

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):
October 11, 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 (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.

Item 3.02 Unregistered Sale of Equity Securities.

On October 11, 2017, Retail Opportunity Investments Partnership, LP (the “Operating Partnership”), the operating partnership subsidiary of Retail Opportunity Investments Corp. (the “Company”), acquired Riverstone Marketplace, located in Vancouver, Washington, within the Portland metropolitan area, and Fullerton Crossroads, located in Fullerton (Orange County), California (together, the “Properties”) for total consideration of approximately 96.5 million which was paid primarily through a combination of the issuance of 2,405,430 units of limited partnership interest in the Operating Partnership (the “OP Units”) and the assumption of approximately \$44.5 million of loans on the Properties (the “Transaction”). The OP Units are exchangeable for cash, or at the election of the Company, into shares of common stock of the Company on a one-for-one basis, subject to the terms of the Operating Partnership’s partnership agreement. The OP Units were issued in a private placement in reliance on Section 4(a)(2) of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

In connection with the Transaction, the Company entered into a tax protection agreement (the “Tax Protection Agreement”) pursuant to which it agreed, subject to certain exceptions, to indemnify the seller of the Properties against certain tax liabilities incurred by them, if such liabilities result from a transaction involving a direct or indirect taxable disposition of either or both properties or if the Operating Partnership fails to maintain and allocate to such holder for taxation purposes minimum levels of Operating Partnership liabilities as specified in the Tax Protection Agreement. Also, the Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership, as amended (the “Partnership Agreement”), was amended to reflect the issuance of OP Units in the Transaction.

The foregoing description of the amendment to the Partnership Agreement is qualified in its entirety by reference to the text of such agreement attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Seventh Amendment to the Second Amended and Restated Limited Partnership Agreement of Retail Opportunity Investments Partnership, LP, dated as of October 11, 2017.

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: October 17, 2017

RETAIL OPPORTUNITY INVESTMENTS CORP.

By: /s/ Michael B. Haines

Name: Michael B. Haines

Title: Chief Financial Officer

Dated: October 17, 2017

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

**SEVENTH AMENDMENT
TO
SECOND AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP
OF
RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**

This Seventh Amendment (this “**Amendment**”) to the Partnership Agreement (as defined below) of Retail Opportunity Investments Partnership, LP, a Delaware limited partnership (the “**Partnership**”), is made and entered as of October 11, 2017 by Retail Opportunity Investments GP, LLC, a Delaware limited liability company, which is the sole general partner of the Partnership (the “**General Partner**”).

WHEREAS, an Amendment to the Certificate of Limited Partnership of the Partnership was filed in the office of the Secretary of State of the State of Delaware on January 5, 2010;

WHEREAS, the General Partner and the limited partners of the Partnership entered into an Agreement of Limited Partnership of the Partnership, dated as of January 5, 2010, pursuant to which the Partnership was formed;

WHEREAS, the General Partner and the limited partners of the Partnership entered into the Second Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of September 27, 2013, as amended on December 11, 2014, and as further amended on December 4, 2015, December 10, 2015, December 31, 2015, March 10, 2016 and March 24, 2017 (the “**Partnership Agreement**”);

WHEREAS, capitalized terms used but not defined herein shall have the meanings ascribed to them in the Partnership Agreement;

WHEREAS, pursuant to the terms and provisions of that certain Contribution Agreement dated April 10, 2017, by and among the Partnership and the Contributors (as defined therein), as amended by that certain First Amendment to Contribution Agreement, dated May 10, 2017, and as further amended by that certain Second Amendment to Contribution Agreement, dated May 12, 2017 and that certain Third Amendment to Contribution Agreement, dated September 7, 2017 (collectively, the “**Contribution Agreement**”), the Partnership, or its assignee, intends to acquire certain properties, including the real property and improvements commonly known as Fullerton Crossroads, in the City of Fullerton, State of California, with street address 3200-3362 E. Yorba Linda Boulevard, Fullerton, California 92831, and the real property and improvements commonly known as Riverstone Marketplace, in the City of Vancouver, State of Washington, with street address 19215 & 19221 SE 34th Street, 3415, 3425 & 3505 SE 192nd Avenue, Vancouver, Washington 98682 (the “**Properties**”) from the Contributors;

WHEREAS, in connection with the Contribution Agreement, the Partnership shall issue OP Units, to pay a portion of the Contribution Consideration (as defined in the Contribution Agreement) for the Properties, to the Contributors in exchange for the Properties in accordance with the terms of the Contribution Agreement;

