

Approach Resources Inc
Form 10-Q/A
September 29, 2009

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

**FORM 10-Q/A
Amendment No. 1**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 001-33801

**APPROACH RESOURCES INC.
(Exact name of registrant as specified in its charter)**

Delaware
**(State or other jurisdiction of
incorporation or organization)**

51-0424817
**(I.R.S. employer
identification number)**

One Ridgmar Centre
6500 W. Freeway, Suite 800
Fort Worth, Texas
(Address of principal executive offices)

76116
(Zip Code)

(817) 989-9000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated Accelerated filer Smaller reporting

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filer o

Non-accelerated filer o
(Do not check if smaller reporting
company)

company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No

The number of shares of the registrant's common stock, \$0.01 par value, outstanding as of April 30, 2009 was 20,731,429.

Explanatory Note

Approach Resources Inc. (the Company) is filing this Amendment No. 1 on Form 10-Q/A (this Abbreviated Amendment) to its Quarterly Report on Form 10-Q for the period ended March 31, 2009, filed with the Securities and Exchange Commission on May 6, 2009 (the Form 10-Q). The purpose of this Abbreviated Amendment is to correct an inadvertent omission on the signature page of the Form 10-Q. The signature page of the Form 10-Q incorrectly omitted the signature of the principal financial officer or chief accounting officer of the Company.

Except for the signature page to the Form 10-Q as described above, no other changes have been made to the Form 10-Q. This Abbreviated Amendment contains only the cover page, this Explanatory Note, the signature page and Exhibits 31.1, 31.2, 32.1 and 32.2, which have been updated to today's date. This Abbreviated Amendment speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred after the original filing date and does not modify or update in any way disclosures made in the Form 10-Q.

PART II. OTHER INFORMATION

Item 6. Exhibits.

See Index to Exhibits following the signature page of this Abbreviated Amendment for a description of the exhibits filed as part of this Abbreviated Amendment.

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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 thereunto duly authorized.

APPROACH RESOURCES INC.

By: /s/ J. Ross Craft
J. Ross Craft
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Steven P. Smart
Steven P. Smart
Executive Vice President and Chief Financial
Officer
(Principal Financial and Chief Accounting
Officer)

Date: September 29, 2009

Index to Exhibits

Exhibit Number	Description of Exhibit
31.1*	Certification by the President and Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification by the President and Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification by the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith.