Inc. (the Issuer )

(b) Address of Issuer's Principal Executive Offices

Riversedge North

2529 Virginia Beach Boulevard, Suite 200

Virginia Beach, Virginia 23452

**Item 2.**

(a) Name of Person Filing

(b) Address of the Principal Office or, if none, residence

(c) Citizenship

This Schedule 13G is being filed on behalf of (i) LDR Capital Management, LLC, a Delaware limited liability company ( LDR ), and (ii) Lawrence D. Raiman, an individual who is a citizen of the United States of America ( Mr. Raiman ), together with LDR, the Reporting Persons ).

LDR serves as the investment manager to each of (i) LDR Preferred Income Fund, LLC, a Delaware limited liability company ( LDR Fund ), and (ii) sixty nine managed accounts (collectively, the Managed Accounts ). In such capacity, LDR exercises voting and investment power over the shares of Common Stock (as defined below) held for the account of LDR Fund and each of the Managed Accounts. LDR is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended Mr Raiman is the Sole Manager, President, and Chief Executive Officer of LDR.

The principal business office of the Reporting Persons is 410 Park Avenue, Suite 910, New York, New York 10022

(d) Title of Class of Securities

Common stock, \$0.01 par value per share, of the Issuer (the Common Stock )

(e) CUSIP Number

963025101

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.



**Item 4. Ownership.**

(a) and (b)

As of the close of business on March 7, 2018, each of the Reporting Persons may be deemed to have no beneficial ownership of Common Stock held for the account of LDR Fund, and in the aggregate held for the accounts of the Managed Accounts, and all such shares of Common Stock represent beneficial ownership of 0.00% of the Common Stock.

(c) Number of shares as to which each Reporting Person has:

(i) Sole power to vote or direct the vote: 0.

(ii) Shared power to vote or direct the vote: 0.

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 0.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

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: March 14, 2018

LDR CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence D. Raiman  
Lawrence D. Raiman, Sole Manager,

President and Chief Executive Officer

/s/ Lawrence D. Raiman  
Lawrence D. Raiman