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AMERICAN RIVER BANKSHARES

Form 8-K

May 18, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 reported) May 17, 2005  
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American River Bankshares  
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(Exact name of registrant as specified in its chapter)

California	0-31525	68-0352144
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(State or other jurisdiction Of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1545 River Park Drive, Suite 107, Sacramento, California	95815
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (916) 565-6100  
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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

Page 1 of 56 Pages  
The Index to Exhibits is on Page 3

Item 1.01. Entry into a Material Definitive Agreement.

On May 17, 2005, the registrant entered into a lease (the "Lease") with One

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Capital Center, a California limited partnership. The Lease relates to office space the issuer will occupy at 3100 Zinfandel Drive, Rancho Cordova, California 95670, for its new administrative center. The lease term is for a period of ninety-one (91) months. The foregoing description is qualified by reference to the Lease attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

(99.1) Lease Agreement by and between One Capital Center, a California limited partnership and American River Bankshares dated May 17, 2005.

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

May 17, 2005

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Mitchell A. Derenzo, Chief Financial Officer

Page 2 of 56

INDEX TO EXHIBITS

Exhibit No. -----	Description -----	Page ----
99.1	Lease Agreement by and between One Capital Center, a California limited partnership and American River Bankshares dated May 17, 2005.	4-56

Page 3 of 56