

Approach Resources Inc
Form 8-K
May 31, 2013

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) May 30, 2013

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.)

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One Ridgmar Centre

6500 West Freeway, Suite 800

Fort Worth, Texas
(Address of principal executive offices)

(817) 989-9000

76116
(Zip Code)

(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 5.07 Submission of Matters to a Vote of Security Holders.

Approach Resources Inc. (the Company) held its 2013 Annual Meeting of Stockholders (the Annual Meeting) on May 30, 2013, in Fort Worth, Texas, for the following purposes: (1) to elect two directors to the class of directors whose respective terms expire at the 2016 Annual Meeting of Stockholders; (2) to hold an advisory vote on the compensation of the Company's named executive officers; and (3) to ratify the appointment of Hein & Associates LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013. Each of these items is more fully described in the Company's proxy statement filed with the Securities and Exchange Commission on April 24, 2013.

At the close of business on April 12, 2013, the record date for the Annual Meeting, there were 38,839,401 shares of the Company's common stock issued, outstanding and entitled to vote at the Annual Meeting.

Proposal 1 Election of Directors

Each of the two nominees for director was duly elected by the Company's stockholders, with votes as follows:

Nominee	Shares For	Shares Withheld	Broker Non-Votes
J. Ross Craft	33,166,702	477,183	3,642,893
Bryan H. Lawrence	30,221,098	3,422,787	3,642,893

Proposal 2 Advisory Vote on Executive Compensation

With respect to the advisory vote on the compensation of the Company's named executive officers as disclosed in the Company's 2013 proxy statement, the compensation of the Company's named executive officers was approved, with votes as follows:

Shares For	Shares Against	Shares Abstaining	Broker Non-Votes
32,026,381	375,824	1,241,680	3,642,893

Proposal 3 Ratification of Independent Public Accounting Firm

The appointment of Hein & Associates LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013, was ratified, with votes as follows:

Shares For	Shares Against	Shares Abstaining	Broker Non-Votes
37,153,748	133,030		

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.

By: /s/ J. Curtis Henderson

J. Curtis Henderson
Executive Vice President and General Counsel

Date: May 31, 2013