WHEREAS, pursuant to Section 4.03(a) of the Partnership Agreement, the General Partner has the power, without the prior consent of the Limited Partners (as defined in the Partnership Agreement), to cause the Partnership to issue additional Partnership Interests, in the form of Partnership Units (which includes OP Units), on such terms and conditions as shall be established by the General Partner in its sole and absolute discretion, in accordance with the Partnership Agreement; and

WHEREAS, pursuant to Sections 4.03(a) and 7.03(c) of the Partnership Agreement, the General Partner has the power, without the prior consent of the Limited Partners, to amend the Partnership Agreement to reflect any change in ownership of Partnership Interests, and the General Partner has determined that it is necessary and desirable to amend the Partnership Agreement, including any exhibits or schedules thereto, in order to reflect such changes.

NOW, THEREFORE, the General Partner desires to effect this Amendment to the Partnership Agreement as provided herein:

1. Exhibit A. Exhibit A to the Partnership Agreement is hereby amended and restated in its entirety as set forth in Schedule A hereto.
2. Partnership Agreement. Except as set forth herein, the Partnership Agreement shall remain in full force and effect.
3. Governing Law. This Amendment shall be governed by, and construed in accordance with, the laws of the State of Delaware.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, this Seventh Amendment to the Partnership Agreement has been executed as of the date first written above.

GENERAL PARTNER:

RETAIL OPPORTUNITY INVESTMENTS GP, LLC,
a Delaware limited liability company

By: Retail Opportunity Investments Corp.,
a Maryland corporation,
its sole member

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

[Signature Page to Seventh Amendment to Partnership Agreement]

SCHEDULE A

PARTNERS AND PARTNERSHIP UNITS

As of October 11, 2017

Name of Partner	Partnership Units (Amount)	Type	Address
General Partner:			
Retail Opportunity Investments GP, LLC	1,238,146	OP Units	8905 Towne Centre Drive, Suite 108, San Diego, California 92122 Attention: Chief Financial Officer Facsimile No.: (858) 408-3810
Limited Partners:			
Retail Opportunity Investments Corp.	108,492,050	OP Units	8905 Towne Centre Drive, Suite 108, San Diego, California 92122 Attention: Chief Financial Officer Facsimile No.: (858) 408-3810
Abby Sher	23,986	OP Units	15935 Alcima Ave. Pacific Palisades, CA 90272
Ari Blum	14,290	OP Units	68 Madrone Avenue Larkspur, CA 94939
Blum Family Trust	23,010	OP Units	c/o Rawson, Blum & Co. 505 Sansome Street, Suite 900 San Francisco, CA 94111
Blum Irrev. Trust, The Joseph	4,602	OP Units	c/o Rawson, Blum & Co. 505 Sansome Street, Suite 900 San Francisco, CA 94111
Circe Sher	14,919	OP Units	681 So. Fitch Mountain Road Healdsburg, CA 95448
Clahan Revocable Trust	46,840	OP Units	c/o Eugene Clahan 16 Meadow Avenue Kentfield, CA 94904
Justin W. Sher	53,967	OP Units	3182 Campus Drive, #252 San Mateo, CA 94403

Name of Partner	Partnership Units (Amount)	Type	Address
Lacey Sher	11,850	OP Units	10500 NE 8th St, Suite 1930 Bellevue, WA 98004
Morgan Blum	14,290	OP Units	c/o Rawson, Blum & Co. 505 Sansome Street, Suite 900 San Francisco, CA 94111
Nigel Sher	10,889	OP Units	10500 NE 8th St, Suite 1930 Bellevue, WA 98004
Rachel Sher	8,295	OP Units	10500 NE 8th St, Suite 1930 Bellevue, WA 98004
Rawson, Blum & Co.	732	OP Units	c/o Rawson, Blum & Co. 505 Sansome Street, Suite 450 San Francisco, CA 94111
Rawson, Living Trust	79,562	OP Units	c/o David Rawson 2744 Green Street San Francisco, CA 94123
Rebecca Wellington	10,889	OP Units	2729 51 st Avenue SW Seattle, WA 98116
SARM Enterprises	424,499	OP Units	10500 NE 8th St, Suite 1930 Bellevue, WA 98004
Sher GP, Inc.	4,196	OP Units	c/o Ronald Sher 10500 NE 8 th St., Suite 1930 Bellevue, WA 98004
Merritt & Pamela Sher Living Trust	243,174	OP Units	c/o Sher Partners 10500 NE 8 th St., Suite 1930 Bellevue, WA 98004
Sher, Ronald	143,160	OP Units	10500 NE 8 th St., Suite 1930 Bellevue, WA 98004
TCA Holdings LLC	1,381,813	OP Units	10500 NE 8 th St., Suite 1930 Bellevue, WA 98004
Terranomics	2,209	OP Units	c/o Sher Partners 10500 NE 8 th St., Suite 1930 Bellevue, WA 98004
Thomas Bomar	24,236	OP Units	71 Reed Ranch Road Tiburon, CA 94920
W&P Steuart Trust dated 9/13/11	17,172	OP Units	27482 Willowbank Road Davis, CA 95618

