

RIVERVIEW BANCORP INC  
Form 8-K/A  
March 23, 2012

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 23, 2012

RIVERVIEW BANCORP, INC.  
(Exact name of registrant as specified in its charter)

|   |  |   |
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| Washington<br>(State or other jurisdiction<br>of incorporation)                                     | 000-22957<br>(Commission<br>File Number) | 91-1838969<br>(I.R.S. Employer<br>Identification No.) |
| 900 Washington Street, Suite 900, Vancouver, Washington<br>(Address of principal executive offices) |  | 98660<br>(Zip Code)                                   |

Registrant's telephone number, including area code: (360) 693-6650

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note

This Form 8-K/A is being filed as an amendment to the Current Report on Form 8-K filed on July 22, 2011 with the Securities and Exchange Commission (the “Original 8-K”) by Riverview Bancorp, Inc. (“Company”) solely for the purpose of disclosing the determination of the Company’s Board of Directors with respect to the frequency of shareholder advisory votes on executive compensation. This Form 8-K/A does not amend or modify the Original 8-K in any other respect.

Item 5.07 Submission of Matters to a Vote of Security Holders.

(d) At the Annual Meeting of Shareholders (“Annual Meeting”) of the Company held on July 20, 2011, the Company’s Board of Directors (the “Board of Directors”) recommended that the Company’s future advisory votes on executive compensation should be held every year. Consistent with the Board of Director’s intention set forth in the Company’s definitive proxy statement for the 2011 annual meeting of shareholders and in light of the voting results with respect to Proposal 3 discussed in the Original 8-K, the Board of Directors determined to hold an annual shareholder advisory vote to approve the compensation of the Company’s named executive officers, commencing with its 2012 annual meeting of shareholders, and continuing thereafter until such time that the frequency vote is next presented to shareholders or until the Board of Directors determines that a different frequency is in the best interest of the Company and its shareholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RIVERVIEW BANCORP, INC.

Date: March 23, 2012

/s/Kevin J. Lycklama  
Kevin J. Lycklama  
Chief Financial Officer  
(Principal Financial Officer)