

Jones Andrew R
Form 3
May 24, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Jones Andrew R

(Last) (First) (Middle)

274 RIVERSIDE AVENUE

(Street)

WESTPORT,Â CTÂ 06880

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/11/2018

3. Issuer Name **and** Ticker or Trading Symbol

Wheeler Real Estate Investment Trust, Inc. [whlr]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

12,464

I

Held in IRA

Common Stock

445,084

I

Held in managed funds ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,313	\$ 40	D	Â
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	28,334	\$ 40	I	Held in managed funds (1)
Series D Cumulative Covertible Preferred Stock	Â (3)	Â (3)	Common Stock	31,840	\$ 16.96	I	Held in managed funds (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Andrew R 274 RIVERSIDE AVENUE WESTPORT,Â CTÂ 06880	Â X	Â	Â	Â

Signatures

/s/ Andrew Jones 05/24/2018

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These shares are held by various investment partnerships, funds and managed accounts, in which NS Advisors, LLC ("NS Advisors")
- (1) serves as the investment manager. Mr. Jones if the managing partner of NS Advisors and has sole voting and investment authority over the shares.
 - (2) Each share of Series B Cumulative Convertible Preferred Stock (the "Series B Stock") is convertible into shares of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") common stock at \$40.00 per share. The Series B Stock has no expiration date.
 - (3) Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") is convertible into shares of the Company's common stock at \$16.96 per share. The Series D Stock has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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