



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

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

(b) On March 27, 2017, American River Bankshares (the "Registrant"), received a letter from Director Robert J. Fox tendering his resignation as a director, effective as of March 27, 2017. His resignation is effective as to the Boards of Directors of both the Registrant and its bank subsidiary, American River Bank, as well as each of their respective committees on which he served. The reason for Mr. Fox's resignation is set forth in his letter and is not the result of any disagreement with the Registrant on any matter relating to the Registrant's operations, policies or practices. The Registrant has provided Mr. Fox with a copy of this disclosure prior to filing this Form 8-K with the Commission and gave him an opportunity to provide the Registrant with a letter addressed to the Registrant stating whether he disagreed with the statements made by the Registrant in this disclosure. No such additional letter was received by the Registrant.

The foregoing description is qualified in its entirety by reference to the letter of resignation from Mr. Fox, dated March 27, 2017, attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

(99.1) Letter of resignation from Robert J. Fox

## **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

March 28, 2017 Mitchell A. Derenzo, Chief Financial Officer



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