

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

FORM 8-K

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 9, 2020

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.)

11250 El Camino Real, Suite 200
San Diego, California

92130
(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 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 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 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.

Securities registered pursuant to Section 12(b) of the Act:

Name of Registrant	Title of each class	Trading symbol	Name of each exchange on which registered
Retail Opportunity Investments Corp.	Common Stock, par value \$0.0001 per share	ROIC	NASDAQ
Retail Opportunity Investments Partnership, LP	None	None	None

Item 7.01 Regulation FD Disclosure.

On April 9, 2020, Retail Opportunity Investments Corp. (the “Company”) issued a press release announcing the change to the location of the Company’s 2020 annual meeting of stockholders (the “Annual Meeting”), as described in Item 8.01 of this Current Report. A copy of the press release is furnished herewith as Exhibit 99.1. The information contained in the press release is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless it is specifically incorporated by reference therein.

Item 8.01 Other Information.*Change to Virtual Meeting*

On April 9, 2020, the Company announced that, due to the current situation regarding the public health impact of the novel coronavirus (COVID-19) pandemic and the related limitations within the state of New York on all non-essential gatherings of individuals, and in order to support the health and well-being of its stockholders, employees and the greater community, the Company changed the format of the 2020 Annual Meeting of Stockholders of the Company (the “Annual Meeting”) to a virtual only format. As previously announced, the Annual Meeting will be held at 1:30 p.m., Eastern time, on Wednesday, April 22, 2020. Further information regarding this change to the location of the Annual Meeting and instructions on how to attend the virtual Annual Meeting can be found in the proxy supplement filed by the Company with the Securities and Exchange Commission on April 9, 2020.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. **Description**

[99.1](#) [Press Release, dated April 9, 2020](#)

101 Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

104 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL (and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 9, 2020

RETAIL OPPORTUNITY INVESTMENTS CORP.

By: /s/ Michael B. Haines
Name: Michael B. Haines
Title: Chief Financial Officer

Dated: April 9, 2020

RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP

By: RETAIL OPPORTUNITY INVESTMENTS GP, LLC, its
general partner

By: /s/ Michael B. Haines
Name: Michael B. Haines
Title: Chief Financial Officer



April 9, 2020

Retail Opportunity Investments Corp. Announces Change to a Virtual Only Format for 2020 Annual Meeting of Stockholders

San Diego, CA, April 9, 2020 – Retail Opportunity Investments Corp. (NASDAQ: ROIC) (“ROIC” or the “Company”), announced today that, due to the public health impact of the novel coronavirus (COVID-19) pandemic and the related limitations within the state of New York on all non-essential gatherings of individuals, and in order to support the health and well-being of its stockholders, employees and the greater community, the Company has changed the format of the 2020 Annual Meeting of Stockholders of the Company (the “Annual Meeting”) to a virtual only format. As previously announced, the Annual Meeting will be held at 1:30 p.m., Eastern time, on Wednesday, April 22, 2020.

The date, time and webcast link for the virtual Annual Meeting are as follows:

ROIC Virtual Annual Meeting

Date: April 22, 2020
 Time: 1:30 p.m., Eastern time
 Webcast Link: <http://www.viewproxy.com/ROIREIT/2020/vm>

The proposals to be voted on at the Annual Meeting remain the same as those set forth in the Notice of Annual Meeting of Stockholders and Proxy Statement for the Annual Meeting previously mailed or made available to stockholders (the “Proxy Materials”). As described in the Proxy Materials, you are entitled to vote at the Annual Meeting if you were a stockholder as of the close of business on February 28, 2020, the record date. The proxy card that was included with the Proxy Materials will not be updated to reflect the change in location and may continue to be used to vote your shares in connection with the Annual Meeting. **The Company encourages eligible stockholders to vote on the proposals disclosed in the Proxy Materials prior to the Annual Meeting using the instructions provided in the Proxy Materials.**

Attending the Virtual Annual Meeting

The Company hopes that all stockholders who can do so will attend the Annual Meeting via the live webcast. The virtual meeting has been designed to provide the same rights to participate as you would have at an in-person meeting. During the Annual Meeting, you may ask questions and will be able to vote your shares electronically. You may also submit questions during the registration process set forth below in advance of the Annual Meeting. The Company will respond to as many inquiries at the Annual Meeting as time allows.

