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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report: February 3, 2014**  
(Date of earliest event reported)

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**Arête Industries, Inc.**

(Exact name of registrant as specified in its charter)

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**COLORADO**  
(State or other jurisdiction  
of incorporation)

**33-16820-D**  
(Commission  
File Number)

**84-1508638**  
(IRS Employer  
Identification No.)

**7260 Osceola Street**  
**Westminster, CO 80030**  
(Address of principal executive offices) (Zip Code)

**(303) 427-8688**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
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## ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On December 10, 2013, Burlingame Equity Investors Master Fund LP (“Burlingame”), a significant stockholder of Arête Industries, Inc. (the “Company”) entered into conditional stock option agreements with Nicholas L. Scheidt, the Company’s Chief Executive Officer and Director, pursuant to which Mr. Scheidt was granted options to purchase up to 1,460,000 shares of Company common stock at \$0.19 per share. Mr. Scheidt subsequently assigned the right to purchase 1,200,000 shares to the Company on January 27, 2012. On January 30, 2014, the Company entered into a Direct Stock Purchase Agreement with Burlingame pursuant to which the Company has purchased the 1,200,000 shares of its common stock from Burlingame at a price of \$0.19 per share for total consideration of \$228,000.

In addition, Mr. Scheidt assigned an additional 141,873 shares of Company common stock underlying his option from Burlingame to Donald W. Prosser, the Company’s Chief Financial Officer and Director. Pursuant to this assignment, Mr. Prosser has agreed to purchase the entire 141,873 shares of Company common stock from Burlingame at a price of US \$0.19 per share for total consideration of \$26,955.87. Furthermore, of these 141,873 shares, Mr. Prosser has agreed to transfer 57,895 shares to William W. Stewart, a Director of the Company, for \$11,000.05 or \$0.19 per share and 13,158 shares to Apex Financial Service Corp, a company controlled by Mr. Scheidt, for \$2,500.02 or \$0.19 per share.

Finally, Mr. Scheidt has agreed to exercise the remaining 118,127 shares of Company common stock under his option from Burlingame at a price of \$0.19 per share for total consideration of \$22,444.31.

### Section 8.01 Other Events

On February 21, 2014, the Company issued a press release announcing the repurchase of 1,200,000 shares of its stock referenced above. A copy of this press release is attached as Exhibit 99.1 hereto. The reader is advised to read this press release in its entirety.

The information in this report shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits

The Exhibits listed below are furnished as Exhibits to this Current Report on Form 8-K.

<u>Exhibit No.</u>	<u>Description</u>
10.25	Direct stock purchase agreement between Arête Industries, Inc. and Burlingame Equity Investors Master Fund LP dated January 30, 2014
99.1	Press Release, Dated February 21, 2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ARÊTE INDUSTRIES, INC.**

Dated: February 21, 2014

By: /s/Nicholas L. Scheidt

Name: Nicholas L. Scheidt

Title: Chief Executive Officer

**DIRECT STOCK PURCHASE AGREEMENT**

THIS DIRECT STOCK PURCHASE AGREEMENT (this "DSPA") is made as of January 30, 2014, by and between Burlingame Equity Investors Master Fund LP, whose address is One Montgomery Street, 33<sup>rd</sup> Floor San Francisco, CA 94104 ("Stock Seller") and Arête Industries Inc., a Colorado corporation, whose address is 7260 Osceola Street Westminster, CO 80030 ("Stock Purchaser").

