

FORM 4

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

| OMB APPROVAL | |
|--|-------------------|
| OMB Number: | 3235-0287 |
| Expires: | November 30, 2011 |
| Estimated average burden hours per response... | 0.5 |

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 BURLINGAME ASSET MANAGEMENT, LLC | | 2. Issuer Name and Ticker or Trading Symbol ARETE INDUSTRIES INC [ARET] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) ONE MONTGOMERY STREET, 33RD FLOOR | | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2014 | | | |
| (Street) SAN FRANCISCO, CA 94104 | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/31/2014 | | S | | 1,341,873 | D | \$ 0.19 | 0 | D (1) (3) | |
| Common Stock | 01/31/2014 | | S | | 118,127 | D | \$ 0.19 | 0 | D (2) (3) | |

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

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. SEC 1474 (9-02)

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 Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

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 MASTER FUND, LP C/O APPLEBY CORPORATE SVCS (CAYMAN) LTD CLIFTON HOUSE, 75 FORT ST, PO BOX 1350GT GRAND CAYMAN, E9 KY1-1104 | | X | | |
| BURLINGAME EQUITY INVESTORS II, L P ONE MONTGOMERY STREET | | X | | |

| | | | | |
|---|--|---|--|--|
| 33RD FLOOR 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 | | 02/07/2014 |
| <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 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) 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 4 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.

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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: February 7, 2014

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

