

CROSS BORDER RESOURCES, INC.  
Form SC 13D/A  
June 15, 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. 6)\*

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)

June 13, 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).

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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) (a) ..

2

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

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

5 2(e) ..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Florida

SOLE VOTING POWER

NUMBER OF 7

SHARES 7,973,589

BENEFICIALLY SHARED VOTING POWER

OWNED BY 8

EACH 0

REPORTING 9 SOLE DISPOSITIVE POWER

**PERSON** 7,973,589  
**WITH** 10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,973,589

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

43.6%

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) (a) ..

2

(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

NUMBER OF 7

SHARES 0

BENEFICIALLY SHARED VOTING POWER

OWNED BY 8

EACH 4,272,328

REPORTING 9 SOLE DISPOSITIVE POWER

**PERSON** 0  
**WITH** 10 SHARED DISPOSITIVE POWER

4,272,328

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11  
4,272,328  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

23.4%  
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

Alan W. Barksdale

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

2

(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

United States

SOLE VOTING POWER

NUMBER OF 7

SHARES 7,973,589

BENEFICIALLY SHARED VOTING POWER

OWNED BY 8

EACH 0

9 SOLE DISPOSITIVE POWER

REPORTING

**PERSON** 7,973,589  
**WITH** 10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,973,589

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

43.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN



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This Amendment No. 6 amends the original Schedule 13D and its Amendments No. 1, No. 2, No. 3, No. 4 and No. 5 (together, "Schedule 13D") previously filed by Red Mountain Resources, Inc. ("Red Mountain"), Black Rock Capital, Inc. ("Black Rock") and Alan W. Barksdale ("Barksdale") (collectively herein referred to as the "Reporting Persons") with respect to ownership of the common stock, par value \$0.001 per share ("Common Stock"), of Cross Border Resources, Inc., a Nevada corporation (the "Issuer"). Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as amended, previously filed with the SEC.

The percentage of beneficial ownership calculation reflected in this Schedule 13D is based upon 16,151,946 shares of Common Stock outstanding as of May 9, 2012, as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on May 9, 2012.

**Item 3. Source of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended to add the following:

On June 13, 2012, Red Mountain entered into a stock purchase and sale agreement pursuant to which Red Mountain acquired 1,000,000 shares of the Common Stock of the Issuer in exchange for the issuance of 2,000,000 shares of Red Mountain's common stock.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended in its entirety to read as follows:

Black Rock is deemed to be the beneficial owner of 4,272,328 shares of the Issuer's Common Stock, or approximately 23.4% of the Issuer's Common Stock. This represents 2,136,164 shares of the Issuer's Common Stock held by Black Rock and warrants to purchase 2,136,164 shares of the Issuer's Common Stock held by Black Rock for which the exercise period began on November 26, 2011. The warrants, however, are subject to a cap that precludes the holder from exercising the warrants if after such exercise the holder alone or with its affiliates would be the beneficial owner of more than 19.99% of the Issuer's Common Stock unless the holders of the Issuer's Common Stock approve such exercise.

Red Mountain is deemed to be the beneficial owner of 7,973,589 shares of the Issuer's Common Stock, or approximately 38.1% of the Issuer's Common Stock. This represents 3,701,261 shares of the Issuer's Common Stock held by Red Mountain and the 2,136,164 shares of the Issuer's Common Stock held by Black Rock, Red Mountain's wholly owned subsidiary. This also includes the warrants to purchase 2,136,164 shares of the Issuer's Common Stock held by Black Rock.

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Barksdale, as the Chief Executive Officer of Red Mountain and an officer of Black Rock, has the authority to vote and dispose of the shares of the Issuer's Common Stock on behalf of Red Mountain and Black Rock. As such, Barksdale is deemed to be the beneficial owner of all of the shares of the Issuer's Common Stock beneficially owned by Red Mountain and Black Rock.

Red Mountain and Barksdale have sole voting and dispositive power with respect to all of the shares of the Issuer's Common Stock beneficially owned by them. Black Rock has shared voting and dispositive power with respect to all of the shares of the Issuer's Common Stock beneficially owned by it.

In the past 60 days, Red Mountain effected the transactions described under Item 3 and such transactions are incorporated by reference herein.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated June 14, 2012

RED MOUNTAIN RESOURCES, INC.

By: /s/ Alan W. Barksdale  
Alan W. Barksdale, CEO

BLACK ROCK CAPITAL, INC.

By: /s/ Alan W. Barksdale  
Alan W. Barksdale, President

/s/ Alan W. Barksdale  
Alan W. Barksdale