
FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C. 20006

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 event Reported): September 21, 2026

River City Bank

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation)

94-1562490
(I.R.S. Employer
Identification No.)

2480 Natomas Park Drive, Suite 150
Sacramento, California
(Address of principal offices)

95833
(Zip Code)

Registrant's telephone number, including area code: (916) 567-2600

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, no par value	RCBC	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

Item 8.01 Other Events

River City Bank (the “Bank”) is providing an updated beneficial ownership table as of September 21, 2026. The updated beneficial ownership table is being provided to help position the Bank for potential inclusion in the Russell indices.

The following table provides information regarding the beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of our common stock as of September 21, 2026 for:

- each of our directors and named executive officers;
- all of our directors and executive officers as a group; and
- each person known to us to be the beneficial owner of more than 5% of our common stock.

We have determined beneficial ownership in accordance with the rules of the Securities and Exchange Commission. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting of securities, or to dispose or direct the disposition of securities, or has the right to acquire such powers within 60 days. Because of these rules, more than one person may be deemed to be the beneficial owner of the same shares. Except as disclosed in the footnotes to this table and subject to applicable community property laws, we believe that each person identified in the table has sole voting and investment power over all the shares shown opposite such person’s name.

The beneficial ownership information below is based on 14,166,594 shares of common stock outstanding as of September 21, 2026, which includes unvested restricted awards granted to certain of our executive officers, directors, and employees.

Shares of the Bank’s common stock are exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 3(a)(2) of such act. As a result, all shares listed below are freely transferable without restriction or registration under the Securities Act. All shares listed below are subject to contractual lock-up agreements entered into in connection with the Bank’s initial public offering and will be available for sale in the public market only after February 2, 2027.

The address for each beneficial owner is c/o River City Bank, 2480 Natomas Park Drive, Suite 150, Sacramento, CA 95833.

Name	Shares Beneficially Owned	
	Number	%
Directors and Named Executive Officers:		
Shawn K. Devlin ⁽¹⁾	3,704,920	26.2%
Frederick J. Durst	39,642	*
Steve Fleming ⁽²⁾	2,604,270	18.4%
Ryan Gilbert ⁽³⁾	10,870	*
Kerry F. Gordon	20,100	*
Eric Johnson ⁽⁴⁾	36,240	*
Brian Killeen ⁽⁵⁾	27,777	*
Pat Lewis ⁽⁶⁾	59,707	*
David B. Lichtman ⁽⁷⁾	1,380	*
Michael Newell ⁽⁸⁾	54,750	*
Gary M. Orr	10,585	*
Stephanie Zarate ⁽⁴⁾	4,062	*
All directors and executive officers as a group (15 individuals) ⁽⁹⁾	6,785,224	47.9%
Other 5% Holders:		
Jon S. Kelly Marital Trust II ⁽²⁾	2,179,340	15.4%

* Less than 1.0%.

- (1) Ms. Devlin's beneficial ownership includes 3,434,780 shares held by the Shawn L. Devlin Revocable Trust, for which she serves as sole trustee, and 270,140 shares held in two trusts for the benefit of her son, for which she serves as a co-trustee.
- (2) Mr. Fleming's beneficial ownership includes 2,179,340 shares held by the Jon S. Kelly Marital Trust II (Marital Trust), for which he serve as a co-trustee, and 424,930 shares held personally. Mr. Fleming disclaims beneficial ownership of the shares held by the Marital Trust and has no pecuniary interest in the Marital Trust or the shares it holds.
- (3) Includes 3,150 shares of unvested restricted stock.
- (4) Includes 1,840 shares of unvested restricted stock and 190 shares held in trust for the benefit of a minor child, for which Mr. Johnson serves as trustee.
- (5) Includes 9,380 shares of unvested restricted stock.
- (6) Includes 14,173 shares of unvested restricted stock.
- (7) Includes 1,380 shares of unvested restricted stock.
- (8) Includes 3,150 shares of unvested restricted stock and 7,000 shares held by the Jon S. Kelly Charitable Lead Annuity Trust, for which Mr. Newell serves as trustee.
- (9) Includes 75,259 shares of unvested restricted stock.

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.

Date: September 21, 2026

River City Bank

/s/ Brian Killeen

Brian Killeen

Executive Vice President and Chief Financial Officer