Approach Resources Inc Form 8-K August 07, 2014

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)

August 4, 2014

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

76116

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6500 West Freeway, Suite 800

Fort Worth, Texas (Address of principal executive offices)

(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 1.01 Entry into a Material Definitive Agreement.

On August 4, 2014, Approach Resources I, LP and Approach Oil & Gas Inc. (collectively, Approach), as Seller, and DCP Midstream, LP (DCP), as Buyer, entered into an Amendment (the Amendment) to the Gas Purchase Contract dated as of January 1, 2011 between Approach and DCP (the Original Contract). The Amendment, among other things, extends the term of the Original Contract through July 2023.

The foregoing description of the Amendment is qualified in its entirety by reference to the text of such amendment, a copy of which the Company plans to file as an exhibit to its Quarterly Report on Form 10-Q for the period ending September 30, 2014.

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 Chief Administrative Officer

Date: August 7, 2014