

Approach Resources Inc
 Form 4
 May 22, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wilks Brothers, LLC

2. Issuer Name and Ticker or Trading Symbol
 Approach Resources Inc [AREX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 17010 IH 20
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/18/2017

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Remarks

CISCO, TX 76437

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/18/2017 | | P | | 75,000 (1) | A | \$ 2,8487 |
| | | | | | 33,701,300 | D (2) (3) | |
| Common Stock | 05/19/2017 | | P | | 75,000 (1) | A | \$ 2,9217 |
| | | | | | 33,776,300 | D (2) (3) | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Wilks Brothers, LLC 17010 IH 20 CISCO, TX 76437 | | X | | See Remarks |
| Wilks Dan H. 17010 IH 20 CISCO, TX 76437 | | X | | |
| Wilks Staci 17010 IH 20 CISCO, TX 76437 | | X | | |
| Wilks Farris 17010 IH 20 CISCO, TX 76437 | | X | | |
| SDW Investments, LLC 17010 IH 20 CISCO, TX 76437 | | X | | |

Signatures

| | |
|---|------------|
| Dan H. Wilks, By: /s/ Morgan D Neff, Morgan D Neff, as Attorney-in-Fact | 05/22/2017 |
| **Signature of Reporting Person | Date |
| Staci Wilks, By: /s/ Morgan D Neff, Morgan D Neff, as Attorney-in-Fact | 05/22/2017 |
| **Signature of Reporting Person | Date |
| Farris Wilks, By: /s/ Morgan D Neff, Morgan D Neff, as Attorney-in-Fact | 05/22/2017 |
| **Signature of Reporting Person | Date |

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WILKS BROTHERS, LLC, By: /s/ Morgan D Neff, Name: Morgan D Neff, Title:
Attorney-in-Fact

05/22/2017

__Signature of Reporting Person

Date

SDW Investments, LLC, By: /s/ Morgan D Neff, Name: Morgan D Neff, Title:
Attorney-in-Fact

05/22/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Wilks Brothers, LLC on May 5, 2017.
- (2) These shares are owned directly by Wilks Brothers, LLC.
- (3) See Remarks.

Remarks:

Wilks Brothers, LLC is a 10% owner of the Common Stock. Wilks Brothers, LLC may be deemed to be a member of a group

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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