

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 23, 2009

RETAIL OPPORTUNITY INVESTMENTS CORP.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33749
(Commission File Number)

26-0500600
(I.R.S. Employer
Identification No.)

3 Manhattanville Road, Purchase, NY
(Address of Principal Executive Offices)

10577
(Zip Code)

Registrant's telephone number, including area code: **(914) 272-8067**

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 (see General Instruction A.2. below):

- 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))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 23, 2009, the Registrant notified the American Stock Exchange (“AMEX”) of its intention to delist its common stock, warrants and units representing one share of common stock and one warrant from AMEX and to list on The Nasdaq Global Market (“NASDAQ”). The common stock will trade under the symbol “ROIC”. The Registrant expects its securities to continue to trade on AMEX until the market closes on November 2, 2009 and to begin trading on NASDAQ on November 3, 2009 when the market opens.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed as part of this report:

99.1 Press Release issued by the Registrant, dated October 23, 2009

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.

Retail Opportunity Investments Corp.

Dated: October 23, 2009

By: /s/ John B. Roche

John B. Roche
Chief Financial Officer

Retail Opportunity Investments Corp. Announces Move to the NASDAQ Stock Market

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NEW YORK, October 23, 2009 – Retail Opportunity Investments Corp. (“ROI”) (NYSE Amex: NAQ), announced today that it will voluntarily transfer its stock exchange listing from the NYSE Amex to the NASDAQ Global Market (“NASDAQ”), effective November 3, 2009. ROI will trade on the NASDAQ under the symbol “ROIC.”

“We believe that NASDAQ is the right listing venue for a newly created, growth-oriented REIT such as ROI” said Stuart Tanz, Chief Executive Officer and President of ROI.

NASDAQ™ is the largest U.S. electronic stock market. With approximately 3,200 companies, it lists more companies and, on average, its systems trade more shares per day than any other U.S. market. NASDAQ is home to companies that are leaders across all areas of business including technology, retail, communications, financial services, transportation, media and biotechnology. NASDAQ is the primary market for trading NASDAQ-listed stocks. For more information about NASDAQ, visit the NASDAQ Web site at <http://www.nasdaq.com> or the NASDAQ Newsroom SM <http://www.nasdaq.com/newsroom>.

Safe Harbor Statement: Certain statements in this press release constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Additional information concerning factors that could cause actual results to differ materially from those in the forward looking statements is contained under the heading of risk factors listed in ROI’s filings with the U.S. Securities and Exchange Commission. ROI does not assume any obligation to update the forward-looking information.

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