

ARMSTRONG SEAN F  
Form 3  
June 15, 2015

**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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Westport Capital Partners LLC			(Month/Day/Year)	Wheeler Real Estate Investment Trust, Inc. [WHLR]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
40 DANBURY ROAD,				(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
WILTON, CT 06897				<input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

**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, par value \$0.01	2,925,000 <u>(1)</u>	I	See footnotes <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.01	1,325,000 <u>(2)</u>	I	See footnotes <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.01	2,000,000 <u>(3)</u>	I	See footnotes <u>(4)</u> <u>(5)</u>

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	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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Date Exercisable	Expiration Date	Title	Derivative Security (Instr. 4) Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Westport Capital Partners LLC 40 DANBURY ROAD WILTON, CT 06897	^	^ X	^	^
WCP Real Estate Fund IV, L.P. C/O WESTPORT CAPITAL PARTNERS LLC 40 DANBURY ROAD WILTON, CT 06897	^	^ X	^	^
WCP Real Estate Fund IV (ERISA), L.P. C/O WESTPORT CAPITAL PARTNERS LLC 40 DANBURY ROAD WILTON, CT 06897	^	^ X	^	^
Geiger Wm. Gregory C/O WESTPORT CAPITAL PARTNERS LLC 40 DANBURY ROAD WILTON, CT 06897	^	^ X	^	^
Socaransky Jordan S. C/O WESTPORT CAPITAL PARTNERS LLC 40 DANBURY ROAD WILTON, CT 06897	^	^ X	^	^
Porosoff Marc C/O WESTPORT CAPITAL PARTNERS LLC 40 DANBURY ROAD WILTON, CT 06897	^	^ X	^	^
BERNARD RUSSEL S C/O OAKTREE CAPITAL MANAGEMENT LLC 1301 AVE OF THE AMERICAS NEW YORK, NY 10019	^	^ X	^	^
ARMSTRONG SEAN F ^	^	^ X	^	^

## Signatures

/s/ WESTPORT CAPITAL PARTNERS LLC, By: Marc Porosoff, Principal and General Counsel

06/15/2015

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__Signature of Reporting Person	Date
/s/ WCP REAL ESTATE FUND IV, L.P., By: Westport Capital Partners LLC, its Investment Manager By: Marc Porosoff, Principal and General Counsel	06/15/2015
__Signature of Reporting Person	Date
/s/ WCP REAL ESTATE FUND IV (ERISA), L.P., By: Westport Capital Partners LLC, its Investment Manager, By: Marc Porosoff, Principal and General Counsel	06/15/2015
__Signature of Reporting Person	Date
/s/ WM. GREGORY GEIGER, By: Marc Porosoff, Attorney-in-Fact	06/15/2015
__Signature of Reporting Person	Date
/s/ JORDAN S. SOCARANSKY, By: Marc Porosoff, Attorney-in-Fact	06/15/2015
__Signature of Reporting Person	Date
/s/ Marc Porosoff	06/15/2015
__Signature of Reporting Person	Date
/s/ RUSSEL S. BERNARD, By: Marc Porosoff, Attorney-in-Fact	06/15/2015
__Signature of Reporting Person	Date
/s/ SEAN F. ARMSTRONG, By: Marc Porosoff, Attorney-in-Fact	06/15/2015
__Signature of Reporting Person	Date

**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).
- (1) Reflects shares of Common Stock, par value \$0.01 ("Common Stock") directly held by WCP Real Estate Fund IV, L.P., a Delaware limited partnership ("WCP IV").
- (2) Reflects shares of Common Stock directly held by WCP Real Estate Fund IV (ERISA), L.P. ("WCP IV (ERISA)") together with WCP IV, the "WCP Funds").
- (3) Reflects shares of Common Stock directly held in certain managed accounts (the "Managed Accounts") for which Westport Capital Partners LLC ("WCP LLC") serves as investment manager.  
WCP LLC serves as investment manager to each of the WCP Funds and the Managed Accounts. Messrs. Russel S. Bernard, Sean F. Armstrong, Wm. Gregory Geiger, Jordan S. Socaransky and Marc Porosoff are the members of the investment committee of WCP LLC and may be deemed to share beneficial ownership over the shares that may be deemed to be beneficially owned by WCP LLC.
- (5) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons states that the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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**Remarks:**

Exhibit 24.1 Power of Attorney of Russel S. Bernard (incorporated herein by reference to Exhibit 6  
 Exhibit 24.2 Power of Attorney of Sean F. Armstrong (incorporated herein by reference to Exhibit  
 Exhibit 24.3 Power of Attorney of Wm. Gregory Geiger (incorporated herein by reference to Exhibit  
 Exhibit 24.4 Power of Attorney of Jordan S. Socaransky (incorporated herein by reference to Exhibit

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.  
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.