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William Slattery
Vice President
Listing Qualifications Department

Received SEC

SEP 19 2016

Washington, DC 20549

CERT NAS

File No. 001-35713

By Electronic Mail

August 19, 2016

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on August 19, 2016 The Nasdaq Stock Market (the "Exchange") received from Wheeler Real Estate Investment Trust, Inc. (the "Registrant") a copy of the Registrant's application on 8A 12(b) for the registration of the following security:

Series D Cumulative Convertible Preferred Stock, without par value per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request

Sincerely,