

RIVERVIEW BANCORP INC
Form SC 13G
May 24, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Riverview Bancorp (RVSB)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

769397100

(CUSIP Number)

5/18/2018

(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 for 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).

| | | |
|-----------|--|--------------------------------|
| | NAME OF REPORTING PERSONS | Financial Opportunity Fund LLC |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | |
| | 5 SOLE VOTING POWER | |
| | 6 SHARED VOTING POWER | 1,117,142 (1) |
| | 7 SOLE DISPOSITIVE POWER | |
| | 8 SHARED DISPOSITIVE POWER | 1,117,142 (1) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 1,117,142 (1) |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |

11 PERCENT OF CLASS REPRESENTED 4.95%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 1,117,142 common stock.

| | | |
|-----------|--|---|
| | NAME OF REPORTING PERSONS | Financial Opportunity Long/Short Fund LLC |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | |
| | 5 SOLE VOTING POWER | |
| | 6 SHARED VOTING POWER | 29,800 (1) |
| | 7 SOLE DISPOSITIVE POWER | |
| | 8 SHARED DISPOSITIVE POWER | 29,800 (1) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 29,800 (1) |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.13%

12 TYPE OF REPORTING PERSON OO

(1) Consists of 29,800 common stock.

| | | |
|-----------|---|--|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | FJ Capital Management LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER |
| | 6 | SHARED VOTING POWER 1,273,912 (1) |
| | 7 | SOLE DISPOSITIVE POWER |
| | 8 | SHARED DISPOSITIVE POWER 1,273,912 (1) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 1,273,912 (1) |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |

11 PERCENT OF CLASS REPRESENTED 5.64%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 1,117,142 shares of common stock held by Financial Opportunity Fund LLC and 29,800 shares of common stock held by Financial Opportunity Long/Short Fund LLC, of which FJ Capital Management LLC is the managing member, and 126,970 shares of common stock held by a managed account that FJ Capital Management manages.

1 NAME OF REPORTING PERSONS
 Martin S. Friedman
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|-----------------------------------|---------------|
| 5 SOLE VOTING POWER | |
| 6 SHARED VOTING POWER | 1,273,912 (1) |
| 7 SOLE DISPOSITIVE POWER | |
| 8 SHARED DISPOSITIVE POWER | 1,273,912 (1) |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,273,912 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 5.64%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

(1) Consists of 1,117,142 shares of common stock held by Financial Opportunity Fund LLC and 29,800 shares of common stock held by Financial Opportunity Long/Short Fund LLC, of which FJ Capital Management LLC is the managing member, and 126,970 shares of common stock held by a managed account that FJ Capital Management manages. Mr. Friedman is the managing member of FJ Capital Management LLC.

**Item
1(a).** **Name of Issuer:**

Riverview Bancorp (RVSB)

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

900 Washington Street
Suite 900
Vancouver, WA 98660

**Item
2(a).** **Name of Person Filing:**

This Schedule 13G is being filed on behalf of the following Reporting Persons:

Financial Opportunity Fund LLC

Financial Opportunity Long/Short Fund LLC

FJ Capital Management LLC

Martin S. Friedman

**Item
2(b).** **Address of Principal Business Office or, if None, Residence:**

Financial Opportunity Fund LLC

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

Financial Opportunity Long/Short Fund LLC

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

FJ Capital Management, LLC

1313 Dolley Madison Blvd., Ste 306
McLean, VA 22101

Martin S. Friedman

1313 Dolley Madison Blvd., Ste 306

McLean, VA 22101

**Item
2(c).**

Citizenship:

Financial Opportunity Fund LLC, Financial Opportunity Long/Short Fund LLC, FJ Capital Management LLC – Delaware limited liability companies
Martin S. Friedman – United States citizen

**Item
2(d).**

Title of Class of Securities:

Common Stock

**Item
2(e).**

CUSIP Number:

769397100

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).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (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)(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 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Ownership information is provided as of:

(a) Amount beneficially owned:

Financial Opportunity Fund LLC –
1,117,142 shares

Financial Opportunity Long/Short Fund
LLC – 29,800 shares

FJ Capital Management LLC – 1,273,912
shares

Martin S. Friedman – 1,273,912 shares

(b) Percent of class:

Financial Opportunity Fund LLC – 4.95%

Financial Opportunity Long/Short Fund
LLC – 0.13%

FJ Capital Management LLC – 5.64%

Martin S. Friedman – 5.64%

(c) Number of shares as to which such person
has:

(i) Sole power to vote or to direct the vote

All Reporting Persons – 0

(ii) Shared power to vote or to direct the vote

Financial Opportunity Fund LLC – 1,117,142 shares

Financial Opportunity Long/Short Fund LLC – 29,800 shares

FJ Capital Management LLC – 1,273,912 shares

Martin S. Friedman – 1,273,912 shares

(iii) Sole power to dispose or to direct the disposition of

All Reporting Persons – 0

(iv) Shared power to dispose or to direct the disposition of

Financial Opportunity Fund LLC – 1,117,142 shares

Financial Opportunity Long/Short Fund LLC – 29,800 shares

FJ Capital Management LLC – 1,273,912 shares

Martin S. Friedman – 1,273,912 shares

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

N/A

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

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

Due to the relationships among them, the reporting persons hereunder may be deemed to constitute a “group” with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

Item 9. Notice of Dissolution of Group.

N/A

**Item
10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

SIGNATURE

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

Financial Opportunity Fund LLC

Date: 5/21/2018 By: FJ Capital Management LLC, its Managing Member

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

Financial Opportunity Long/Short Fund LLC

By: FJ Capital Management LLC, its Managing Member

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

FJ Capital Management LLC

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

/s/ Martin S. Friedman

MARTIN S. FRIEDMAN