

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol	
BURLINGAME ASSET MANAGEMENT, LLC		06/28/2013		ARETE INDUSTRIES INC [ARET]	
(Last) (First) (Middle)				4. Relationship of Reporting Person(s) to Issuer	
ONE MONTGOMERY STREET, 33RD FLOOR				(Check all applicable)	
(Street)				____ Director <input checked="" type="checkbox"/> 10% Owner	
SAN FRANCISCO, CA 94104				____ Officer (give title below) ____ Other (specify below)	
(City) (State) (Zip)				5. If Amendment, Date Original Filed (Month/Day/Year)	
				6. Individual or Joint/Group Filing (Check Applicable Line)	
				____ Form filed by One Reporting Person	
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,341,873	D (1) (3)	
Common Stock	118,127	D (2) (3)	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURLINGAME ASSET MANAGEMENT, LLC ONE MONTGOMERY STREET 33RD FLOOR SAN FRANCISCO, CA 94104		X		
BURLINGAME EQUITY INVESTORS II, L P ONE MONTGOMERY STREET 33RD FLOOR		X		

SAN FRANCISCO, CA 94104				
SANFORD BLAIR ONE MONTGOMERY STREET 33RD FLOOR SAN FRANCISCO, CA 94104		X		

Signatures

Blair E. Sanford, Managing Member for Burlingame Asset Management, LLC		08/02/2013
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares of common stock owned directly by Burlingame Equity Investors Master Fund, LP ("Master Fund"), a Cayman Islands limited partnership.
- (2) Represents shares of common stock owned directly by Burlingame Equity Investors II, LP ("Domestic Fund II"), a Delaware limited partnership.

Burlingame Asset Management, LLC ("BAM"), a Delaware limited liability company, is the general partner of each of the Master Fund and Domestic Fund II. BAM, in its capacity as general partner of the Master Fund and the Domestic Fund II (collectively, the "Funds"), may be deemed to indirectly own the shares of common stock owned by the Funds. Blair E. Sanford, as the controlling person of BAM,

- (3) may be deemed to indirectly own the shares of common stock owned by BAM. Each of BAM, Master Fund, Domestic Fund II and Mr. Sanford herein states that the filing of this Form 3 and the statements made herein shall not be deemed an admission that he or it is the beneficial owner of any of the securities covered by this Form, and disclaim beneficial ownership over the securities reported herein, except to the extent of their pecuniary interest therein.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Joint Filer Information

Title of Security: Common Stock

Issuer & Ticker Symbol: Arête Industries, Inc. (ARET)

Designated Filer: Burlingame Asset Management, LLC

Other Joint Filers: Burlingame Equity Investors Master Fund, LP ("Master Fund")
Burlingame Equity Investors II, LP ("Domestic Fund II")
Blair E. Sanford

Addresses: The principal business address for each of BAM, Domestic Fund II and Mr. Sanford is One Montgomery Street, 33rd Floor, San Francisco, California 94104.

The principal business address of the Master Fund is c/o Appleby Corporate Services (Cayman) Limited, Clifton House, 75 Fort Street, P.O. Box 1350 GT, George Town, Grand Cayman, Cayman Islands.

Signatures:

Dated: August 2, 2013

BURLINGAME EQUITY INVESTORS MASTER FUND, LP
By: Burlingame Asset Management, LLC, as general partner

By: /s/ Blair E. Sanford
Blair E. Sanford, Managing Member

BURLINGAME EQUITY INVESTORS II, LP
By: Burlingame Asset Management, LLC, as general partner

By: /s/ Blair E. Sanford
Blair E. Sanford, Managing Member

/s/ Blair E. Sanford
Blair E. Sanford

