

**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): December 31, 2015

**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  
(Address of Principal Executive Offices)

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 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))

### Item 3.02 Unregistered Sale of Equity Securities

On December 31, 2015, Retail Opportunity Investments Partnership, LP (the “Operating Partnership”) acquired Warner Plaza (the “Transaction”), located in Woodland Hills, California, for consideration of approximately \$76.3 million which was paid through a combination of cash and the issuance of 4,393,064 units of limited partnership interest in the Operating Partnership (the “OP Units”). The OP Units were issued in a private placement in reliance on Section 4(2) of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

In connection with the Transaction, Retail Opportunity Investments Corp. (the “Company”) entered into a registration rights agreement with the seller of Warner Plaza who received OP Units pursuant to which the Company agreed, subject to certain exceptions, to use commercially reasonable efforts to file a shelf registration statement covering the resale of shares of common stock that may be issued upon exchange of such OP Units, and to use commercially reasonable efforts to cause such shelf registration statement to be declared effective as soon as practicable thereafter. In addition, the Company entered into a tax protection agreement pursuant to which it agreed, subject to certain exceptions, to indemnify the seller of Warner Plaza who received OP Units against certain tax liabilities, if such liabilities result from a transaction involving a direct or indirect taxable acquisition of Warner Plaza.

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