

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 (Date of Earliest Event Reported): June 29, 2005

ARETE INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Colorado	33-16820-D	84-1508638
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

7102 La Vista Place Suite 100, Niwot, Colorado 80503

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number including area code: (303) 652-3113

N/A

(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 (Amendment of) a Material Definitive Agreement

Amendment Extending Purchase Agreement

On June 30, 2005, Colorado Oil and Gas, Inc. ("COG") a majority owned subsidiary of Arete Industries, Inc., the registrant, signed an Extension Agreement extending the Closing Date of that certain Purchase Agreement, signed by COG on May 16, 2005, and disclosed under Registrant's Current Report on Form 8-K filed with the Commission on May 23, 2005. The Extension Agreement provides that COG will have until July 31, 2005 to complete its funding and close its acquisition of 13 producing oil and gas properties and 5 development prospects in Colorado. The extension agreement provides a 31 day non-exclusive extension of the previously mentioned Purchase Agreement, and requires a non-refundable deposit of \$50,000 in cash and 200,000 additional shares of COG's common stock valued at \$1.00 per share raising the total purchase price to \$2,850,000. During the extension period, Colorado Oil and Gas, Inc. will have the first right of refusal to match any bona-fide third-party offer received by the Seller for the Properties.

The disclosure under this Item 1.01 provides summary information of the Amendment to the definitive Agreement as specified in the required disclosure under Item 1.01 of Form 8-K promulgated by the Securities and Exchange Commission, and is qualified by the detailed provisions of the definitive Extension Agreement which have been contemporaneously submitted by Registrant as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.02 (b) Departure and Appointment of Principal Executive Officer

On June 29, 2005, the board of directors of the Registrant initiated a management restructuring to develop a new long term plan for the Company. As part of this restructuring, Mr. Thomas P. Raabe, stepped down as Chief Executive Officer and was appointed to the new office of President of the Registrant. His position as director remains unchanged. Mr. Charles L. Gamber, currently a director of Registrant and a director and officer of Registrant's Subsidiary Colorado Oil and Gas, Inc. was appointed as interim CEO pending creation by a newly formed committee of directors of a new strategic and long-term operating plan for the Registrant. The restructuring was effective June 29, 2005. Also, no employment agreements for the two officers were created, and no set compensation arrangement was made. Mr. Raabe's consulting/employment agreement has expired as of June 30, 2005.

Item 5.02 (c) Business Experience and Involvement in Certain Transactions of newly appointed officers.

Both Mr. Raabe, who resigned as CEO and was appointed as President, and Mr. Gamber who was appointed as interim CEO of the Registrant, were already directors and, in Mr. Raabe's case, an executive officer of the Registrant. Information concerning their prior business experience, required under this Item, and Item 401 (a) and (b) of Regulation SB, as well as concerning Certain Relationships and Related Party Transactions under Item 404 (a)(4) and (a)(5) of Regulation SB have been previously filed under the Registrant's Form 10-KSB for the fiscal year ended December

31, 2004 and the Registrant's Form 10-QSB for the quarter ended March 30, 2005, and are incorporated herein by reference.

Item 8.01. Other Events.

Submittal of Press Releases:

(1) The Registrant, on June 30, 2005, issued a Press Release disclosing the restructuring of management by action of the board of directors including the resignation of Thomas P. Raabe as the Chief Executive Officer and the appointment of Charles L. Gamber, as interim Chief Executive Officer, as well as appointment of Mr. Raabe, who stepped down as CEO to take the new position of President of the Registrant, described in Item 5.02 of this Current Report on Form 8-K. The Press Release also disclosed that Mr. Raabe was taking the Chairman and CEO role of the Registrant's majority owned Subsidiary, Aggression Sports, Inc. dba Arete Outdoors and re-activating that company under a business plan to be developed and executed by Mr. Raabe. The Press Release discloses that the Registrant has initiated the restructuring of management and stated the Board of Director's intent to re-focus the Registrant in a new direction by creating a board committee to develop a strategic long term plan for the Company. The new board committee, consisting of Mr. John Herzog, Mr. Gamber and Mr. Raabe, expects to complete its recommendations on or before July 31, 2005. Further the Registrant stated its intent to focus its efforts on development of the businesses of its two subsidiaries, with Mr. Raabe agreeing to step down as CEO of the Registrant to focus most of his time on restructuring and reactivating the Registrant's Aggression Sports subsidiary. The referenced June 30, 2005 press release has been attached as an Exhibit to this Current Report in Form 8-K, as Exhibit 99.1 and incorporated herein by reference.

