

LAURUS MASTER FUND LTD
Form 4
February 02, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAURUS MASTER FUND LTD

2. Issuer Name and Ticker or Trading Symbol
RIVIERA TOOL CO [RTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2005

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O LAURUS CAPITAL MANAGEMENT, LLC, 825 THIRD AVENUE, 14TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, no par value per share | 12/13/2005 | | S | 1,500 | D | \$ 0.62 | 271,227 D ⁽¹⁾ |
| Common Stock, no par value per share | 01/12/2006 | | S | 5,000 | D | \$ 0.62 | 266,227 D ⁽¹⁾ |
| Common Stock, no par value | 01/17/2006 | | S | 2,500 | D | \$ 0.62 | 263,727 D ⁽¹⁾ |

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| | | | | | | | |
|--------------------------------------|------------|---|--------|---|---------|---------|--------------|
| per share | | | | | | | |
| Common Stock, no par value per share | 01/18/2006 | S | 2,000 | D | \$ 0.66 | 261,727 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/18/2006 | S | 2,000 | D | \$ 0.67 | 259,727 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/18/2006 | S | 4,200 | D | \$ 0.7 | 255,527 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/18/2006 | S | 1,500 | D | \$ 0.68 | 254,027 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/18/2006 | S | 1,200 | D | \$ 0.69 | 252,827 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/19/2006 | S | 11,000 | D | \$ 0.75 | 241,827 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/19/2006 | S | 4,000 | D | \$ 0.76 | 237,827 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/19/2006 | S | 5,000 | D | \$ 0.77 | 232,827 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/20/2006 | S | 500 | D | \$ 0.71 | 232,327 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/20/2006 | S | 500 | D | \$ 0.72 | 231,827 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/20/2006 | S | 500 | D | \$ 0.74 | 231,327 | D <u>(1)</u> |

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|--------------------------------------|------------|---|-------|---|---------|---------|--------------|
| Common Stock, no par value per share | 01/20/2006 | S | 3,000 | D | \$ 0.69 | 228,327 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/20/2006 | S | 1,000 | D | \$ 0.75 | 227,327 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/20/2006 | S | 1,000 | D | \$ 0.73 | 226,327 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/23/2006 | S | 3,700 | D | \$ 0.95 | 222,627 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/23/2006 | S | 8,000 | D | \$ 0.9 | 214,627 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/23/2006 | S | 1,000 | D | \$ 0.94 | 213,627 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/23/2006 | S | 600 | D | \$ 0.96 | 213,027 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/23/2006 | S | 2,000 | D | \$ 0.88 | 211,027 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/23/2006 | S | 500 | D | \$ 0.87 | 210,527 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/23/2006 | S | 1,000 | D | \$ 0.86 | 209,527 | D <u>(1)</u> |
| Common Stock, no par value per share | 01/23/2006 | S | 500 | D | \$ 0.83 | 209,027 | D <u>(1)</u> |
| | 01/23/2006 | S | 500 | D | | 208,527 | D <u>(1)</u> |

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|--------------------------------------|------------|--|---|-----|----|------|---------|--|---|------------|
| Common Stock, no par value per share | | | | | \$ | | | | | 0.85 |
| Common Stock, no par value per share | 01/23/2006 | | S | 500 | D | \$ | 208,027 | | D | <u>(1)</u> |
| | | | | | | 0.93 | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAURUS MASTER FUND LTD C/O LAURUS CAPITAL MANAGEMENT, LLC 825 THIRD AVENUE, 14TH FLOOR NEW YORK, NY 10022 | | X | | |
| LAURUS CAPITAL MANAGEMENT LLC 825 THIRD AVENUE 14TH FLOOR NEW YORK, NY 10022 | | X | | |
| GRIN EUGENE C/O LAURUS CAPITAL MANAGEMENT, LLC 825 THIRD AVENUE 14TH FLOOR | | X | | |

NEW YORK, NY 10022

GRIN DAVID
C/O LAURUS CAPITAL MANAGEMENT, LLC
825 THIRD AVENUE 14TH FLOOR
NEW YORK, NY 10022

X

Signatures

| | |
|---|------------|
| /s/ Eugene Grin, Director, on behalf of Laurus Master Fund, Ltd. | 02/02/2006 |
| __Signature of Reporting Person | Date |
| /s/ Eugene Grin, Principal, on behalf of Laurus Capital Management, LLC | 02/02/2006 |
| __Signature of Reporting Person | Date |
| /s/ Eugene Grin | 02/02/2006 |
| __Signature of Reporting Person | Date |
| /s/ David Grin | 02/02/2006 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See Exhibit 99 (Footnote 1)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.