

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting on July 2, 2019, in Fort Worth, Texas, for the following purposes: (1) to elect two directors to the class of directors whose respective terms expire at the 2022 Annual Meeting of Stockholders; (2) to approve, on an advisory basis, the compensation of the Company's named executive officers; and (3) to ratify the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019. Each of these items is more fully described in the Company's proxy statement filed with the Securities and Exchange Commission on May 21, 2019.

At the close of business on May 9, 2019, the record date for the Annual Meeting, there were 93,697,218 shares of the Company's common stock issued, outstanding and entitled to vote at the Annual Meeting.

Proposal 1 – Election of Directors

Each of the two nominees for director was duly elected by the Company's stockholders, with votes as follows:

<u>Nominee</u>	<u>Shares For</u>	<u>Shares Withheld</u>	<u>Broker Non-Votes</u>
Vean J. Gregg III	45,915,343	11,846,745	23,759,984
Matthew R. Kahn	48,636,247	9,125,841	23,759,984

Proposal 2 – Advisory Vote on Executive Compensation

With respect to the advisory vote on the compensation of the Company's named executive officers as disclosed in the Company's 2019 proxy statement, the compensation of the Company's named executive officers was approved, with votes as follows:

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Abstaining</u>	<u>Broker Non-Votes</u>
41,937,932	13,980,308	1,843,848	23,759,984

Proposal 3 – Ratification of Independent Registered Public Accounting Firm

The appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019 was ratified, with votes as follows:

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Abstaining</u>	<u>Broker Non-Votes</u>
78,665,291	2,212,064	644,717	-

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
Vice President – General Counsel

Date: July 2, 2019