(2) The Registrant, on July 1, 2005, issued a Press Release announcing that on June 30, 2005, its Subsidiary, Colorado Oil and Gas, Inc. had signed an Extension Agreement, providing for a non-exclusive 31 day extension of the Closing Date of its Purchase Agreement originally signed on May 16, 2005. The Extension Agreement gives Colorado Oil and Gas, Inc. until July 31, 2005 to close the transaction. Additional consideration of a non-refundable deposit of \$50,000 and issuance of an additional 200,000 common shares of Colorado Oil and Gas, Inc. to the sellers for granting the extension was provided for in the Extension Agreement. The Extension Agreement also grants Colorado Oil and Gas, Inc. a first right of refusal to match any bona-fide third party offer for the properties covered by the Purchase Agreement received by the Seller during the extension period. The Extension Agreement is more particularly described in Item 1.01 of this Current Report, and the Amendment to the Material Definitive Agreement is attached to this Current Report as Exhibit 10.1 and incorporated herein by reference. The Registrant voluntarily submits a copy of the referenced July 1, 2005 Press Release hereto as an exhibit under Item 601 (99) of Regulation SB, as Exhibit 99.2 and incorporates it herein by reference.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(a) 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.

ARETE INDUSTRIES, INC.

Date: July 5, 2005

By: /s/ THOMAS P. RAABE
Thomas P. Raabe, President,
and Chairman of the Board of
Directors

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
10.1	Extension Agreement dated June 30, 2005.
99.1	Press Release dated June 30, 2005.
99.2	Press Release dated July 1, 2005.

Extension Agreement

June 30, 2005
EXTENSION AGREEMENT

June 30, 2005

Colorado Oil and Gas, Inc. and DNR Oil and Gas, Inc., ("COG") as Buyer, and Tindall Operating Co., and Tucker Family Investments, LLLP. as Seller, hereby agree to extend the Closing Date to July 31, 2005, and the Effective Date thereof to August 1, 2005 (the Extension") for that certain Purchase and Sale Agreement signed May 16, 2005 between Buyer and Seller, leaving all other terms and conditions therein intact, which Purchase and Sale Agreement is incorporated herein by reference, subject to the following additional terms and provisions:

1. The consideration for the extension, which shall be deemed the new total Purchase Price, is:
 - a. Original Purchase Price: \$2,600,000 including \$2,500,000 cash plus 100,000 COG Common Shares valued at \$1.00 per share; plus
 - b. Consideration for granting a 31 day extension:
 - i. Non-refundable Extension Deposit: \$50,000 Cash on or before July 1, 2005; and
 - ii. Additional Stock Consideration: 200,000 COG Common Shares value at \$1.00 per share, issued on signing of this Extension Agreement.
 - b. Total: \$2,850,000.
2. The Extension shall allow COG a non-exclusive 31 day period to July 31, 2005 to fund the Purchase Price and Close the transaction. During that non-exclusive extension, COG will have the right of first refusal to match the terms of any bona-fide third party offer received by the Seller for the Properties (as defined in the Purchase and Sale Agreement.) Seller agrees to notify Buyer in writing (by facsimile and/or courier) to Bill Stewart or John Herzog within 24 hours of receipt of a bona fide third party offer.
3. All terms in this Extension Agreement shall have the same meaning as set forth in the referenced Purchase and Sale Agreement, and no terms other than those expressly modified herein shall serve to modify the operative terms of the Purchase and Sale Agreement.

This Extension Agreement is executed and dated by the Parties set forth above, as of the date first above written:

SELLER:

TUCKER FAMILY INVESTMENTS, LLLP

By:

Name:

Title:

DNR OIL & GAS, INC.

By:

Name:

Title:

TINDALL OPERATING CO.

By:

Name:

Title:

BUYER:

COLORADO OIL AND GAS, INC.

By:

Name:

Title:

COMPANY PRESS RELEASE

Arete Industries, Inc. Initiates Restructuring Plan for the Company.

CEO to Change Position with the Company to Focus on Reorganizing and
Re-Starting Aggression Sports Subsidiary

For Immediate Release
Thursday June 30, 2005

NIWOT, Colorado, June 30, 2005 (Business Wire) Arete Industries, Inc. (OTC - Bulletin Board: ARET) announced today its intent to restructure its' management team and the Company's focus. The Board of Directors met on July 29, 2005 and determined to focus all efforts on the development of the business plan and growth of two its subsidiary companies: Aggression Sports, Inc. dba Arete Outdoors ("AO") and Colorado Oil and Gas, Inc. ("COG").

Thomas P. Raabe, CEO, President and a Director of Arete is CEO, President and a Director of AO. AO has been inactive since the end of 2001. Mr. Raabe has been working on a strategy to develop a new business model for AO beginning with designing, marketing and trading of 'lifestyle' products such as outdoor sports gear and tools, but expanding into other consumer products. The offices for AO will be located at 7102 La Vista Place, Suite 100, Niwot, CO 80503. Mr. Raabe stated that, "We will liquidate our existing inventory of proprietary products, and are evaluating several proprietary and third party product lines and marketing systems. We look forward to launching a new business plan by the end of the third quarter".

Bill Stewart, Secretary and a Director of Arete Industries, Inc. and CEO, President and a Director of COG. He will begin his full time position at COG on July 1, 2005 focusing on acquisition of oil and gas properties, funding of COG, business development and COG's long term business plan and strategy. COG has offices located at 7260 Osceola Street, Westminster, CO 80030.

