



£ 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))

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Item 1.01. Entry into a Material Definitive Agreement.

On June 25, 2012, the registrants subsidiary bank, American River Bank, renewed its Managed Services Agreement (the "Agreement") with ProNet Solutions, Inc. ("ProNet"). The Agreement calls for ProNet to provide managed network and security services for American River Bank for a term of three (3) years. The foregoing description is qualified by reference to the Agreement attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

(99.1) Managed Services Agreement by and between ProNet Solutions, Inc. and American River Bank dated June 25, 2012.

**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

June 26, 2012 Mitchell A. Derenzo, Chief Financial Officer

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Exhibit No.	Description	Page
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