

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 3)

RETAIL OPPORTUNITY INVESTMENTS CORP.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE

(Title of Class of Securities)

76131N101

(CUSIP Number)

MAY 27, 2011

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

1	NAMES OF REPORTING PERSONS. Israel A. Englander	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,250,000 (See Item 4(a))*
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,250,000 (See Item 4(a))*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,250,000 (See Item 4(a))*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.9% (See Item 4(a))*	
12	TYPE OF REPORTING PERSON IN	

1	NAMES OF REPORTING PERSONS. Grandview LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER (See Item 4(a))*
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER (See Item 4(a))*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 4(a))*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) (See Item 4(a))*	
12	TYPE OF REPORTING PERSON OO	

1	NAMES OF REPORTING PERSONS. Millennium International Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER (See Item 4(a))*
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER (See Item 4(a))*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 4(a))*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) (See Item 4(a))*	
12	TYPE OF REPORTING PERSON CO	

1	NAMES OF REPORTING PERSONS. Millennium International Management LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER (See Item 4(a))*
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER (See Item 4(a))*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 4(a))*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) (See Item 4(a))*	
12	TYPE OF REPORTING PERSON PN	

1	NAMES OF REPORTING PERSONS. Millennium International Management GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER (See Item 4(a))*
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER (See Item 4(a))*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 4(a))*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) (See Item 4(a))*	
12	TYPE OF REPORTING PERSON OO	

1	NAMES OF REPORTING PERSONS. Millennium Management LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH				
			5	SOLE VOTING POWER -0-
			6	SHARED VOTING POWER (See Item 4(a))*
			7	SOLE DISPOSITIVE POWER -0-
8	SHARED DISPOSITIVE POWER (See Item 4(a))*			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (See Item 4(a))*			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) (See Item 4(a))*			
12	TYPE OF REPORTING PERSON OO			

Item 1.(a) Name of Issuer:

Retail Opportunity Investments Corp., a Delaware corporation (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

3 Manhattanville Road
Purchase, New York 10577

Item 2.(a) Name of Person Filing:(b) Address of Principal Business Office:(c) Citizenship:

Israel A. Englander
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

Grandview LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Millennium International Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Millennium International Management LP
c/o Millennium International Management GP LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium International Management GP LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

(d) Title of Class of Securities:

common stock, par value \$0.0001 per share ("Common Stock")

(e) CUSIP Number:

76131N101

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:*

As of the close of business on June 3, 2011, Grandview LLC, a Delaware limited liability company ("Grandview"), held warrants to purchase 1,046,549 shares of the Issuer's Common Stock, and Millennium International, Ltd., an exempted company organized under the laws of the Cayman Islands ("Millennium International"), held warrants to purchase 203,451 shares of the Issuer's Common Stock. Each warrant entitles the holder to purchase one share of Common Stock from the Issuer at an exercise price of \$12.00 per share ("Warrants"). The Warrants will expire on October 23, 2014, or earlier upon redemption. Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the manager of Grandview and may be deemed to have shared voting control and investment discretion over securities owned by Grandview. Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to Millennium International, and may be deemed to have shared voting control and investment discretion over securities owned by Millennium International. Millennium International Management GP LLC, a Delaware limited liability company ("Millennium International Management GP"), is the general partner of Millennium International Management, and may be deemed to have shared voting control and investment discretion over securities owned by Millennium International. Israel A. Englander, a United States citizen ("Mr. Englander"), is the managing member of Millennium Management and of Millennium International Management GP. Consequently, Mr. Englander may also be deemed to have shared voting control and investment discretion over securities owned by Grandview and Millennium International. Therefore, as of the close of business on June 3, 2011, Mr. Englander may be deemed to have beneficially owned, and the other Reporting Persons beneficially owned, or may be deemed to have beneficially owned (as the case may be), in the aggregate, 1,250,000 shares of the Issuer's Common Stock, which represents approximately 2.9% (calculated pursuant to Rule 13d-3), of the outstanding shares of the Issuer's Common Stock.

The foregoing should not be construed in and of itself as an admission by Millennium International Management, Millennium International Management GP, Millennium Management or Mr. Englander as to beneficial ownership of the securities owned by Grandview or Millennium International, (as the case may be).

(b) Percent of Class:

As of the close of business on June 3, 2011, Mr. Englander may be deemed to have beneficially owned 1,250,000 shares of the Issuer's Common Stock or approximately 2.9% (see Item 4(a) above), which percentage was calculated based on 42,075,433 shares of Common Stock outstanding as of May 5, 2011, as per the Issuer's Form 10-Q dated May 6, 2011.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

(See Item 4(b))*

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

(See Item 4(b))*

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of June 3, 2011, by and among Israel A. Englander, Grandview LLC, Millennium International, Ltd., Millennium International Management LP, Millennium International Management GP LLC and Millennium Management LLC.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: June 3, 2011

/s/ Israel A. Englander by David Nolan
pursuant to Power of Attorney filed with
the SEC on June 6, 2005

Israel A. Englander

GRANDVIEW LLC

By: Millennium Management LLC,
its Manager

By: /s/ David Nolan

Name: David Nolan

Title: Co-President

MILLENNIUM INTERNATIONAL, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/ David Nolan

Name: David Nolan

Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/ David Nolan

Name: David Nolan

Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP
LLC

By: /s/ David Nolan

Name: David Nolan

Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan

Name: David Nolan

Title: Co-President

EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of Common Stock, par value \$0.0001 per share, of Retail Opportunity Investments Corp., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: June 3, 2011

/s/ Israel A. Englander by David Nolan
pursuant to Power of Attorney filed with
the SEC on June 6, 2005

Israel A. Englander

GRANDVIEW LLC

By: Millennium Management LLC,
its Manager

By: /s/ David Nolan

Name: David Nolan
Title: Co-President

MILLENNIUM INTERNATIONAL, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/ David Nolan

Name: David Nolan
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/ David Nolan

Name: David Nolan
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP
LLC

By: /s/ David Nolan

Name: David Nolan
Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan

Name: David Nolan
Title: Co-President