

Wheeler Real Estate Investment Trust, Inc.  
Form SC 13D/A  
June 11, 2018

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

---

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 1)1

---

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

Series D Cumulative Convertible Preferred Stock, no par value per share  
(Title of Class of Securities)

963025606  
(CUSIP Number)

JAMES C. PAPPAS  
JCP INVESTMENT MANAGEMENT, LLC  
1177 West Loop South, Suite 1320  
Houston, TX 77027  
(713) 333-5540  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 11, 2018  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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).

---

CUSIP NO. 963025606

1 NAME OF REPORTING PERSON  
JCP Investment Partnership, LP  
CHECK THE APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP  
(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC  
CHECK BOX IF DISCLOSURE OF  
5 LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR  
2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
TEXAS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		224,960
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		224,960
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
224,960

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

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

6.3%

TYPE OF REPORTING PERSON

14

PN

---

CUSIP NO. 963025606

NAME OF REPORTING PERSON

1 JCP Investment Partnership II, Master Fund  
LP

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

SOURCE OF FUNDS

4 WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
5 PURSUANT TO ITEM 2(d) OR  
2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

CAYMAN ISLANDS

SOLE VOTING POWER

7  
NUMBER OF 33,588  
SHARES  
BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

9  
EACH  
REPORTING PERSON

- 0 -

SOLE DISPOSITIVE POWER

10  
WITH 33,588  
SHARED DISPOSITIVE POWER

10  
- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 33,588  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

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

0.9%

TYPE OF REPORTING PERSON

14

PN

---

CUSIP NO. 963025606

1 NAME OF REPORTING PERSON  
JCP Investment Partners, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
TEXAS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	258,548	
	8	SHARED VOTING POWER
	- 0 -	
	9	SOLE DISPOSITIVE POWER
	258,548	
	10	SHARED DISPOSITIVE POWER
	- 0 -	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
258,548

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.2%

TYPE OF REPORTING PERSON

14

PN

---



CUSIP NO. 963025606

1 NAME OF REPORTING PERSON  
 JCP Investment Holdings, LLC  
 CHECK THE APPROPRIATE BOX IF A  
 2 MEMBER OF A GROUP  
 (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 AF  
 CHECK BOX IF DISCLOSURE OF  
 LEGAL PROCEEDINGS IS REQUIRED  
 5 PURSUANT TO ITEM 2(d) OR  
 2(e)

6 CITIZENSHIP OR PLACE OF  
 ORGANIZATION  
 TEXAS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		258,548
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		258,548
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON  
 258,548

12 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES

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

7.2%

TYPE OF REPORTING PERSON

14

OO

---

CUSIP NO. 963025606

1 NAME OF REPORTING PERSON  
JCP Investment Management, LLC  
2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(a) (b)  
3 SEC USE ONLY  
4 SOURCE OF FUNDS  
AF  
5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR  
2(e)  
6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
TEXAS  
7 SOLE VOTING POWER  
NUMBER OF 258,548  
SHARES  
8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH  
9 258,548  
10 SHARED DISPOSITIVE POWER  
- 0 -  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
258,548  
12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  
13 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
7.2%

TYPE OF REPORTING PERSON

14

OO

---

CUSIP NO. 963025606

1 NAME OF REPORTING PERSON  
 James C. Pappas

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 USA

7 SOLE VOTING POWER  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 258,548

8 SHARED VOTING POWER  
 - 0 -

9 SOLE DISPOSITIVE POWER  
 258,548

10 SHARED DISPOSITIVE POWER  
 - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 258,548

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 7.2%

TYPE OF REPORTING PERSON

14

IN

---

Amendment No. 1 to Schedule 13D

The following constitutes Amendment No. 1 (“Amendment No. 1”) to the Schedule 13D filed with the Securities and Exchange Commission (“SEC”) by JCP Investment Partnership, LP, JCP Investment Partnership II, Master Fund LP, JCP Investment Partners, LP, JCP Investment Holdings, LLC, JCP Investment Management, LLC and James C. Pappas (collectively, the “Reporting Persons”) on May 21, 2018. This Amendment No. 1 amends and supplements the Schedule 13D as specifically set forth herein.

All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Item 4. Purpose of Transaction.

On June 11, 2018, the Reporting Persons submitted a letter to the Issuer exercising the Reporting Persons’ right to have the Issuer redeem their Shares at a redemption price of \$25 per Share due to the Reporting Persons’ belief that the Issuer has failed to maintain the required asset coverage specified in the Asset Coverage Provision and has not cured such failure by the June 8, 2018 date required under the Asset Coverage Provision.

Going forward, the Reporting Persons may take further action, including but not limited to pursuing litigation to enforce their rights as holders of Shares if the Issuer fails to redeem their Shares.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis and may from time to time and at any time in the future depending on various factors, including, without limitation, the Issuer’s financial position and strategic direction, actions taken by the Issuer’s Board of Directors, price levels of the Issuer’s securities, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, take such actions with respect to the investment in the Issuer as they deem appropriate. These actions may include: (i) acquiring additional Shares and/or other equity, debt, notes, other securities, or derivative or other instruments that are based upon or relate to the value of securities of the Issuer (collectively, “Securities”) in the open market or otherwise; (ii) disposing of any or all of their Securities in the open market or otherwise; (iii) engaging in any hedging or similar transactions with respect to the Securities; or (iv) proposing or considering one or more of the actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

Except as set forth herein, the Reporting Persons do not have present plans or proposals at this time that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 11, 2018

JCP Investment Partnership, LP

By: JCP Investment Management, LLC  
Investment Manager

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Managing Member

JCP Investment Partnership II, Master Fund  
LP

By: JCP Investment Management, LLC  
Investment Manager

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Managing Member

JCP Investment Partners, LP

By: JCP Investment Holding, LLC  
General Partner

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Sole Member

JCP Investment Holdings, LLC

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Sole Member



JCP Investment  
Management, LLC

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Managing Member

/s/ James C. Pappas

James C. Pappas