

AMERICAN RIVER BANKSHARES

Form 10-K/A

November 07, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K/A**

**(Amendment No. 1)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-31525

AMERICAN RIVER BANKSHARES

(Exact name of registrant as specified in its charter)

California 68-0352144  
State or other jurisdiction of (IRS Employer Identification No.)  
incorporation or organization

3100 Zinfandel Drive, Rancho Cordova, California 95670  
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code 916-851-0123

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

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Title of Each Class                      Name of Each Exchange On Which Registered  
Common Stock, no par value      NASDAQ Global Select Market

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.    x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o

Accelerated filer x

Non-accelerated filer o (Do not check if a smaller reporting company)

Smaller reporting company o

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$88,881,000.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

As of February 26, 2018, the registrant's no par value Common Stock totaled 6,050,924 shares outstanding.

**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 (the “Amendment”) to American River Bankshares Annual Report on Form 10-K (the “Form 10-K”) for the Period ended December 31, 2017, as filed with the Securities and Exchange Commission on February 28, 2018, is to revise the hyperlink in Exhibit 10.3 in Item 15.

The revised hyperlink in Exhibit 10.3 is for the first amendment thereto dated January 21, 2015, incorporated by reference from Exhibit 99.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on January 23, 2015. This Amendment contains only the cover page to this Form 10-K/A, the Explanatory Note, Item 15, the Signature Page and the Sarbanes-Oxley Exhibits. No other changes have been made to the Form 10-K.

This Amendment to the Form 10-K does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the original Form 10-K. Accordingly, this Amendment should be read in conjunction with the Form 10-K and our other filings with the SEC.

**Item 15. Exhibits and Financial Statement Schedules.**

(a)(3) Exhibits.

| <u>Exhibit<br/>Number</u> | <u>Document Description</u> |
|---------------------------|-----------------------------|
|---------------------------|-----------------------------|

|         |   |
|---------|---|
| *(10.3) | <u>Registrant's Deferred Compensation Plan, incorporated by reference from Exhibit 99.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on January 3, 2012 and first amendment thereto dated January 21, 2015, incorporated by reference from Exhibit 99.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on January 23, 2015.</u> |
|---------|---|

\* Denotes management contracts, compensatory plans or arrangements.

3

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN RIVER BANKSHARES

November 7, 2018 By: /s/ DAVID E. RITCHIE, JR.  
 David E. Ritchie, Jr.  
 Chief Executive Officer  
 (Principal Executive Officer)

November 7, 2018 By: /s/ MITCHELL A. DERENZO  
 Mitchell A. Derenzo  
 Chief Financial Officer  
 (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

| Signature  | Title   | Date     |
|--|---|----------|
| /s/ KIMBERLY A. BOX<br>Kimberly A. Box             | Director  | 10/28/18 |
| /s/ CHARLES D. FITE<br>Charles D. Fite             | Director, Chairman  | 11/07/18 |
| /s/ JEFFERY OWENSBY<br>Jeffery Owensby             | Director  | 10/26/18 |
| /s/ DAVID E. RITCHIE, JR.<br>David E. Ritchie, Jr. | Director, Chief Executive Officer<br>(Principal Executive Officer)      | 11/07/18 |
| /s/ STEPHEN H. WAKS<br>Stephen H. Waks             | Director  | 10/25/18 |
| /s/ PHILIP A. WRIGHT<br>Philip A. Wright           | Director  | 10/29/18 |
| /s/ MICHAEL A. ZIEGLER<br>Michael A. Ziegler       | Director  | 10/25/18 |
| /s/ MITCHELL A. DERENZO<br>Mitchell A. Derenzo     | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | 11/07/18 |

**EXHIBIT INDEX**

| Exhibit Number | Description   | Page |
|----------------|---|------|
| 31.1           | <u>Certifications of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>  | 6    |
| 31.2           | <u>Certifications of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>  | 7    |
| 32.1           | <u>Certification of American River Bankshares Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> | 8    |
| 5              |   |      |