1. Pursuant to a certain CONDITIONAL STOCK OPTION AGREEMENT (the "CSOA") entered into as of December 10th, 2013 between "Stock Seller" and Nicholas L Scheidt "Stock Purchaser". "Stock Seller" optioned 1,341,873 shares to Nicholas L Scheidt and Nicholas L Scheidt, subsequently assigned 1,200,000 shares of the "CSOA" to Arête Industries Inc on January 27, 2012.
2. The Stock Seller wishes to sell, and the Stock Purchaser wishes to buy, 1,200,000 shares of Arête at a price of US \$0.19 per share for total consideration of \$228,000.00.
3. Stock Purchaser shall directly wire \$228,000.00 to "Stock Seller" brokerage account for a direct repurchase of the shares. Upon receipt of good funds for the purchase; "Stock Seller" shall instruct its Broker to deliver the 1,200,000 shares to the account designated by the Stock Purchaser.
4. This DSPA shall inure to the benefit of and be binding upon "Stock Seller" and "Stock Purchaser" and their respective representatives, successors and assigns.
5. The Stock Seller represents and warrants to the Stock Purchaser that no assignment or lien has been given on the Sellers' s interest in their ownership in the above common stock, other than under the CSOA referenced in Item 1 above.
6. The Stock Seller represents and warrants to the Stock Purchaser that it is authorized to enter into this sale, and the Stock Purchaser represents and warrants to the Stock Seller that it is authorized to enter into this purchase.
7. The Stock Seller hereby assigns any and all claims against and economic interest in the above Arête Industries Inc common stock to the Stock Purchaser without any reservation of rights.
8. This DSPA shall be governed by the laws of the State of California.
9. This DSPA shall inure to the benefit of the heirs, successors and assigns of the parties.
10. This DSPA may be executed in counterparts.

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IN WITNESS WHEREOF, "Stock Seller" and "Stock Purchaser" have executed this DSPA of as of the date first above written.

**STOCK SELLER:**

Burlingame Equity Investors Master Fund, LP

By: /s/ Blair Sanford

Print Name: Blair Sanford

Title: Managing Member of General Partner

**STOCK PURCHASER:**

Arête Industries Inc,  
A Colorado Corp

By: /s/ Nicholas L Scheidt

Print Name: Nicholas L Scheidt

Title: CEO

**Press Release**

Source: Arête Industries, Inc.

**Arête Industries, Inc. Announces The Company has repurchased the 1,200,000 shares of its Common Stock.**

February, February 21, 2014

WESTMINSTER, Colorado, February 21, 2014 (Market Wired) Arête Industries, Inc. (OTC-QB: ARET) today announced it recently repurchased 1,200,000 shares of its common stock from one of its significant shareholders pursuant to an agreement under which the shares were purchased at a price of \$0.19 per share for total consideration of \$228,000.

The repurchased shares represented 8.92% of the Company's outstanding shares at the time of purchase and reduced the Company's outstanding shares of common stock from 13,451,466 shares to 12,251,466 shares.

In addition, three of our executive officers and/or directors purchased 260,000 shares of Company common stock from the same significant shareholder, representing 2.12% of the Company's outstanding shares after taking into account the Company's share repurchase noted above.

Make sure you are first to receive timely information on Arête Industries when it hits the newswire. Sign up for Arête's email news alert system today at: <http://www.areteindustries.com/alerts>

**About Arête Industries**

The Company owns non-operated oil and gas properties in the Rocky Mountain Region of the United States. For additional information on the Company visit our website at: <http://www.areteindustries.com>

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**Statement as to Forward Looking Statements.**

Certain statements contained herein, which are not historical, are forward-looking statements that are subject to risks and uncertainties not known or disclosed herein that could cause actual results to differ materially from those expressed herein. These statements may include projections and other “forward-looking statements” within the meaning of the federal securities laws. Any such projections or statements reflect Arête’s current views about future events and financial performance. No assurances can be given that such events or performance will occur as projected and actual results may differ materially from those projected. Important factors that could cause the actual results to differ materially from those projected include, without limitation, the Company’s dependence on its management, the Company’s significant lack of capital, changes in prices for crude oil and natural gas, the ability of management to execute plans to meet the Company’s goals and other risks inherent in the Company’s business that are detailed in the Company’s Securities and Exchange Commission (“SEC”) filings. Readers are encouraged to review these risks in the Company’s SEC filings.

**For Further Information Contact:**

Nicholas Scheidt, CEO  
Donald W Prosser, CFO  
303-427-8688  
info@areteindustries.com

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Source: Arête Industries, Inc.