

RIVERVIEW BANCORP INC  
Form 8-K  
July 22, 2011

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 20, 2011

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

|   |  |   |
|---|--|---|
| 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))

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) The Annual Meeting of the Company was held on July 20, 2011.

(b) There were a total of 22,471,890 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 13,715,702 shares of common stock were represented in person or by proxy, therefore a quorum was present. The following proposal was submitted by the Board of Directors to a vote of stockholders:

Proposal 1. Election of Directors. The following individuals were elected as directors for three year terms:

|                  | FOR             |                                       | WITHHELD        |                                       | BROKER<br>NON-<br>VOTES |
|------------------|-----------------|---------------------------------------|-----------------|---------------------------------------|-------------------------|
|                  | No. of<br>votes | Percentage<br>of<br>shares<br>present | No. of<br>Votes | Percentage<br>of<br>shares<br>present | No. of<br>votes         |
| Patrick Sheaffer | 13,543,770      | 98.75                                 | 171,932         | 1.25                                  | --                      |
| Edward R. Geiger | 13,548,323      | 98.78                                 | 167,379         | 1.22                                  | --                      |
| Bess R. Wills    | 13,544,598      | 98.75                                 | 171,104         | 1.25                                  | --                      |

Based on the votes set forth above, Messrs. Sheaffer and Geiger and Ms. Wills were duly elected to serve as directors of the Company for a three year term expiring at the annual meeting of stockholders in 2014 and until their respective successors have been duly elected and qualified.

The terms of Directors Jerry C. Olson, Gary R. Douglass, Ronald A. Wysaske, Michael D. Allen and Gerald L. Nies continued.

Proposal 2. An advisory (non-binding) vote to approve our executive compensation. This proposal received the following votes:

|     | Percentage<br>of<br>shares<br>present | Against | Percentage<br>of<br>shares<br>present | Abstain | Percentage<br>of<br>shares<br>present | Broker Non-<br>Vote |
|-----|---------------------------------------|---------|---------------------------------------|---------|---------------------------------------|---------------------|
| For | 94.91                                 | 371,923 | 2.71                                  | 325,668 | 2.38                                  | --                  |

Based on the votes set forth above, the compensation of the Company's named executive officers was approved by stockholders.

Proposal 3. An advisory (non-binding) vote on whether an advisory vote on executive compensation should be held every one, two or three years. This proposal received the following votes:

|     | Percent-<br>age of<br>shares | Two | Percent-<br>age of<br>shares | Three | Percent-<br>age of<br>shares | Broker |
|-----|------------------------------|-----|------------------------------|-------|------------------------------|--------|
| One |                              |     |                              |       |                              |        |

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| Year       | present | Years   | present | Years   | present | Abstain | Non-Vote |
|------------|---------|---------|---------|---------|---------|---------|----------|
| 12,442,438 | 90.72   | 875,813 | 6.39    | 259,878 | 1.89    | 137,573 | --       |

Based on the votes set forth above, an advisory vote on executive compensation to be held annually was approved by stockholders.

(c) None.

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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: July 21, 2011

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