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RIVIERA TOOL CO
Form 424B3
February 05, 2007

Prospectus Supplement No. 2
Dated February 5, 2007 to
Prospectus Dated August 17, 2006

Filed Pursuant to Rule 424(b)(3)
File No. 333-126659

RIVIERA TOOL COMPANY

3,639,674 SHARES OF COMMON STOCK
(NO PAR VALUE)

On February 1, 2007, Riviera Tool Company entered into an Omnibus Amendment with Laurus Master Fund, Ltd. ("Laurus"), amending the term "Fixed Conversion Price" with respect to the Convertible Term Note (the "Term Note"), dated as of May 17, 2005, by Riviera Tool in favor of Laurus in the aggregate principal amount of \$3,200,000 issued pursuant to the terms of the Securities Purchase Agreement, dated as of May 17, 2005, between Riviera Tool and Laurus. The term "Fixed Conversion Price," with respect solely to the Term Note, was amended as follows:

"For purposes hereof, subject to Section 3.6 hereof, the initial "Fixed Conversion Price" means \$1.66; provided, however, that in respect of the first One Million Dollars (\$1,000,000) of aggregate principal amount (the "Converted Amount") of the Note converted into shares of Common Stock, the Fixed Conversion Price in respect of such Initial Converted Amount (and the interest and fees associated therewith to the extent converted) shall be equal to \$0.32.

For purposes of this prospectus supplement and the related prospectus, any references to "Fixed Conversion Price" shall be amended as described above.