Name of Partner	Partnership Units (Amount)	Type	Address
Frank K. Boscow and Sue C. Boscow Revocable Trust U/A dated December 12, 1996	113,657	OP Units	287 Cross Road Alamo, CA 94507
2015 JSG Separate Property Trust dated as of November 24, 2015	20,254	OP Units	287 Cross Road Alamo, CA 94507
Thomas Boscow	13,190	OP Units	3411 Gold Nugget Way Placerville, CA 95667
Deborah DeDomenico	32,210	OP Units	13424 Chalk Hill Road Healdsburg, CA 95448
Dennis T. DeDomenico	32,210	OP Units	650 Alvarado Road Berkeley, CA 94705
Claudia DeDomenico	32,210	OP Units	82 Beach St. Belvedere, CA 94920
Lois M. DeDomenico QTIP Trust dated April 28, 1988	32,210	OP Units	2 Requa Place Piedmont, CA 94611
Donna Holpainen	32,210	OP Units	4727 W. Roberts Way Seattle, WA 98199
CDD&D Management, LLC	1,627	OP Units	650 Alvarado Road Berkeley, CA 94705
Cesped 1992 Family Trust dated February 26, 1992	65,065	OP Units	970 Wedge Court Incline Village, NV 89451
David E. Cesped	16,271	OP Units	13148 Freemanville Rd Milton, GA 30004
Vidano 2005 Family Trust	16,271	OP Units	784 Cordilleras Ave San Carlos, CA 94070
Holpainen Holdings, LLC	32,533	OP Units	4727 W. Roberts Way Seattle, WA 98199
Sean Rhatigan & Ellen Rhatigan	16,267	OP Units	1347 Court St. Alameda, CA 94501
Engstrom Family Trust dated May 21, 2004	32,556	OP Units	837 Jefferson Blvd. West Sacramento, CA 95691
Jim and Marsha Engstrom Family Revocable Trust Established May 1, 2006	40,685	OP Units	837 Jefferson Blvd. West Sacramento, CA 95691
Eric A. Engstrom and Sheila Engstrom	40,685	OP Units	837 Jefferson Blvd. West Sacramento, CA 95691
Matthew K. Engstrom and Jennifer Engstrom	8,141	OP Units	837 Jefferson Blvd. West Sacramento, CA 95691

Name of Partner	Partnership Units (Amount)	Type	Address
Richard A. Bruzzone	118,787	OP Units	892 Broadmoor Court Lafayette, CA 94549
Jay Sternoff	305,911	OP Units	22440 NE Union Hill Road Redmond, WA 98053
Nancy Sternoff	117,658 188,253 (SC Limited Participation)	OP Units	1 Grand Army Plaza #11a Brooklyn, NY 11238
Richard Sternoff	289,017	OP Units	5320 Lansdowne Lane Mercer Island, WA 98040
Plaza International	4,393,064	OP Units	21777 Ventura Boulevard Woodland Hills, CA 91364
Hollman Property Company	2,434,833	OP Units	Hollman Property Company 315 Meigs Road, Suite 654 Santa Barbara, California 93109
Derek L. Harrison	200,000	OP Units	33855 Van Duyn Road Eugene, Oregon 97408
Lori Harrison Smith	494,636	OP Units	33855 Van Duyn Road Eugene, Oregon 97408
The Uhlmann Offices, Inc.	1,823,990	OP Units	13245 Riverside Drive Suite 500 Sherman Oaks, California 91423
Fullerton Land Holdings, LLC	581,440	OP Units	13245 Riverside Drive Suite 500 Sherman Oaks, California 91423
TOTALS	123,814,617	OP Units	