Both stockholders of record and stockholders who hold their shares in “street name” will need to register to be able to attend the virtual Annual Meeting via live webcast, submit their questions during the virtual Annual Meeting and vote their shares electronically at the virtual Annual Meeting by following the instructions below.

If you are a stockholder of record, you must:

- First register at <http://www.viewproxy.com/ROIREIT/2020> by 11:59 p.m., Eastern time, on April 21, 2020. You will need to enter your name, phone number, email address, and control number (included on your proxy card that was included with the Proxy Materials) as part of the registration, following which, you will receive an email confirming your registration, as well as the password you will need to enter the Annual Meeting.

If you do not have your control number, you may still attend the Annual Meeting as a guest (non-stockholder) but you will not have the option to participate in or vote your shares electronically at the Annual Meeting.

- On the day of the Annual Meeting, if you have properly registered, you may enter the Annual Meeting by logging in using the password you received via email in your registration confirmation at <http://www.viewproxy.com/ROIREIT/2020/vm> (you will need the control number included on your proxy card that was included with the Proxy Materials).
- If you wish to vote your shares electronically at the Annual Meeting, you will need to visit www.AALvote.com/ROIC during the Annual Meeting while the polls are open (you will need the control number included on your proxy card that was included with the Proxy Materials).

If your shares are held in a “street name,” you must:

- Obtain a legal proxy from your broker, bank or other nominee.
- Register at <http://www.viewproxy.com/ROIREIT/2020> by 11:59 p.m., Eastern time, on April 20, 2020.

You will need to enter your name, phone number and email address, and provide a copy of the legal proxy (which may be uploaded to the registration website or sent via VirtualMeeting@viewproxy.com) as part of the registration, following which, you will receive an email confirming your registration, your virtual control number, as well as the password to attend the Annual Meeting.

Please note, if you do not provide a copy of the legal proxy, you may still attend the Annual Meeting as a guest (non-stockholder) but you will not have the option to participate in or vote your shares electronically at the Annual Meeting.

- On the day of the Annual Meeting, if you have properly registered, you may enter the Annual Meeting by logging in using the password you received via email in your registration confirmation at <http://www.viewproxy.com/ROIREIT/2020/vm> (you will need the virtual control number assigned to you in your registration confirmation email to enter the Annual Meeting).
- If you wish to vote your shares electronically at the Annual Meeting, you will need to visit <http://www.AALvote.com/ROIC> during the Annual Meeting while the polls are open (you will need the virtual control number assigned to you in your registration confirmation email).

Technical Difficulties

We will have technicians ready to assist you with any technical difficulties you may have accessing the Annual Meeting live webcast. Please be sure to check in by 1:00 p.m., Eastern time, on April 22, 2020, the day of the Annual Meeting, so that we may address any technical difficulties before the Annual Meeting live webcast begins. If you encounter any difficulties accessing the Annual Meeting live webcast during the check-in or meeting time, please email VirtualMeeting@viewproxy.com or call 866-612-8937.

Further information regarding this change to the format of the Annual Meeting and other matters can be found in the proxy supplement filed by the Company with the Securities and Exchange Commission on April 9, 2020.

ABOUT RETAIL OPPORTUNITY INVESTMENTS CORP.

Retail Opportunity Investments Corp. (NASDAQ: ROIC), is a fully-integrated, self-managed real estate investment trust (REIT) that specializes in the acquisition, ownership and management of grocery-anchored shopping centers located in densely-populated, metropolitan markets across the West Coast. As of December 31, 2019, ROIC owned 88 shopping centers encompassing approximately 10.1 million square feet. ROIC is the largest publicly-traded, grocery-anchored shopping center REIT focused exclusively on the West Coast. ROIC is a member of the S&P SmallCap 600 Index and has investment-grade corporate debt ratings from Moody’s Investor Services and Standard & Poor’s. Additional information is available at: www.roireit.net.

When used herein, the words “believes,” “anticipates,” “projects,” “should,” “estimates,” “expects,” “guidance” and similar expressions are intended to identify forward-looking statements with the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and in Section 21F of the Securities and Exchange Act of 1934, as amended. Certain statements contained herein may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results of ROIC to differ materially from future results expressed or implied by such forward-looking statements. Information regarding such risks and factors is described in ROIC’s filings with the SEC, including its most recent Annual Report on Form 10-K, which is available at: www.roireit.net.

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