

COMPETITIVE TECHNOLOGIES INC

Form SC 13G

February 17, 2009

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

SCHEDULE 13G  
(Amendment No. 2)

Under the Securities Exchange Act of 1934

Competitive Technologies, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

204512107  
(CUSIP Number)

December 31, 2008  
(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 or 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).

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1      Name of Reporting Person      ROI Capital Management,  
Inc.

IRS Identification No. of Above Person      68-0269547

2      Check the Appropriate Box if a Member of a Group

(a)     

(b)     

3      SEC USE ONLY

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4      Citizenship or Place of Organization  
            California  
                            5      Sole Voting Power  
  579,200  
NUMBER OF      6      Shared Voting Power  
SHARES  
BENEFICIALLY      -0-  
OWNED BY EACH  
REPORTING      7      Sole Dispositive Power  
PERSON WITH  
                            579,200  
                            8      Shared dispositive Power  
  -0-

9      Aggregate Amount Beneficially Owned by each Reporting  
Person  
            579,200

10     Check Box if the Aggregate Amount in Row (9) Excludes  
Certain Shares\*      [ ]

11     Percent of Class Represented by Amount in Row 9  
            6.9%

12     Type of Reporting Person\*  
            CO

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1      Name of Reporting Person      Mark T. Boyer  
            IRS Identification No. of Above Person

2      Check the Appropriate Box if a Member of a Group  
                            (a)      [ ]  
                            (b)      [ ]

3      SEC USE ONLY

4      Citizenship or Place of Organization  
            United States  
                            5      Sole Voting Power  
  579,200  
NUMBER OF      6      Shared Voting Power  
SHARES

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 Sole Dispositive Power 579,200

8 Shared dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting Person

579,200

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* [ ]

11 Percent of Class Represented by Amount in Row 9

6.9%

12 Type of Reporting Person\*

IN

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1 Name of Reporting Person Mitchell J. Soboleski  
IRS Identification No. of Above Person

2 Check the Appropriate Box if a Member of a Group  
(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

579,200

NUMBER OF SHARES 6 Shared Voting Power

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 Sole Dispositive Power

579,200

8 Shared dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting Person

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579,200

10 Check Box if the Aggregate Amount in Row (9) Excludes  
Certain Shares\* [ ]

11 Percent of Class Represented by Amount in Row 9

6.9%

12 Type of Reporting Person\*

IN

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Item 1(a). Name of Issuer.

Competitive Technologies, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices.

777 Commerce Drive, Suite 100, Fairfield, CT 06825

Item 2(a). Names of Persons Filing.

Mitchell J. Soboleski, Mark T. Boyer and ROI Capital  
Management, Inc.

Item 2(b). Address of Principal Business Office or, if none,  
Residence.

The business address of Mitchell Soboleski, Mark T. Boyer  
and ROI Capital Management, Inc. is 300 Drakes Landing Road,  
Suite 175, Greenbrae, CA 94904.

Item 2(c). Citizenship.

Mitchell J. Soboleski and Mark T. Boyer are United States  
citizens. ROI Capital Management, Inc. is a California  
corporation.

Item 2(d). Title of Class of Securities.

Common Stock

Item 2(e). CUSIP Number.

204512107

Item 3. If this statement is filed pursuant to 240.13d-  
1(b) or 240.13d-2(b) or (c), 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).

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(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

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(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 240.13b-1(b)(1)(ii)(G) (with respect to Mitchell J. Soboleski and Mark T. Boyer only).

(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.

Reference is made hereby made to Items 5-9 and 11 of pages two (2), three (3) and four (4) of this Schedule 13G, which Items are incorporated by reference herein.

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

Not applicable.

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

ROI Capital Management, Inc. is deemed to be the beneficial owner of the number of securities reflected in Item 5-9 and 11 of page two (2) of this Schedule 13G pursuant to separate arrangements whereby it acts as investment manager to certain persons. Each person for whom ROI Capital Management, Inc. acts as investment manager has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock purchased or held pursuant to such arrangements. Mitchell J. Soboleski & Mark T. Boyer are deemed to be the beneficial owners of the number of securities reflected in Items 5-9 and 11 on pages three (3) and four (4) of this Schedule 13G pursuant to their ownership interest in ROI Capital Management, Inc.

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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.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below, ROI Capital Management, Inc., Mitchell  
J. Soboleski and Mark T. Boyer certify that, to the best of  
their respective knowledge and believe, the securities  
referred to above on pages two (2), three (3) and four (4),  
respectively, of this Schedule 13G 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.

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Signature

After reasonable inquiry and to the best of their  
respective knowledge and belief, the undersigned certify that  
the information set forth in this statement is true, complete  
and correct.

DATED: February 13, 2009

MITCHELL J. SOBOLESKI

/s/ Mitchell J. Soboleski

\_\_\_\_\_  
By: Mitchell J. Soboleski

MARK T. BOYER

/s/ Mark T. Boyer

\_\_\_\_\_  
By: Mark T. Boyer

ROI CAPITAL MANAGEMENT, INC.

/s/ Mitchell J. Soboleski

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By: Mitchell J. Soboleski  
its: Secretary