

Wheeler Real Estate Investment Trust, Inc.
Form SC 13G
June 15, 2015
Page 1 of 11

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

SCHEDULE 13G

(Amendment No.)*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

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

Common Stock, par value \$0.01 per share
(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:

| | |
|--------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/> | 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 the disclosure 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 the section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 963025101

NAME OF REPORTING PERSON
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Corbin Capital Partners Group, LLC
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 2 (a) £
 (b) £
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware
 NUMBER OF SHARES 5 SOLE VOTING POWER
 BENEFICIALLY 0
 OWNED BY 6 SHARED VOTING POWER
 EACH 3,144,860
 REPORTING 7 SOLE DISPOSITIVE POWER
 PERSON 0
 WITH 8 SHARED DISPOSITIVE POWER
 3,144,860
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,144,860
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 £
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 5.8%*
 12 TYPE OF REPORTING PERSON
 OO

* All percentages of Common Stock outstanding contained herein are based on 54,400,000 shares of Common Stock outstanding upon conversion of the Series C Mandatorily Convertible Preferred Stock on June 11, 2015, as reported on the Issuer's Forms 8-K, filed March 19, 2015 and June 9, 2015, and plus 28,972 shares of Series B Preferred Stock convertible into 144,860 shares of Common Stock.

CUSIP No. 963025101

NAME OF REPORTING PERSON
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Corbin Capital Partners, L.P.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 2 (a) £
 (b) £
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware
 NUMBER OF SHARES 5 SOLE VOTING POWER
 BENEFICIALLY 0
 OWNED BY 6 SHARED VOTING POWER
 EACH 3,144,860
 REPORTING 7 SOLE DISPOSITIVE POWER
 PERSON 0
 WITH 8 SHARED DISPOSITIVE POWER
 3,144,860
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,144,860
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 £
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 5.8%
 12 TYPE OF REPORTING PERSON
 IA

CUSIP No. 963025101

| | | |
|----|--|--------------------------|
| | NAME OF REPORTING PERSON | |
| 1 | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Fort George Investments, LLC | |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| 2 | (a) £ | |
| | (b) £ | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| | NUMBER OF SHARES | 5 |
| | BENEFICIALLY | |
| | OWNED BY | 6 |
| | EACH | |
| | REPORTING | 7 |
| | PERSON | |
| | WITH | 8 |
| | | |
| | | SOLE VOTING POWER |
| | | 0 |
| | | SHARED VOTING POWER |
| | | 3,144,860 |
| | | SOLE DISPOSITIVE POWER |
| | | 0 |
| | | SHARED DISPOSITIVE POWER |
| | | 3,144,860 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 3,144,860 | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| | £ | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 5.8% | |
| 12 | TYPE OF REPORTING PERSON | |
| | OO | |

CUSIP No. 963025101

ITEM 1(a) NAME OF ISSUER:

Wheeler Real Estate Investment Trust, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2529 Virginia Beach Blvd., Suite 200
Virginia Beach, VA 23452

ITEM 2(a)-(c) NAME, PRINCIPAL BUSINESS ADDRESS AND CITIZENSHIP OF PERSONS FILING:

Corbin Capital Partners Group, LLC
590 Madison Avenue, 31st Floor
New York, New York 10022,
which is a Delaware limited liability company.

Corbin Capital Partners, L.P.
590 Madison Avenue, 31st Floor
New York, New York 10022,
which is a Delaware limited partnership.

Fort George Investments, LLC
c/o Corbin Capital Partners, L.P.
590 Madison Avenue, 31st Floor
New York, New York 10022,
which is a Delaware limited liability company.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.01 per share

CUSIP No. 963025101

ITEM 2(e) CUSIP NO.:
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:

- (a) £ Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
 - (b) £ Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
 - (c) £ Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
 - (d) £ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) £ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) £ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) £ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) £ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) £ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) £ Group, in accordance with §240.13d-1(b)(1)(ii)(J).
-

CUSIP No. 963025101

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Corbin Capital Partners Group, LLC – 3,144,860
Corbin Capital Partners, L.P. – 3,144,860
Fort George Investments, LLC – 3,144,860

(b) Percent of class:

Corbin Capital Partners Group, LLC – 5.8%
Corbin Capital Partners, L.P. – 5.8%
Fort George Investments, LLC – 5.8%

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote
- Corbin Capital Partners Group, LLC – 0
Corbin Capital Partners, L.P. – 0
Fort George Investments, LLC – 0
- (ii) Shared power to vote or direct the vote
- Corbin Capital Partners Group, LLC – 3,144,860
Corbin Capital Partners, L.P. – 3,144,860
Fort George Investments, LLC – 3,144,860
- (iii) Sole power to dispose or to direct the disposition of
- Corbin Capital Partners Group, LLC – 0