

GOFF JOHN C

Form 4

November 26, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

FORTH WORTH, TX 76102

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2018

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

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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								4,411,830	I	See footnotes (1) (6) (7) (8)
Common Stock	11/23/2018		P		31,000	A	\$ 3.6249	946,561	I	See footnotes (2) (6) (7) (8)
Common Stock	11/23/2018		P		20,500	A	\$ 3.6249	630,875	I	See footnotes (3) (6) (7) (8)
Common Stock								38,801	I	See footnotes

			(5)	(6)	(7)	(8)
Common Stock	69,661	I	By SEP			
Common Stock	201,950	I	See			
			footnotes			
			(4)	(6)	(7)	(8)

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOFF JOHN C 500 COMMERCE STREET FORTH WORTH, TX 76102	X	X		
Goff MCF Partners, LP 500 COMMERCE STREET SUITE 700 FORT WORTH, TX 76102		X		
Goff Capital, Inc. 500 COMMERCE STREET SUITE 700 FORT WORTH, TX 76102		X		

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

X

Signatures

John C. Goff

11/26/2018

****Signature of Reporting Person**

Date _____

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

11/26/2018

Signature of Reporting Person

Date _____

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

11/26/2018

**Signature of Reporting Person

Date _____

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

11/26/2018

**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 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.

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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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