

Item 1.03 Bankruptcy or Receivership

As previously disclosed, on November 18, 2019, Approach Resources Inc. (“Approach,” the “Company” or “we”) and all of its subsidiaries (the “Filing Subsidiaries and, together with Approach, the “Debtors”) filed voluntary petitions (collectively, the “Bankruptcy Petitions”) under chapter 11 (“Chapter 11”), of Title 11 of the U.S. Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”), thereby commencing the Chapter 11 cases captioned In re Approach Resources Inc., et al., Case No. 19-36444 (Bankr. S.D. Tex.) (the “Chapter 11 Cases”).

On January 28, 2020, the Company filed a motion with the Court (the “KEIP Motion”) seeking approval of the Company’s proposed Key Employee Incentive Plan (the “KEIP”), which would enact an incentive plan for certain senior level employees in connection with the Company’s previously-disclosed plans for potential sales of all or substantially all of the Debtors’ assets pursuant to Section 363 of the Bankruptcy Code. The Compensation Committee of the Board of Directors (the “Board”) of the Company and the Board each approved the KEIP in recognition of the significant benefits to the Company in incentivizing senior level employees to provide their best efforts through incentive plan compensation throughout any sales process.

The KEIP Motion and information regarding the Chapter 11 Cases is available through the Company’s website under the Restructuring Information tab, which contains a link to the claims agent’s website, <https://dm.epiq11.com/approachresources>.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The information set forth above in Item 5.02 of this Report regarding the KEIP and the KEIP Motion is incorporated herein by reference into this Item 5.02.

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/ Joshua E. Dazey
Joshua E. Dazey
Executive Vice President – Legal

Date: January 29, 2020