

# RETAIL OPPORTUNITY INVESTMENTS CORP

Reported by  
**HAINES MICHAEL B.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/18 for the Period Ending 01/01/18

Address	8905 TOWNE CENTRE DRIVE, SUITE 108 SAN DIEGO, CA, 92122
Telephone	(858) 677-0900
CIK	0001407623
Symbol	ROIC
SIC Code	6798 - Real Estate Investment Trusts
Industry	Commercial REITs
Sector	Financials
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Haines Michael B.</b>		<b>RETAIL OPPORTUNITY INVESTMENTS CORP [ ROIC ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP CFO, TREASURER &amp; SECRETARY</b>	
(Last) (First) (Middle) <b>C/O RETAIL OPPORTUNITY INVESTMENTS CORP., 8905 TOWNE CENTRE DRIVE, SUITE #108</b>		3. Date of Earliest Transaction (MM/DD/YYYY) <b>1/1/2018</b>			
(Street) <b>SAN DIEGO, CA 92122</b>		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share	1/1/2018		A		6666 (1)	A	\$0	131533	D	
Common Stock, par value \$0.0001 per share	1/1/2018		F		11080 (2)	A	\$19.95	120453	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

### Explanation of Responses:

- (1) On February 24, 2015, the reporting person was granted 20,000 shares of restricted Common Stock that were issued pursuant to the Retail Opportunity Investments Corp. 2009 Equity Incentive Plan. The shares vest as to 6,667 shares on January 1, 2016, 6,667 shares on January 1, 2017 and 6,666 shares on January 1, 2018 based on the Issuer's achievement of certain performance criteria for each of the 12 months ending December 31, 2015, 2016 and 2017. The performance criteria for 2017 were met, resulting in vesting of 6,666 shares. This report is being filed to reflect the vesting of these shares.
- (2) Consists of shares of Common Stock withheld by the Issuer in order to satisfy the tax withholding obligation of the reporting person in connection with shares of restricted Common Stock that vested.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Haines Michael B. C/O RETAIL OPPORTUNITY INVESTMENTS CORP. 8905 TOWNE CENTRE DRIVE, SUITE #108 SAN DIEGO, CA 92122</b>			<b>EVP CFO, TREASURER &amp; SECRETARY</b>	

### Signatures

/s/Michael B. Haines

1/3/2018

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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