FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C. 20549
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Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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*  BAKER RICHARD A.  (Last) (First) (Middle)  C/O RETAIL OPPORTUNITY INVESTMENTS  CORP.  11250 EL CAMINO REAL, SUITE 200  (Street)  SAN DIEGO CA 92130  (City) (State) (Zip)						2. Issuer Name and Ticker or Trading Symbol RETAIL OPPORTUNITY INVESTMENTS CORP [ ROIC ]  3. Date of Earliest Transaction (Month/Day/Year) 01/01/2021  4. If Amendment, Date of Original Filed (Month/Day/Year) 01/05/2021									Relationship of Reporting Person(s) to Issuer neck all applicable)  X Director 10% Owner Officer (give title X Other (specify below) Non-Executive Chairman  Individual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
Table I - Non-Derivat  1. Title of Security (Instr. 3)  2. Transacti Date (Month/Day)  Common Stock, par value \$0.0001 per					tion y/Year)	ion 2A. Deemed Execution Date,			3. Transa Code ( 8)	ction	4. Securitie Disposed C 5)	s Acquired (A) or Off (D) (Instr. 3, 4 a		r and	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)	
share 01/01/20 Common Stock, par value \$0.0001 per share 01/01/20								F		3,729 <sup>(1)</sup> 5,510 <sup>(2)</sup>	D D	<u> </u>			289,897		D D			
1. Title of Derivative Security (Instr. 3)	e of 2. 3. Transaction Date Execution Date, if any				5. Nu of Deriv	ants, imber vative irities ired r osed ) r. 3, 4	options,		convertib	7. Title and Amount of Security (Instr. 3 and 4)  Amount of Security (Instr. 3 and 4)  Amount of Security (Instr. 5 and 4)		8. P Der Sec (Ins	rice of fivative urity tr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	,	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

## **Explanation of Responses:**

## Remarks:

/s/ Richard A. Baker

01/11/2021

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.

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.

<sup>1.</sup> On March 14, 2018, the reporting person was granted 11,280 shares of restricted Common Stock that were issued pursuant to the Retail Opportunity Investments Corp. 2009 Equity Incentive Plan. Vesting of the shares was based on the Issuer's achievement of certain performance criteria during the performance period from January 1, 2018 to December 31, 2020. Certain of the performance criteria were met during the performance period resulting in vesting of 3,729 shares on January 1, 2021.

<sup>2.</sup> 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. This amendment is being filed solely to correct the number of shares of Common Stock withheld from the previously disclosed amount of 915 shares.