

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>TANZ STUART A</u> (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 <u>RETAIL OPPORTUNITY INVESTMENTS CORP [ROIC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/26/2024 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 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) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.0001 per share | 12/26/2024 | | A | | 219,178 ⁽¹⁾ | A | \$0 | 2,477,240 | I | See footnote ⁽²⁾ |
| Common Stock, par value \$0.0001 per share | 12/26/2024 | | F | | 203,007 ⁽³⁾ | D | \$17.35 | 2,274,233 | I | See footnote ⁽²⁾ |
| Common Stock, par value \$0.0001 per share | | | | | | | | 80,590 | I | See footnote ⁽⁴⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| OP Units | (5) | | | | | | | (5) | (6) | Common Stock, par value \$0.0001 per share | 113,727 | 113,727 | I | See footnote ⁽²⁾ |

Explanation of Responses:

- On February 15, 2022, the reporting person was granted, subject to vesting, 219,178 restricted shares of common stock, par value \$0.0001 per share ("common stock"), of Retail Opportunity Investments Corp., a Maryland corporation (the "Company") that were issued pursuant to the Company's Second Amended and Restated 2009 Equity Incentive Plan and such amount reflects the maximum earnable award under such grant. Vesting of the shares was based on the Company's achievement of certain performance criteria during the performance period from January 1, 2022 to December 31, 2024 (the "performance period"). Such awards were modified in December 2024 to accelerate the vesting of such awards from January 2025 to December 26, 2024 and for such awards to be deemed achieved at maximum-level performance irrespective of the terms of the award agreements governing such awards.
- These shares of common stock, or units of limited partner interest ("OP Units") of Retail Opportunity Investments Partnership, LP, a Delaware limited partnership (the "Partnership") and the operating partnership of the Company, as the case may be, are held by the Stuart A. Tanz Separate Property Trust U/A dated 6/16/2006 of which the reporting person's spouse is a Trustee.
- Consists of shares of common stock of the Company, withheld by the Company in order to satisfy the tax withholding obligation of the reporting person in connection with shares of restricted common stock that vested.
- These shares are held by two grantor retained annuity trusts of which the reporting person is the sole annuitant and trustee.
- The reporting person has the right to cause the Partnership to redeem some or all of the reporting person's OP Units for cash in an amount equal to the market value (as defined in Partnership's Second Amended and Restated Agreement of Limited Partnership, as amended) of an equivalent number of shares of common stock or at the Company's option, shares of common stock on a one-for-one basis, subject to certain adjustments.
- N/A

Remarks:

/s/ Michael B. Haines,
Attorney-in-fact for Stuart A. Tanz 12/30/2024

** Signature of Reporting Person Date

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

* 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.