

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report: August 12, 2011
(Date of earliest event reported)

Arête Industries, Inc.

(Exact name of registrant as specified in its charter)

COLORADO

*(State or other jurisdiction
of incorporation)*

33-16820-D

(Commission File Number)

84-1508638

(IRS Employer Identification No.)

P.O. Box 141

Westminster, Colorado 80036

(Address of principal executive offices) (Zip Code)

(303) 427-8688

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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))
-

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On August 12, 2011, Arête Industries, Inc. (the “Registrant”) entered into an Agreement to Amend Purchase and Sale Agreement, attached hereto as Exhibit 10.8 and incorporated herein by reference (the “Agreement”), with Tucker Family Investments, LLLP (“TFI”), DNR Oil & Gas, Inc. (“DNR”), and Tindall Operating Company (“Tindall”), and Tucker Energy, LLC (“Tucker” and with TFI, DNR and Tindall, collectively, the “Sellers”). Charles B. Davis, a director of the Registrant is the president of DNR. The Agreement, among other things, amends the Purchase and Sale Agreement and other related agreements and documents, dated May 25, 2011 and amended July 29, 2011, between the Registrant and the Sellers (the “Purchase and Sale Agreement”). The Agreement extends the date of the first installment payment under the Purchase and Sale Agreement from August 15, 2011 to August 31, 2011.

ITEM 7.01 REGULATION FD DISCLOSURE

On August 15, 2011, the Registrant issued a press release announcing its current activities, which is attached hereto as Exhibit 99.1.

The information in Item 7.01 and Exhibit 99.1 attached hereto are furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, nor shall they be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing. By filing this current report on Form 8-K and furnishing this information in Item 7.01 and Exhibit 99.1 attached hereto, the Registrant makes no admission as to the materiality of such information in this current report that is required to be disclosed solely by reason of Regulation FD.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit No.	Description
10.8	Agreement to Amend Purchase and Sale Agreement, dated August 12, 2011, among, Arête Industries, Inc., Tucker Family Investments, LLLP, DNR Oil & Gas, Inc. and Tindall Operating Company.
99.1	Arête Industries, Inc. Press Release dated August 15, 2011.

SIGNATURE

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.

By: /s/ Donald W. Prosser

Name: Donald W. Prosser

Title: Chief Executive Officer and Director

Date: August 17, 2011

EXHIBIT INDEX

Exhibit No.	Description
10.8	Agreement to Amend Purchase and Sale Agreement, dated August 12, 2011, among, Arête Industries, Inc., Tucker Family Investments, LLLP, DNR Oil & Gas, Inc. and Tindall Operating Company.
99.1	Arête Industries, Inc. Press Release dated August 15, 2011.

FIRST AMENDMENT TO AMENDED AND RESTATED PURCHASE AND SALE AGREEMENT

THIS FIRST AMENDMENT TO AMENDED AND RESTATED PURCHASE AGREEMENT ("First Amendment") is dated August 12, 2011, but effective April 1, 2011 ("Effective Date"), and is by and among Tucker Family Investments, LLLP, a Colorado limited liability limited partnership ("Tucker"); DNR Oil & Gas, Inc., a Colorado corporation ("DNR"); Tindall Operating Company, a Colorado corporation ("Tindall"), and Tucker Energy, LLC, a Colorado limited liability company ("Tucker Energy"), whose collective address is 12741 E. Caley, Unit 142, Englewood, Colorado 80111; and Arête Industries, Inc., 7260 Osceola Street, Westminster, CO 80030, ("Buyer"). Tucker Energy and DNR may be referred to collectively as "Sellers." Sellers, Buyer, Tindall, and Tucker may be referred to individually as a "Party" or collectively as the "Parties."

RECITALS

A. The Parties executed that certain Amended and Restated Purchase and Sale Agreement dated July 29, 2011, but effective April 1, 2011 ("PSA").

