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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 14, 2023**

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**RETAIL OPPORTUNITY INVESTMENTS CORP**  
(Exact Name of Registrant as Specified in Its Charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-33749**  
(Commission  
File Number)

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

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**RETAIL OPPORTUNITY INVESTMENTS  
PARTNERSHIP, LP**  
(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-189057-01**  
(Commission  
File Number)

**94-2969738**  
(I.R.S. Employer  
Identification No.)

**11250 El Camino Real, Suite 200**  
**San Diego, California**  
(Address of Principal Executive Offices)

**92130**  
(Zip Code)

**(858) 677-0900**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name, former address and former fiscal year, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§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 new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Securities registered pursuant to Section 12(b) of the Exchange Act:

Name of Registrant	Title of each class	Trading Symbol	Name of each exchange on which registered
Retail Opportunity Investments Corp.	Common Stock, par value \$0.0001 per share	ROIC	NASDAQ
Retail Opportunity Investments Partnership, LP	None	None	None

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**Item 1.01 Entry into a Material Definitive Agreement.**

On September 14, 2023, Retail Opportunity Investments Partnership, LP (the “Issuer”) launched and priced a registered underwritten public offering of \$350.0 million aggregate principal amount of 6.750% Senior Notes due 2028 (the “Notes”), fully and unconditionally guaranteed by Retail Opportunity Investments Corp. (the “Company”). The Notes were sold pursuant to the Company’s and the Issuer’s effective shelf registration statement on Form S-3ASR (File Nos. 333-264510 and 333-264510-01) filed on April 27, 2022 and the related prospectus dated April 27, 2022, as supplemented by a prospectus supplement dated September 14, 2023. The Notes are governed by the Indenture, dated as of December 9, 2013 (the “Base Indenture”) between the Company, the Issuer and Wells Fargo Bank, National Association, as will be supplemented by a supplemental indenture, which is dated on or about the date of closing, by and among the Company, the Issuer and Computershare Trust Company, N.A., as successor to Wells Fargo Bank, National Association, as trustee (the “Trustee”) (the “Supplemental Indenture” and, together with the Base Indenture, the “Indenture”). The Notes will pay interest semi-annually on April 15 and October 15, commencing on April 15, 2024, at a rate of 6.750% per annum, and mature on October 15, 2028, unless redeemed earlier by the Issuer. The Notes are the Issuer’s senior unsecured indebtedness that rank equally in right of payment with the Issuer’s other unsecured indebtedness, and effectively junior to (i) all of the indebtedness and other liabilities, whether secured or unsecured, and any other claims in equity of the Issuer’s subsidiaries, and (ii) all of the Issuer’s indebtedness that is secured by the Issuer’s assets, to the extent of the value of the assets securing such indebtedness outstanding. The Company will fully and unconditionally guarantee the Issuer’s obligations under the Notes on a senior unsecured basis, including the due and punctual payment of principal of, and premium, if any, and interest on, the notes, whether at stated maturity or upon acceleration, notice of redemption or otherwise. The guarantee will be a senior unsecured obligation of the Company and will rank equally in right of payment with all other senior unsecured indebtedness of the Company. The Company’s guarantee of the Notes will be effectively subordinated in right of payment to all liabilities, whether secured or unsecured, and any preferred equity of its subsidiaries (including the Issuer and any entities owned by the Company accounts for under the equity method of accounting).

In connection with the issuance and sale of the Notes, the Issuer and the Company entered into an underwriting agreement, dated September 14, 2023 (the “Underwriting Agreement”) by and among the Issuer, the Company, and J.P. Morgan Securities LLC, BofA Securities, Inc., PNC Capital Markets LLC and Wells Fargo Securities, LLC for themselves and as representatives of the other underwriters named in Schedule A thereto (collectively, the “Underwriters”). The offering is scheduled to close on September 21, 2023, subject to specified closing conditions. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
1.1	<a href="#">Underwriting Agreement, dated as of September 14, 2023, by and among Retail Opportunity Investments Partnership, LP, Retail Opportunity Investments Corp. and J.P. Morgan Securities LLC, BofA Securities, Inc., PNC Capital Markets LLC and Wells Fargo Securities, LLC for themselves and as representatives of the other Underwriters named in Schedule A thereto.</a>
4.1	<a href="#">Indenture, dated as of December 9, 2013, by and between Retail Opportunity Investments Partnership, LP, Retail Opportunity Investments Corp. and Wells Fargo Bank, National Association (incorporated by reference to the Company’s current report on Form 8-K filed on December 9, 2013).</a>
101	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL (and contained in Exhibit 101)

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 20, 2023

RETAIL OPPORTUNITY INVESTMENTS CORP.

By: /s/ Michael B. Haines

Name: Michael B. Haines

Title: Chief Financial Officer

Dated: September 20, 2023

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

[Signature Page to Form 8-K Underwriting Agreement]