

CONTANGO OIL & GAS CO
Form SC 13D/A
January 31, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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. 1)*

Contango Oil & Gas Company

(Name of Issuer)

Common Stock, par value \$0.04 per share

(Title of Class of Securities)

21075N204

(CUSIP Number)

Todd E. Molz

Managing Director and General Counsel

Oaktree Capital Group Holdings GP, LLC

333 South Grand Avenue, 28th Floor

Los Angeles, California 90071

(213) 830-6300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Edgar Filing: CONTANGO OIL & GAS CO - Form SC 13D/A

October 1, 2013

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

* 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 which 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 ("Act") 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).

SCHEDULE 13D

CUSIP No. 21075N204

| | | |
|---|---|-------------------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | OCM GW Holdings, LLC | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3 | SEC Use Only | |
| 4 | Source of Funds Not applicable | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 1,287,611 |
| | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power 1,287,611 |
| | 10 | Shared Dispositive Power |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 1,287,611 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% | |
| 14 | Type of Reporting Person OO | |

SCHEDULE 13D

CUSIP No. 21075N204

| | | |
|----|---|---|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | OCM Principal Opportunities Fund III, L.P.* | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | o |
| | (b) <input type="radio"/> | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds Not Applicable | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization Delaware | |
| 7 | Sole Voting Power 1,287,611* | |
| 8 | Shared Voting Power | |
| 9 | Sole Dispositive Power 1,287,611* | |
| 10 | Shared Dispositive Power | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 1,287,611 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | o |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% | |
| 14 | Type of Reporting Person PN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* Solely in its capacity as the managing member of OCM GW Holdings, LLC.

SCHEDULE 13D

CUSIP No. 21075N204

| | | |
|----|---|-----------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | OCM Principal Opportunities Fund III GP, L.P.* | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3 | SEC Use Only | |
| 4 | Source of Funds Not Applicable | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization Delaware | |
| 7 | Sole Voting Power 1,287,611* | |
| 8 | Shared Voting Power | |
| 9 | Sole Dispositive Power 1,287,611* | |
| 10 | Shared Dispositive Power | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 1,287,611 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% | |
| 14 | Type of Reporting Person PN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* Solely in its capacity as the general partner of OCM Principal Opportunities Fund III, L.P.

SCHEDULE 13D

CUSIP No. 21075N204

| | | |
|---|---|--------------------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | Oaktree Fund GP I, L.P.* | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds Not Applicable | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 1,287,732* |
| | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power 1,287,732* |
| | 10 | Shared Dispositive Power |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 1,287,732 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | o |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% | |
| 14 | Type of Reporting Person PN | |

* Solely in its capacity as the general partner of OCM Principal Opportunities Fund III GP, L.P. and the sole shareholder of OCM Principal Opportunities Fund IV GP, Ltd.

SCHEDULE 13D

CUSIP No. 21075N204

| | | |
|---|---|--------------------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | Oaktree Capital I, L.P.* | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3 | SEC Use Only | |
| 4 | Source of Funds Not Applicable | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization Delaware | |
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| | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power 1,287,732* |
| | 10 | Shared Dispositive Power |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 1,287,732 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% | |
| 14 | Type of Reporting Person PN | |

* Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.

SCHEDULE 13D

CUSIP No. 21075N204

| | | |
|---|---|--------------------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | OCM Holdings I, LLC* | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | o |
| | (b) <input type="radio"/> | o |
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| 4 | Source of Funds Not Applicable | |
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| 13 | Percent of Class Represented by Amount in Row (11) 6.8% | |
| 14 | Type of Reporting Person OO | |

* Solely in its capacity as the general partner of Oaktree Capital I, L.P.