B. Article 2.1(B)(1) of the PSA required Buyer to pay Sellers, on or before August 15, 2011, the amount of Three Million Two Hundred Thousand and 00/100 Dollars (\$3,200,000.00) together with the additional amount of Five Hundred Thousand and 00/100 Dollars (\$500,000.00), plus interest at the rate set forth in the PSA on the average outstanding principal balance during the preceding month (collectively, the "First Installment Payment").

C. Buyer now seeks, and Sellers are willing to grant, an extension of time until August 31, 2011 for Buyer to remit the First Installment Payment under the PSA.

AGREEMENT

In consideration of the mutual promises contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree to the following terms:

1.0 **Amendment of Article 2.1(B)(1)**. The Parties agree that Article 2.1(B)(1) of the PSA shall be amended to extend the deadline for the First Installment Payment to August 31, 2011. Except as expressly set forth herein, all other terms and provisions of the PSA shall remain unchanged and in full effect.

The Parties have executed this First Amendment as of August 12, 2011, effective as of the Effective Time.

TUCKER FAMILY INVESTMENTS, LLLP

By: /s/ R. Lee Tucker
Name: R. Lee Tucker
Title: Limited Partner

TINDALL OPERATING COMPANY

By: /s/ R. Lee Tucker
Name: R. Lee Tucker
Title: President

SELLERS:

TUCKER ENERGY, LLC

By: /s/ R. Lee Tucker
Name: R. Lee Tucker
Title: Limited Partner

DNR OIL & GAS, INC.

By: /s/ John A. Simms
Name: John A. Simms
Title: Executive Vice President

BUYER:

ARÊTE INDUSTRIES, INC.

By: /s/ Don Prosser
Name: Don Prosser
Title: CEO



Arête Industries, Inc. Announces Information Updating Current Activity

Tuesday, August 16, 2011

WESTMINSTER, Colorado, August 16, 2011 (Globe Newswire) Arête Industries, Inc. (OTC-QB: ARET) announces the status of its purchase of oil and gas properties, potential financing, and change of auditors.

On July 29, 2011 Arête signed an Amended and Restated Purchase and Sale Agreement which it agreed to pay \$11,000,000 for the purchase of certain oil and gas operating properties in Colorado, Kansas, Wyoming, and Montana and as part of that agreement it provided for a \$3,700,000 payment on August 15, 2011. The parties have agreed to extend the payment due date to August 31, 2011. Arête will be filing a 8-K/A related to this agreement and a copy of the amendment to the Purchase and Sale Agreement will be attached to that filing.

On August 9, 2011, the Arête Board of Directors dismissed Ronald R. Chadwick, P.C., as Arête's independent registered public accountants and approved the engagement of Causey Demgen & Moore, Inc. to serve as the independent registered public accountants for the fiscal year ending December 31, 2011. Causey Demgen & Moore, Inc. was engaged on August 9, 2011 and will begin with its "review" of the June 30, 2011 financial statements being prepared in conjunction with the filing of the Form 10-Q. Arête will be filing a form 12b – 25 with the SEC for an extension of time to file the Form 10-Q due on August 15, 2011. Arête has no accounting disagreements with Ronald R. Chadwick, P.C.

Donald W. Prosser, Chairman and CEO of Arête Industries, Inc., said, "We are working diligently and look forward to closing the Amended and Restated Purchase and Sale Agreement. In anticipation of the closing of this transaction, we made the move to a larger auditing firm with an oil & gas background."

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

About the Company

The Company is the operator of a gas gathering system and has an agreement to purchase 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/>

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, whether the Company will be able to arrange for adequate financing of \$10,100,000 million to close its planned acquisition of oil and gas properties, the Company's dependence on its management, the Company's 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 businesses that are detailed in the Company's Securities and Exchange Commission ("SEC") filings. Readers are encouraged to review these risks in our SEC filings.

For Further Information Contact:

Arête Investor Relations

Gerald Kieft
The WSR Group
772-219-7525
IR@theWSRgroup.com
<http://www.WallstreetResources.net/Arête.asp>
