

# RETAIL OPPORTUNITY INVESTMENTS CORP

## **FORM 8-K/A** (Amended Current report filing)

Filed 08/01/17 for the Period Ending 04/25/17

|             |   |
|-------------|---|
| Address     | 8905 TOWNE CENTRE DRIVE, SUITE 108<br>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   |

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

**FORM 8-K/A**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported):**  
**April 25, 2017**

**RETAIL OPPORTUNITY INVESTMENTS CORP.**  
(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-33749**  
(Commission File Number)

**26-0500600**  
(I.R.S. Employer  
Identification No.)

**RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-189057-01**  
(Commission File Number)

**94-2969738**  
(I.R.S. Employer  
Identification No.)

**8905 Towne Centre Drive, Suite 108**  
**San Diego, California**

**92122**  
(Zip Code)

Registrant's telephone number, including area code: **(858) 677-0900**

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing of obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Explanatory Note**

On May 1, 2017, Retail Opportunity Investments Corp. (the “Company”) filed a Current Report on Form 8-K (the “Original Form 8-K”) with the Securities and Exchange Commission to report the results of the matters submitted to a vote by the Company’s stockholders at the Company’s 2017 Annual Meeting of Stockholders (the “Annual Meeting”) held on April 25, 2017. This Form 8-K/A is being filed solely to disclose the Company’s decision regarding the frequency of future stockholder advisory votes to approve, on an advisory and non-binding basis, the compensation of the Company’s named executive officers. Except as set forth herein, no other modifications have been made to the Original Form 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(d) At the Annual Meeting, the Company’s stockholders voted on, among other matters, an advisory proposal concerning the frequency of holding future stockholder advisory votes to approve, on an advisory and non-binding basis, the compensation of the Company’s named executive officers. As previously reported in the Original Form 8-K, the results of the voting were as follows:

| <u>Every Year</u> | <u>Every 2 Years</u> | <u>Every 3 Years</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------------|----------------------|----------------------|----------------|-------------------------|
| 72,502,209        | 76,705               | 19,112,207           | 291,855        | 10,882,750              |

The Company has decided, in light of such vote and other factors, to hold an advisory stockholder vote to approve, on an advisory and non-binding basis, the compensation of the Company’s named executive officers annually. The Company intends to continue holding such votes annually until the next required vote on the frequency of the stockholder advisory vote to approve, on an advisory and non-binding basis, the compensation of the Company’s named executive officers.

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