

LAURUS MASTER FUND LTD
 Form 3
 February 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | |
|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>LAURUS MASTER FUND LTD</p> <p>(Last) (First) (Middle)</p> <p>C/O LAURUS CAPITAL MANAGEMENT, LLC, 825 THIRD AVENUE, 14TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10022</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/12/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>RIVIERA TOOL CO [RTC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
| | | | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------|--|---|--|
| Common Stock, no par value per share | 272,727 ⁽¹⁾ | D ⁽¹⁾ | ^ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---|---|--|---------------|--------------|----------------------------------|
|---|---|--|---------------|--------------|----------------------------------|

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| | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--|------------------|-----------------|--------------------------------------|----------------------------|--|--|----------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Secured Convertible Term Note | Â (2) | 05/17/2008 | Common Stock, no par value per share | (2) | \$ (2) | D (1) | Â |
| Secured Convertible Minimum Borrowing Note | Â (2) | 05/17/2008 | Common Stock, no par value per share | (2) | \$ (2) | D (1) | Â |
| Secured Convertible Revolving Note | Â (2) | 05/17/2008 | Common Stock, no par value per share | (2) | \$ (2) | D (1) | Â |
| Stock Option (right to buy) | Â (2) | Â (2) | Common Stock, no par value per share | (2) | \$ (2) | D (1) | Â |

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

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 5(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)
- (2) See Exhibit 99 (Footnote 2)

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.