

GOFF JOHN C  
Form 4  
June 13, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOFF JOHN C

2. Issuer Name **and** Ticker or Trading  
Symbol  
CONTANGO OIL & GAS CO  
[MCF]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
500 COMMERCE STREET,,  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/11/2018

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

FORT WORTH, TX 76102

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                               |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |                               |
| Common Stock                    | 06/11/2018                           |                                                    | P                              |                                                                   | 85,000 | A          | \$ 4.3959                                                                                     | 3,186,578                                                | I                                                     | See footnotes (1) (6) (7) (8) |
| Common Stock                    | 06/12/2018                           |                                                    | P                              |                                                                   | 95,000 | A          | \$ 4.4944                                                                                     | 3,281,578                                                | I                                                     | See footnotes (1) (6) (7) (8) |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 707,881                                                  | I                                                     | See footnotes (2) (6) (7) (8) |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 471,921                                                  | I                                                     | See footnotes                 |

|              |         |   | (3)           | (6) | (7) | (8)     |
|--------------|---------|---|---------------|-----|-----|---------|
| Common Stock | 201,950 | I | See footnotes | (4) | (6) | (7) (8) |
| Common Stock | 30,000  | I | See footnotes | (5) | (6) | (7) (8) |
| Common Stock | 8,050   | I | By SEP IRA    |     |     |         |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |         |       |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                   | Director      | 10% Owner | Officer | Other |
| GOFF JOHN C<br>500 COMMERCE STREET,<br>FORT WORTH, TX 76102                       |               | X         |         |       |
| Goff MCF Partners, LP<br>500 COMMERCE STREET<br>SUITE 700<br>FORT WORTH, TX 76102 |               | X         |         |       |
|                                                                                   |               | X         |         |       |

Goff Capital, Inc.  
500 COMMERCE STREET  
SUITE 700  
FORT WORTH, TX 76102

John C. Goff 2010 Family Trust  
500 COMMERCE STREET  
SUITE 700  
FORT WORTH, TX 76102

X

## Signatures

John C. Goff

06/13/2018

\*\*Signature of Reporting Person

Date \_\_\_\_\_

Goff MCF Partners, LP, By: Goff Capital, Inc. is the general partner, By John C. Goff, President

06/13/2018

\*\*Signature of Reporting Person

Date \_\_\_\_\_

Goff Capital, Inc., By: John C. Goff, President

06/13/2018

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

John C. Goff 2010 Family Trust, By: John C. Goff, Trustee

06/13/2018

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

### Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities are held directly by Goff MCF Partners, LP (Goff MCF). Goff Capital, Inc. (Goff Capital) is the general partner of Goff MCF, and, as such, it may be deemed to beneficially own the securities held by Goff MCF. The John C. Goff 2010 Family Trust (the Trust) is the controlling shareholder of Goff Capital and, as such, it may be deemed to beneficially own the securities held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.

(2) These securities are held directly by Goff REN Holdings, LLC (Goff REN). GFS REN GP, LLC (REN GP) is the managing member of Goff REN and, as such, it may be deemed to beneficially own the securities held by Goff REN. GFS Management, LLC (GFS Management) is the managing member of REN GP and, as such, it may be deemed to beneficially own the securities held by REN GP. Goff Focused Strategies, LLC (GFS) is the managing member of GFS Management and, as such, it may be deemed to beneficially own the securities held by GFS Management. GFT Strategies, LLC (GFT) is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the securities held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the securities held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.

(3) These securities are held directly by Goff REN II. REN GP is the managing member of Goff REN II and, as such, it may be deemed to beneficially own the securities held by Goff REN II. GFS Management is the managing member of REN GP and, as such, it may be deemed to beneficially own the securities held by REN GP. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the securities held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the securities held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the securities held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.

(4) These securities are held directly by the Trust. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.

(5) These shares are held directly by Goff Family Investments, LP (Goff Investments). Goff Capital is the general partner of Goff Investments and, as such, it may be deemed to beneficially own the securities held by the Goff Investments. The Trust is the controlling shareholder of Goff Capital and, as such, it may be deemed to beneficially own the securities held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.

(6) Goff Capital, Goff REN, Goff REN II, REN GP, GFS, GFT, the Trust, Goff MCF, GFS Management, and Goff Investments may be considered a group under Section 13(d) of the Exchange Act; however, neither the fact of this filing nor anything contained herein shall

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be deemed to be an admission by such persons that such a group exists.

- (7) For purposes of this filing, "Reporting Persons" means, as applicable, Goff MCF, Goff Capital, the Trust, and John C. Goff.

- (8) The filing of this statement by the Reporting Persons shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, such Reporting Persons are the beneficial owners of the securities reported herein and each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Act, except to the extent of such Reporting Person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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