

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Fir Tree, L.L.C.</u> <hr/> (Last) (First) (Middle) 51 BEDFORD ROAD SUITES 3&4 <hr/> (Street) KATONAH NY 10536 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/20/2009	3. Issuer Name and Ticker or Trading Symbol <u>RETAIL OPPORTUNITY INVESTMENTS CORP [NAQ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,150,000 ⁽¹⁾	I	See Footnotes ⁽¹⁾⁽²⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrants	10/20/2009	10/23/2014	Common Stock 4,350,000 ⁽¹⁾	12	I	See Footnotes ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person* <u>Fir Tree, L.L.C.</u> <hr/> (Last) (First) (Middle) 51 BEDFORD ROAD SUITES 3&4 <hr/> (Street) KATONAH NY 10536 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Camellia Partners, LLC</u> <hr/> (Last) (First) (Middle) 51 BEDFORD ROAD SUITES 3&4 <hr/> (Street) KATONAH NY 10536 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>TANNENBAUM JEFFREY</u> <hr/> (Last) (First) (Middle) 505 FIFTH AVENUE 23 RD FLOOR <hr/> (Street) NEW YORK NY 10017		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Fredman Andrew		
(Last)	(First)	(Middle)
7301 SW 57TH COURT SUITE 410		
(Street)		
SOUTH MIAMI	FL	33143
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
FIR TREE INC		
(Last)	(First)	(Middle)
505 FIFTH AVENUE 23 RD FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

1. The filing of this Form 3 shall not be construed as an admission that Fir Tree, L.L.C., Camellia Partners, LLC, Fir Tree, Inc., Jeffrey Tannenbaum or Andrew Fredman (the "Reporting Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the shares of common stock, \$.0001 par value per share (the "Common Stock") or any of the warrants (the "Warrants") of Retail Opportunity Investments Corp. (the "Issuer") owned by Fir Tree Value Master Fund, L.P., a Cayman Islands exempted limited partnership ("Fir Tree Value"), Fir Tree Capital Opportunity Master Fund, L.P., a Cayman Islands exempted limited partnership ("Fir Tree Capital Opportunity") or their affiliates. Pursuant to Rule 16a-1, the Reporting Persons disclaim such beneficial ownership.

2. Fir Tree, L.L.C., the general partner of Fir Tree Value and Camellia Partners, LLC, the general partner of Fir Tree Capital Opportunity, and Fir Tree, Inc., the investment manager of both Fir Tree Value and Fir Tree Capital Opportunity, hold indirectly the Common Stock and Warrants through the accounts of Fir Tree Capital Opportunity and Fir Tree Value and its affiliates; Jeffrey Tannenbaum, the principal of Fir Tree, L.L.C., Fir Tree, Inc. and Camellia Partners, LLC, and Andrew Fredman, a principal of Camellia Partners, LLC, at the time of the transaction, controlled the disposition and voting of the Common Stock and Warrants. Fir Tree, L.L.C. receives a performance-based allocation and Fir Tree, Inc. receives an asset-based fee from Fir Tree Value and its affiliates. Camellia Partners, LLC receives a performance-based allocation and Fir Tree, Inc. receives an asset-based fee from Fir Tree Capital Opportunity and its affiliates.

/s/ Jeffrey Tannenbaum,	10/21/2009
Principal of Fir Tree, L.L.C.	
/s/ Jeffrey Tannenbaum,	10/21/2009
Principal of Camellia Partners,	
LLC	
/s/ Jeffrey Tannenbaum	10/21/2009
/s/ Andrew Fredman	10/21/2009
/s/ Jeffrey Tannenbaum,	10/21/2009
Principal of Fir Tree, Inc.	
** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.