



**Item 1.01 Entry into a Material Definitive Agreement.**

On December 9, 2005, Riviera Tool Company (the Company) entered into an Omnibus Amendment with Laurus Master Fund, Ltd. (Laurus), amending the term Fixed Conversion Price with respect to the Convertible Term Note (the Term Note), dated as of May 17, 2005, by the Company in favor of Laurus in the aggregate principal amount of \$3,200,000 issued pursuant to the terms of the Securities Purchase Agreement, dated as of May 17, 2005, between the Company and Laurus. The term Fixed Conversion Price, with respect solely to the Term Note, was amended as follows:

The initial Fixed Conversion Price means \$1.66; provided, however, that in respect of the first \$150,000 of aggregate principal amount (the Initial Converted Amount) of the Term Note converted into shares of the Company's common stock, the Fixed Conversion Price in respect of such Initial Converted Amount (and the interest and fees associated therewith to the extent converted) shall be equal to \$0.55.

A prospectus supplement relating to the prospectus, dated August 3, 2005 (File No. 33-126659), of the Company was filed with the Commission on December 9, 2005 reflecting such amended terms.

**Exhibits**

| <u>EXHIBIT NO.</u> | <u>DESCRIPTION</u>   |
|--------------------|--|
| 10.1               | Omnibus Amendment between Laurus Master Fund, Ltd. and Riviera Tool Company, dated December 9, 2005. |

**SIGNATURES**

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

Date: December 9, 2005

Riviera Tool Company

/s/ Peter C. Canepa

Peter C. Canepa

Chief Financial Officer