

CROSS BORDER RESOURCES, INC.  
Form 424B3  
November 15, 2011

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Filed Pursuant to Rule 424(b)(3)

Registration No. 333-175761

PROSPECTUS SUPPLEMENT NO. 2 TO PROSPECTUS DATED AUGUST 2, 2011

THE DATE OF THIS SUPPLEMENT IS NOVEMBER 15, 2011

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CROSS BORDER RESOURCES, INC.

7,209,375 Shares of Common Stock

This Prospectus Supplement No. 2 supplements the information previously provided in the prospectus dated August 2, 2011 (including any supplements thereto, the "Prospectus") relating to the resale by selling stockholders identified therein of up to an aggregate of 7,209,375 shares of common stock of Cross Border Resources, Inc.

This Prospectus Supplement is filed for the purpose of including our Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on November 14, 2011. This Prospectus Supplement is not complete without the Prospectus and should be read in conjunction with the Prospectus which is required to be delivered with this Prospectus Supplement. The attached information modifies and supersedes, in part, the information in the Prospectus. Any information that is modified or superseded in the Prospectus shall not be deemed to constitute a part of the Prospectus, except as modified or superseded by this Prospectus Supplement.

You should consider carefully the risks that we have described in the section entitled "Risk Factors" beginning on page 2 of the Prospectus before deciding whether to invest in our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2011

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 000-52738

CROSS BORDER RESOURCES, INC.

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of  
incorporation or  
organization)

98-0555508

(I.R.S. Employer Identification No.)

22610 US Highway 281 N., Suite 218

San Antonio, TX

(Address of principal executive offices)

78258

(Zip Code)

(210) 226-6700

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required

to submit and post such files).  
 Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)      Accelerated filer   
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
 Yes  No

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date:

As of November 8, 2011, the Registrant had 16,151,946 shares of common stock outstanding.

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Cross Border Resources, Inc.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The accompanying unaudited financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 8-03 of Regulation S-X, and, therefore, do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the three- and nine-month periods ended September 30, 2011 are not necessarily indicative of the results that can be expected for the year ending December 31, 2011.

As used in this Quarterly Report on Form 10-Q, the terms "we," "us," "our," and the "Company" mean Cross Border Resources, Inc. unless otherwise indicated. All dollar amounts in this Quarterly Report are in U.S. dollars unless otherwise stated.

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Cross Border Resources, Inc.  
Balance Sheets

	September 30, 2011 (Unaudited)	Predecessor Entity December 31, 2010 (As Restated)
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and Cash Equivalents	\$ 621,318	\$ 975,123
Accounts Receivable - Production	965,194	512,624
Accounts Receivable - Related Party	—	250,000
Prepaid Expenses	686,492	—
Derivative Asset - Current Portion	309,340	—
Current Tax Asset	100,734	—
<b>Total Current Assets</b>	<b>2,683,078</b>	<b>1,737,747</b>
<b>Oil and Gas Properties</b>	<b>32,413,915</b>	<b>19,421,621</b>
Less: Accumulated Depletion	(9,746,862)	(7,328,326)
<b>Net Oil and Gas Properties</b>	<b>22,667,053</b>	<b>12,093,295</b>
<b>Other Assets</b>		
Other Property and Equipment, net of Accumulated Depreciation of \$118,572 and \$94,759 in 2011 and 2010, respectively	103,889	124,776
Deferred Bond Costs, net of Accumulated Amortization of \$331,704 and \$293,915 in 2011 and 2010, respectively	172,150	209,939
Deferred Bond Discount, net of Accumulated Amortization of \$122,819 and \$108,827 in 2011 and 2010, respectively	63,741	77,733
Derivative Asset, net of Current Portion	110,386	—
Other Assets	126,943	112,532
<b>Total Other Assets</b>	<b>577,109</b>	<b>524,980</b>
<b>TOTAL ASSETS</b>	<b>\$ 25,927,240</b>	<b>\$ 14,356,022</b>

	September 30, 2011 (Unaudited)	Predecessor Entity December 31, 2010 (As Restated)
<b>LIABILITIES AND PARTNERS' CAPITAL</b>		
<b>Current Liabilities</b>		
Accounts Payable - Trade	\$ 311,486	\$ 875,881
Accounts Payable - Revenue Distribution	213,000	49,880
Interest Payable	47,736	107,875
Accrued Expenses	34,940	28,460
Deferred Revenues	64,958	162,394
Bonds Payable - Current Portion	720,000	660,000
Creditors Payable - Current Portion	180,000	150,000
<b>Total Current Liabilities</b>	<b>1,572,120</b>	<b>2,034,490</b>
<b>Non-Current Liabilities</b>		
Asset Retirement Obligations	1,223,515	508,588
Deferred Income Tax Liability	26,609	—
Line of Credit	1,000	