

CROSS BORDER RESOURCES, INC.
Form SC 13D/A
May 29, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 3)*

CROSS BORDER RESOURCES, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

227443108
(CUSIP Number)

Alan W. Barksdale

2515 McKinney Avenue, Suite 900

Dallas, Texas 75201

214-871-0400
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 23, 2012
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person=s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information that would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 227443108 SCHEDULE 13D Page 2 of 15 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (ENTITIES ONLY)

1

Red Mountain Resources, Inc.

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Florida

SOLE VOTING POWER

7

6,973,589

SHARED VOTING POWER

NUMBER OF 8

SHARES 0

BENEFICIALLY

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING 6,973,589

PERSON SHARED DISPOSITIVE POWER

WITH 10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

6,973,589

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS) "

13

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

38.1%

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

CO

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (ENTITIES ONLY)

1

Black Rock Capital, Inc.

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Arkansas

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
8

SHARES
4,272,328

BENEFICIALLY

OWNED BY
SOLE DISPOSITIVE POWER

EACH
9

REPORTING
0

PERSON
SHARED DISPOSITIVE POWER

WITH
10

4,272,328

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,272,328

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

23.4%

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

CO

CUSIP No. 227443108 SCHEDULE 13D Page 4 of 15 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (ENTITIES ONLY)

1

Alan W. Barksdale

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

5

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

7

6,973,589

SHARED VOTING POWER

**NUMBER OF
SHARES
BENEFICIALLY**

8

0

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

REPORTING

6,973,589

PERSON

SHARED DISPOSITIVE POWER

WITH

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

6,973,589

12

CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS) "

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

38.1%

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

IN

CUSIP No. 227443108 SCHEDULE 13D Page 5 of 15 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (ENTITIES ONLY)

1

Paul N. Vassilakos

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

5

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

7

0

SHARED VOTING POWER

**NUMBER OF
SHARES
BENEFICIALLY**

8

0

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

REPORTING

0

PERSON

SHARED DISPOSITIVE POWER

WITH

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

0

CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS) "

12

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

0%

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

IN

CUSIP No. 227443108 SCHEDULE 13D **Page 6 of 15 Pages**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)

Richard Y. Roberts

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
8

SHARES
0

BENEFICIALLY

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING 0

PERSON

SHARED DISPOSITIVE POWER

WITH 10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

0

CHECK IF THE AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) "

PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (11)

0%

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

IN

CUSIP No. 227443108 SCHEDULE 13D **Page 7 of 15 Pages**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)

Lynden B. Rose

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
8

SHARES
0

BENEFICIALLY

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING 0

PERSON

SHARED DISPOSITIVE POWER

WITH 10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

0

CHECK IF THE AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) "

PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (11)

0%

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

IN

CUSIP No. 227443108 SCHEDULE 13D **Page 8 of 15 Pages**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)

Randell K. Ford

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
8

SHARES
0

BENEFICIALLY

OWNED BY SOLE DISPOSITIVE POWER

EACH
9

REPORTING
0

PERSON

SHARED DISPOSITIVE POWER

WITH
10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

0

CHECK IF THE AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) "

PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (11)

0%

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

IN

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)

William F. Miller, III

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
8

SHARES
0

BENEFICIALLY

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING 0

PERSON

SHARED DISPOSITIVE POWER

WITH 10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

0

CHECK IF THE AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) "

PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (11)

0%

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

IN

CUSIP No. 227443108 SCHEDULE 13D **Page 10 of 15 Pages**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY)

Red Mountain Group (comprised of the Reporting
Persons, as defined below)

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

N/A

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
8

SHARES
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BENEFICIALLY

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING 0

PERSON SHARED DISPOSITIVE POWER

WITH 10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON