



DIVISION OF
CORPORATION FINANCE

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

April 26, 2013

Via E-mail

Thomas J. Baldwin
Chief Executive Officer
ROI Acquisition Corporation
601 Lexington Avenue
51st Floor
New York, NY 10022

**Re: ROI Acquisition Corporation
Preliminary Merger Proxy Statement on Schedule 14A
Filed March 13, 2013
File No. 001-35437**

Dear Mr. Baldwin:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Terry French for

Larry Spigel
Assistant Director

cc: Via E-mail
Joel Rubinstein, Esq.
Michael Pilo, Esq.
McDermott Will & Emery LLP