

£ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

£ Solicitation 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))

Page 1 of 3 Pages

The Index to Exhibits is on Page 3

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 21, 2015, the registrants made changes to the American River Bankshares Deferred Compensation Plan (the "First Amendment") to clarify certain provisions of the Plan.

The foregoing description is qualified by reference to the Plan attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

(99.1) First Amendment to the American River Bankshares Deferred Compensation Plan.

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.

AMERICAN RIVER BANKSHARES

/s/ Mitchell A. Derenzo

January 22, 2015 Mitchell A. Derenzo, Chief Financial Office

Page 2 of 3 Pages

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>	<u>Page</u>
99.1	First Amendment to the American River Bankshares Deferred Compensation Plan	

Page 3 of 3 Pages