

Approach Resources Inc  
Form SC 13G/A  
January 10, 2017

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**Approach Resources Inc.**  
**(Name of Issuer)**

**COMMON STOCK, par value \$0.01 per share**  
**(Title of Class of Securities)**

**03834A103**  
**(CUSIP Number)**

**December 31, 2016**  
**(Date of Event which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

EIN 23-2856392

2. Schneider Capital Management Corporation  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

PENNSYLVANIA

5. SOLE VOTING POWER

NUMBER OF

SHARES 1,312,240  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY None  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,486,024  
8. SHARED DISPOSITIVE POWER

WITH:

None

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,486,024

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.54%

12. TYPE OF REPORTING PERSON

IA

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CUSIP NO. 03834A103

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Item 1.

(a) Name of Issuer  
Approach Resources Inc.

(b) Address of Issuer's Principal Executive Offices  
One Ridgmar Centre

6500 West Freeway

Suite 800

Fort Worth, TX 76116

Item 2.

(a) Name of Person Filing  
SCHNEIDER CAPITAL MANAGEMENT CORPORATION

(b) Address of Principal Business Office or, if none, Residence  
460 E. Swedesford Rd., Suite 2000

Wayne, PA 19087

(c) Citizenship  
PENNSYLVANIA

(d) Title of Class of Securities  
COMMON STOCK, par value \$0.01 per share

(e) CUSIP Number  
03834A103

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act
- (b) Bank as defined in section 3(a)(6) of the Act
- (c) Insurance company as defined in section 3(a)(19) of the Act
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940

- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with §240.13d- 1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J)
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K)

Item 4. Ownership.

(a) Amount Beneficially Owned:  
1,486,024

(b) Percent of Class:  
3.54%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote  
1,312,240

(ii) Shared power to vote or to direct the vote  
None

(iii) Sole power to dispose or to direct the disposition of  
1,486,024

(iv) Shared power to dispose or to direct the disposition of  
None

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .



Item 6. Ownership of More than Five Percent on Behalf of Another Person.  
None

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.  
N/A

Item 8. Identification and Classification of Members of the Group.  
N/A

Item 9. Notice of Dissolution of Group.  
N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 10, 2017  
Date

/s/ Steven J. Fellin  
Steven J. Fellin  
Senior Vice President