

Approach Resources Inc
Form SC 13G/A
February 13, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

APPROACH RESOURCES INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

03834A103

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

“ Rule 13d-1(c)

“ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing in this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Act), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13G

CUSIP No. 03834A103

1) Name of Reporting Person

Bank of Montreal

2) Check the Appropriate Box if a Member of a Group

(a) (b)

3) SEC Use Only

4) Citizenship or Place of Organization

Canada

5) Sole Voting Power:

18,785⁽¹⁾

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

6) Shared Voting Power:

700⁽¹⁾⁽²⁾

7) Sole Dispositive Power:

With:

18,785⁽¹⁾

8) Shared Dispositive Power:

700⁽¹⁾⁽²⁾

9) Aggregate Amount Beneficially Owned by Each Reporting Person

19,485⁽¹⁾

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9)

0.0492%

12) Type of Reporting Person

HC

- (1) Shares are held indirectly by the Reporting Person's subsidiaries, BMO Asset Management Corp., BMO Asset Management, Inc., BMO Harris Bank N.A. and BMO Nesbitt Burns, Inc.
- (2) Beneficial ownership of 700 shares is specifically disclaimed. See Item 4.

SCHEDULE 13G

CUSIP No. 03834A103

1) Name of Reporting Person

BMO Asset Management Corp.

2) Check the Appropriate Box if a Member of a Group

(a) (b)

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware, United States

5) Sole Voting Power:

266

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

6) Shared Voting Power:

0

7) Sole Dispositive Power:

With:

266

8) Shared Dispositive Power:

0

9) Aggregate Amount Beneficially Owned by Each Reporting Person

266

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9)

0.0006 %

12) Type of Reporting Person

IA

SCHEDULE 13G

CUSIP No. 03834A103

1) Name of Reporting Person

BMO Asset Management Inc.

2) Check the Appropriate Box if a Member of a Group

(a) (b)

3) SEC Use Only

4) Citizenship or Place of Organization

Canada

5) Sole Voting Power:

18,223

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

6) Shared Voting Power:

0

7) Sole Dispositive Power:

With:

18,223

8) Shared Dispositive Power:

0

9) Aggregate Amount Beneficially Owned by Each Reporting Person

18,223

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9)

0.046 %

12) Type of Reporting Person

FI

SCHEDULE 13G

CUSIP No. 03834A103

1) Name of Reporting Person

BMO Harris Bank N.A.

2) Check the Appropriate Box if a Member of a Group

(a) (b)

3) SEC Use Only

4) Citizenship or Place of Organization

United States

5) Sole Voting Power:

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

6) Shared Voting Power:

700⁽¹⁾

7) Sole Dispositive Power:

With:

0

8) Shared Dispositive Power:

700⁽¹⁾

9) Aggregate Amount Beneficially Owned by Each Reporting Person

700

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9)

0.0017%

12) Type of Reporting Person

BK

(1) Beneficial ownership of 700 shares is specifically disclaimed. See Item 4.

SCHEDULE 13G

CUSIP No. 03834A103

1) Name of Reporting Person

BMO Nesbitt Burns Inc.

2) Check the Appropriate Box if a Member of a Group

(a) (b)

3) SEC Use Only

4) Citizenship or Place of Organization

Canada

5) Sole Voting Power:

296

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

6) Shared Voting Power:

0

7) Sole Dispositive Power:

With:

296

8) Shared Dispositive Power:

0

9) Aggregate Amount Beneficially Owned by Each Reporting Person

296

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9)

0.0007%

12) Type of Reporting Person

FI

SCHEDULE 13G

CUSIP No. 03834A103

ITEM 1(a). Name of Issuer.

Approach Resources Inc.

ITEM 1(b). Address of Issuer's Principal Executive Offices.

One Ridgmar Centre

6500 West Freeway, Suite 800

Fort Worth, Texas 76116

ITEM 2(a). Names of Persons Filing.

Bank of Montreal and its subsidiaries, BMO Asset Management Corp., BMO

Asset Management, Inc., BMO Harris Bank N.A. and BMO Nesbitt Burns, Inc.

ITEM 2(b). Address of Principal Business Office or, if none, Residence.

Bank of Montreal

1 First Canadian Place

Toronto, Ontario, Canada M5X 1A1

BMO Asset Management Corp.

115 South La Salle Street

Floor 11 West

Chicago, IL 60603

BMO Asset Management, Inc.

Royal Trust Tower

77 King Street West

Suite 4200

Toronto, ON M5K 1J5 Canada

BMO Nesbitt Burns Inc.

IBG Finance Dept.

FCP 7th Floor

Toronto, ON M5X 1H3 Canada

BMO Harris Bank N.A.

111 West Monroe Street

Floor 6E

Chicago, IL 60690

ITEM 2(c). Citizenship or Place of Organization.

Bank of Montreal is organized under the laws of Canada. BMO Asset Management Corp. is organized under the laws of Delaware, United States. BMO Asset Management, Inc. is organized under the laws of Canada. BMO Harris Bank N.A. is organized under the laws of the United States. BMO Nesbitt Burns Inc. is organized under the laws of Canada.

ITEM 2(d). Title of Class of Securities.

Common Stock

ITEM 2(e). CUSIP Number.

03834A103

ITEM 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Section 240.13d-1(b)(1)(ii)(K).

ITEM 4. Ownership.

The information contained in Items 5 - 11 on the cover pages is incorporated herein by reference. The information included in Items 5-11 for Bank of Montreal and BMO Harris Bank N.A. includes 700 shares held in one or more employee benefit plans where BMO Harris Bank N.A., as directed trustee, may be viewed as having voting or dispositive authority in certain situations pursuant to SEC and

Department of Labor regulations or interpretations. Pursuant to Rule 13d-4 under the Act, inclusion of such shares in this statement shall not be construed as an admission that the Reporting Person or its subsidiaries are, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owners of such securities.

ITEM 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Bank of Montreal is the ultimate parent company of BMO Asset Management Corp., an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, BMO Asset Management, Inc., a non-U.S. institution, BMO Harris Bank N.A., a bank as defined in section 3(a)6 of the Act and BMO Nesbitt Burns Inc., a non-U.S. institution.

ITEM 8. Identification and Classification of Members of the Group.

Not Applicable.

ITEM 9. Notice of Dissolution of Group.

Not Applicable.

ITEM 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of the 13th day of February, 2015.

BANK OF MONTREAL

/s/ Barbara Muir

Barbara Muir

SVP, Deputy General Counsel Corporate
Affairs & Corporate Secretary

BMO ASSET MANAGEMENT CORP.

*

BMO ASSET MANAGEMENT, INC.

*

BMO HARRIS BANK N.A.

*

BMO NESBITT BURNS, INC.

*

* Pursuant to Power of Attorney filed as Exhibit 2 to Schedule 13G filed on February 14, 2014 by Reporting Persons named herein (File No. 005-59405), which is incorporated by reference.