

COMPETITIVE TECHNOLOGIES INC  
Form SC 13G/A  
February 16, 2010

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.3)

Competitive Technologies, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

204512107  
(CUSIP Number)

December 31, 2009  
(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)

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3 SEC USE ONLY

4 Citizenship or Place of Organization

California

5 Sole Voting Power

459,700

NUMBER OF SHARES 6 Shared Voting Power

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

7 Sole Dispositive Power

459,700

8 Shared dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting Person

459,700

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) [ ]

11 Percent of Class Represented by Amount in Row (9)

4.4%

12 Type of Reporting Person (see instructions)

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

459,700

NUMBER OF SHARES 6 Shared Voting Power

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SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 Sole Dispositive Power  
459,700

8 Shared dispositive Power  
-0-

9 Aggregate Amount Beneficially Owned by each Reporting Person  
459,700

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11 Percent of Class Represented by Amount in Row (9)  
4.4%

12 Type of Reporting Person (see instructions)  
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  
459,700

6 Shared Voting Power  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 Sole Dispositive Power  
459,700

8 Shared dispositive Power  
-0-

9 Aggregate Amount Beneficially Owned by each Reporting

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Person

459,700

10 Check if the Aggregate Amount in Row (9) Excludes Certain  
Shares (see instructions) [ ]

11 Percent of Class Represented by Amount in Row (9)

4.4%

12 Type of Reporting Person (see instructions)

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 240.13d-1(b)(1)(ii)(G).

(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)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);

(K)  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.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x].

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

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

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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 11, 2010

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

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

its: Secretary