

SEC FILE NUMBER

33-16820-D

CUSIP NUMBER

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check One)  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  
 Form N-SAR  Form N-CSR

For Period Ended: December 31, 2012

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I — REGISTRANT INFORMATION**

**Arête Industries, Inc.**

(Full Name of Registrant)

(Former Name if Applicable)

**P.O. Box 141**

(Address of Principal Executive Office (Street and Number))

**Westminster, Colorado 80036**

(City, State and Zip Code)

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**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III — NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report portion thereof, could not be filed within the prescribed time period.

The Registrant is unable to file its Annual Report on Form 10-K for the period ended December 31, 2012, within the prescribed time period because the Registrant has not been able to obtain and assimilate all information required to complete its accounting and audit for the year. Accordingly, the Registrant has not been able to complete its financial statements and other required disclosure to its Form 10-K and, likewise, the Registrant's independent accountants have been unable to complete their audit of the Registrant's financial statements for the year ended December 31, 2012.

*This Notification of Late Filing on Form 12b-25 includes certain statements which may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the Federal securities laws. Although the Registrant believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions it can give no assurance that its expectations will be achieved. Forward-looking information is subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those projected. For forward-looking statements herein, the Registrant claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and other protections under the Federal securities laws. The Registrant assumes no obligation to update or supplement any forward-looking statements whether as a result of new information, future events or otherwise.*

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**PART IV — OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

Donald W. Prosser

(Name)

303

(Area Code)

427-8688

(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

The Registrant expects to report revenues for the year ended December 31, 2012 range of \$2,800,000. Its revenues for the year ended December 31, 2011 were \$3,530,721. The Registrant's net income for the year ended December 31, 2011, was \$495,266. The Registrant expects to report net loss of \$(280,000) for the year ended December 31, 2012. The primary reasons for the significant change relates to decreased gains on the sale of oil and gas properties and increased costs to produce oil and gas year over year coupled with expected declines in oil and gas production.

**Arête Industries, Inc.**  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date April 1, 2013

By /s/ Donald W. Prosser  
Donald W. Prosser  
Chief Executive Officer and Director