

Approach Resources Inc  
Form 8-K  
March 02, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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 event reported)**

**March 1, 2011**

**APPROACH RESOURCES INC.**

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-33801 (Commission File Number)	51-0424817 (IRS Employer Identification No.)
---	---------------------------------------	---

One Ridgmar Centre 6500 West Freeway, Suite 800 Fort Worth, Texas (Address of principal executive offices)	76116 (Zip Code)
---	---------------------

(817) 989-9000

(Registrant's telephone number, including area code)

Not Applicable

(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))
-

**Item 2.02 Results of Operations and Financial Condition.**

On March 1, 2011, Approach Resources Inc. (the Company) issued a press release announcing its estimated proved reserves, production and costs incurred for the year ended December 31, 2010 (the Press Release). The Press Release contains certain non-GAAP financial information. The reconciliation of such non-GAAP financial information to GAAP financial measures is included in the Press Release and in the Investor Relations Non-GAAP Financials section of the Company's website at [www.approachresources.com](http://www.approachresources.com). A copy of the Press Release is furnished herewith as Exhibit 99.1.

**Item 7.01 Regulation FD Disclosure.**

On March 1, 2011, the Company issued the Press Release discussed above in Item 2.02 of this current report on Form 8-K. The Press Release contains certain non-GAAP financial information. The reconciliation of such non-GAAP financial information to GAAP financial measures is included in the Press Release and in the Investor Relations Non-GAAP Financials section of the Company's website at [www.approachresources.com](http://www.approachresources.com). A copy of the Press Release is furnished herewith as Exhibit 99.1.

On March 1, 2011, Company posted a new presentation titled Company Update, Year-End 2010 Proved Reserves and Operations Update, March 1, 2011 under the Investor Relations Presentations section of the Company's website, [www.approachresources.com](http://www.approachresources.com). For the benefit of all investors, the presentation is attached hereto as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated March 1, 2011.
99.2	Company presentation titled Company Update, Year-End 2010 Proved Reserves and Operations Update, March 1, 2011.

In accordance with General Instruction B.2 of Form 8-K, the information in this current report on Form 8-K, including the attached exhibits, shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

---

**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.

**APPROACH RESOURCES INC.**

Date: March 2, 2011

By: /s/ J. Curtis Henderson  
J. Curtis Henderson  
Executive Vice President and General  
Counsel

---

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated March 1, 2011.
99.2	Company presentation titled Company Update, Year-End 2010 Proved Reserves and Operations Update, March 1, 2011.