

Wheeler Real Estate Investment Trust, Inc.
Form SC 13G
June 15, 2015
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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 | SOLE VOTING POWER |
| | BENEFICIALLY | 0 |
| | OWNED BY | SHARED VOTING POWER |
| | EACH | 3,144,860 |
| | REPORTING | SOLE DISPOSITIVE POWER |
| | PERSON | 0 |
| | WITH | 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).
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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
Corbin Capital Partners, L.P. – 0
Fort George Investments, LLC – 0
-

CUSIP No. 963025101

ITEM 4. OWNERSHIP cont'd.

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

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

(iv) Shared power to dispose or to direct the disposition of
Corbin Capital Partners Group, LLC – 3,144,860
Corbin Capital Partners, L.P. – 3,144,860
Fort George Investments, LLC – 3,144,860

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item, and if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

CUSIP No. 963025101

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

If a group has filed this schedule, pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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.

Date: June 15, 2015

Corbin Capital Partners Group, LLC

By: /s/ Glenn Dubin
Name: Glenn Dubin
Title: Managing Member

By: /s/ Henry Swieca
Name: Henry Swieca
Title: Managing Member

Corbin Capital Partners, L.P.

By: /s/ Anthony J. Anselmo
Name: Anthony J. Anselmo
Title: Chief Operating Officer

Fort George Investments, LLC

By: Corbin Capital Partners Management, LLC,
its managing member

By: /s/ Anthony J. Anselmo
Name: Anthony J. Anselmo
Title: Chief Operating Officer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of each person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already

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on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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 for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

AGREEMENT

The undersigned agree that this Schedule 13G dated June 15, 2015 relating to the Common Stock, par value \$0.01 per share of Wheeler Real Estate Investment Trust, Inc. shall be filed on behalf of the undersigned.

Date: June 15, 2015

Corbin Capital Partners Group, LLC

By: /s/ Glenn Dubin
Name: Glenn Dubin
Title: Managing Member

By: /s/ Henry Swieca
Name: Henry Swieca
Title: Managing Member

Corbin Capital Partners, L.P.

By: /s/ Anthony J.
Anselmo
Name: Anthony J. Anselmo
Title: Chief Operating Officer

Fort George Investments, LLC

By: Corbin Capital Partners Management, LLC,
its managing member

By: /s/ Anthony J.
Anselmo
Name: Anthony J. Anselmo
Title: Chief Operating Officer