

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Neibart Lee S</u> (Last) (First) (Middle) <u>C/O RETAIL OPPORTUNITY INVESTMENTS CORP.</u> <u>8905 TOWNE CENTRE DRIVE, SUITE 108</u> (Street) <u>SAN DIEGO CA 92122</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RETAIL OPPORTUNITY INVESTMENTS CORP [ROIC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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							5,000	D		
Common Stock, par value \$0.0001 per share	02/01/2013		X		8,000,000	A	\$12	8,000,000	I	See footnote ⁽²⁾
Common Stock, par value \$0.0001 per share	02/01/2013		F		7,311,500 ⁽¹⁾	D	\$13.13	688,500	I	See footnote ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: 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				
Warrant (right to buy)	\$12	02/01/2013		X		8,000,000		10/20/2009	(3)	Common Stock	8,000,000	\$0	0	I	See footnote ⁽²⁾

Explanation of Responses:

- On February 1, 2013, NRDC Capital Management, LLC ("NRDC") exercised warrants to purchase 8,000,000 shares of the Issuer's Common Stock. NRDC paid the exercise price on a cashless basis, resulting in the Issuer withholding 7,311,500 of the shares to pay the exercise price and issuing to NRDC the remaining 688,500 shares.
- NRDC was the direct owner of 8,000,000 warrants to acquire shares of the Issuer's Common Stock. William L. Mack, Robert C. Baker, Richard A. Baker and Lee S. Neibart, as the sole members and managers of NRDC, may be deemed to be the beneficial owners of the shares of the Issuer's Common Stock held by NRDC.
- The warrants expire on the earlier of (i) October 23, 2014 and (ii) the date of redemption of the warrants by the Issuer pursuant to the Warrant Agreement dated as of October 17, 2007, as supplemented and amended by the Supplement & Amendment to the Warrant Agreement dated as of October 20, 2009.

/s/ Lee A. Neibart

02/05/2013

** 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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