

RIVERVIEW BANCORP INC
Form SC 13G/A
February 17, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

RIVERVIEW BANCORP, INC.

(Name of Issuer)

Common Stock, Par Value \$0.01 per share

(Title of Class of Securities)

769397 10 0

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which could alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 769397 10 0

1) NAME OF REPORTING PERSON

Riverview Bancorp, Inc. Employee Stock Ownership Plan

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

a)

b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Not applicable.

5)	SOLE VOTING POWER	0
6)	SHARED VOTING POWER	783,824
7)	SOLE DISPOSITIVE POWER	0
8)	SHARED DISPOSITIVE POWER	783,824

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
783,824

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.2%

12) TYPE OF REPORTING PERSON
EP

CUSIP NO. 7693797 10 0

ITEM 1(a) NAME OF ISSUER:

Riverview Bancorp, Inc. (the "Company")

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

900 Washington Street, Suite 900, Vancouver, Washington 98660

ITEM 2(a) NAME OF PERSON FILING:

Riverview Bancorp, Inc. Employee Stock Ownership Plan (the "ESOP")

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The business address of the ESOP is:

900 Washington Street, Suite 900, Vancouver, Washington 98660

ITEM 2(c) CITIZENSHIP:

Not applicable.

ITEM 2(d) TITLE OF CLASS OF SECURITIES

Common stock, par value \$.01 per share (the "Common Stock")

ITEM 2(e) CUSIP NUMBER: 769397 10 0

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b) OR 240.13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS:

- | | | |
|-----|-------------------------------------|---|
| (a) | <input type="checkbox"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o); |
| (b) | <input type="checkbox"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c); |
| (c) | <input type="checkbox"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); |
| (d) | <input type="checkbox"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); |
| (e) | <input type="checkbox"/> | An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E); |
| (f) | <input checked="" type="checkbox"/> | An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F); |
| (g) | <input type="checkbox"/> | A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G); |
| (h) | <input type="checkbox"/> | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | <input type="checkbox"/> | |

- (j) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); and Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

ITEM 4 OWNERSHIP:

- (a) Amount beneficially owned: 783,824
- (b) Percent of class: 7.2%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 783,824
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 783,824

The ESOP is an employee stock ownership plan under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), with individual accounts for the accrued benefits of participating employees of the Issuer and its subsidiaries and their beneficiaries. The number of shares listed as beneficially owned by the ESOP represents the entire number of shares of Common Stock held the ESOP as of December 31, 2008. The ESOP possesses shared voting and dispositive powers over unallocated and allocated shares of Common Stock. Participants have the power and authority to direct the voting of shares of Common Stock allocated to their individual accounts. Unallocated shares and allocated shares not voted by participants are required to be voted by the ESOP trustees, subject to ERISA, in the same proportion as allocated Common Stock that has been voted by participants. In certain circumstances, ERISA may confer upon the trustees the power and duty to control the voting and tendering of Common Stock allocated to the accounts of participating employees and beneficiaries who fail to exercise their voting and/or tender rights as well as the voting and tendering of unallocated Common Stock.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

ITEM 10. CERTIFICATIONS

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RIVERVIEW BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Date: February 17, 2009

By: Riverview Bancorp, Inc.,
as Plan Administrator

By: /s/ Ron Wyseske
Name: Ron Wyseske
Title: President and Chief Operating Officer