As part of the restructuring plan, Mr. Raabe will step down as CEO of Arete Industries, Inc. to focus on launching a new business model for AO. He will remain as President and a Director of the Company. Charles Gamber a Director of Arete Industries, Inc. and of COG will serve as the interim CEO of the Company. The Board has appointed a restructuring strategy committee made up of Mr. Gamber, Mr. Raabe and John Herzog, a director of the Company. The Committee has been charged with developing a new overall strategic plan for the Company and will report to the Board of Directors the direction in which they believe the Company should be headed. The Committee is expected to complete its work by no later than July 31, 2005.

About the Company. Arete Industries, Inc., a development stage company, is a publicly traded holding company with several subsidiaries. Its subsidiary, Colorado Oil and Gas, Inc. ("COG") was formed to pursue the acquisition of small producing oil and gas properties and mineral interests, as an entry strategy to developing into a full size oil and gas company. The Company has one other subsidiary, Aggression Sports, Inc. dba Arete Outdoors, an outdoor sports equipment company that

has been inactive since 2001, and will be reactivated to pursue a new business plan in the current quarter. The Company continues to seek other business acquisitions.

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 Arete's, COG's and/or AO'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, COG's inability to meet the conditions to acquiring its current project including providing financing to pay the purchase price; unexpected difficulties encountered in the investment market; the volatility in commodity prices for oil and gas, the presence or recoverability of estimated reserves, the ability to replace reserves, environmental risks, drilling and operating risks, exploration and development risks, competition, government regulation or other action, the ability of management to execute its plans to meet its goals and other risks inherent in their businesses that are detailed in their Securities and Exchange Commission ("SEC") filings. Additionally, AO must be restarted without immediate availability of capital or management resources which will be necessary to pursue its contemplated business plan, and may decide to go in an entirely new direction with the limited resources that it has available.

For Further Information Contact:

Company Contact: Arete Industries, Inc.
Karen Hemmerle, Corporate Communications
Email: khemmerle@areteindustries.com

Colorado Oil and Gas, Inc.
Bill Stewart, President
Email: ir@areteindustries.com

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Niwot, Colorado 80503
Voice: 303-652-3113
Fax: 303-652-1488

Colorado Oil and Gas, Inc.
7260 Osceola Street
Westminster, Colorado 80030
Voice: 303-427-8688

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COMPANY PRESS RELEASE

Arete Industries, Inc. Subsidiary Extends
Purchase Agreement to Complete Deal to Buy Producing Oil and Gas Properties.

Colorado Oil and Gas, Inc. Gains 31 Day Extension
to Complete its Acquisition of 13 Producing Wells and
5 Development Wells in Colorado.

For Immediate Release
Friday July 1, 2005

NIWOT, Colorado, July 1, 2005 (Business Wire) Arete Industries, Inc. (OTC - Bulletin Board: ARET) announced today that its subsidiary, Colorado Oil and Gas, Inc. (COG), signed an agreement to gain a non-exclusive 31 day extension to its Purchase Agreement signed on May 16, 2005, previously announced on May 24, 2005. The Subsidiary will have until July 31, 2005 to complete its funding and close its acquisition of 13 producing oil and gas properties and 5 development prospects in Colorado. The extension agreement requires a non-refundable deposit of cash and 200,000 additional shares of common stock of the Subsidiary valued at \$1.00 per share raising the total purchase price to \$2,850,000. During the extension period, Colorado Oil and Gas, Inc. will have the first right of refusal to match any bona-fide third-party offer received by the Seller for the Properties. COG is currently pursuing private equity and debt financing to complete the Purchase.

Bill Stewart, President and CEO of Colorado Oil and Gas, Inc. stated: "We are dedicated to successfully completing the purchase and closing this transaction by the extension deadline. The due diligence process is now complete. The extension will allow us additional time to pursue the financing of this Project and we believe the additional consideration we are paying for the extension is more than justified by the value of the Project and what it means for the future of the Company and its shareholders."

About the Company. Arete Industries, Inc., a development stage company, is a publicly traded holding company with several subsidiaries. Its subsidiary, Colorado Oil and Gas, Inc. ("COG") was formed to pursue the acquisition of small producing oil and gas properties and mineral interests, as an entry strategy to developing into a full size oil and gas company. The Company has one other subsidiary, Aggression Sports, Inc. dba Arete Outdoors, an outdoor sports equipment company that has been inactive since 2001. Recently, the Company determined to restructure and re-activate its Aggression Sports subsidiary under a new business plan currently being developed by the Company's President, Thomas P. Raabe. The Company has also recently initiated a management restructuring and strategic planning process to develop a new business focus and continues to seek other business acquisitions.

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 Arete's or COG'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, COG's inability to meet the conditions to acquiring its current project including providing financing to pay the purchase price; unexpected difficulties encountered in the investment market; the volatility in commodity prices for oil and gas, the presence or recoverability of estimated reserves, the ability to replace reserves, environmental risks, drilling and operating risks, exploration and development risks, competition, government regulation or other action, the ability of management to execute its plans to meet its goals and other risks inherent in their businesses that are detailed in their Securities and Exchange Commission ("SEC") filings.

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Bill Stewart, President
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