

Approach Resources Inc
Form 8-K
July 14, 2009

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):

July 8, 2009

APPROACH RESOURCES INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation
or organization)

001-33801
(Commission file number)

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

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

76116

(Zip code)

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

Not applicable
(Former name, former address and former fiscal year, 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.):

- .. Written communication 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 July 8, 2009, Approach Resources Inc. (the “Company”) entered into a fifth amendment (the “Fifth Amendment”) to its Credit Agreement dated as of January 18, 2008 (as amended, the “Credit Agreement”).

The Fifth Amendment extends the maturity date (the “Maturity Date”) of the Credit Agreement by one year to July 31, 2011. In consideration for the lenders’ agreement to extend the Maturity Date, the Company will pay an extension fee in the amount of \$250,000, calculated as 0.25% of the current commitment amount of \$100 million.

The foregoing description of the terms of the Fifth Amendment is qualified in its entirety by the Fifth Amendment, which is filed as Exhibit 10.1 to this current report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Fifth Amendment dated as of July 8, 2009 to Credit Agreement dated as of January 18, 2008 among Approach Resources Inc., as borrower, The Frost National Bank, as administrative agent and lender, JPMorgan Chase Bank, NA, Fortis Capital Corp. and KeyBank National Association, as lenders, and Approach Oil & Gas Inc., Approach Oil & Gas (Canada) Inc. and Approach Resources I, LP, as guarantors.

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: July 14, 2009

EXHIBIT INDEX

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