

Contango ORE, Inc.
Form SC 13D/A
October 01, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2

to

SCHEDULE 13D
(Rule 13d-101)

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

Contango ORE, Inc.
(Name of Issuer)

Common Stock, par value \$0.01
(Title of Class of Securities)

210777F100
(CUSIP Number)

John B. Juneau
c/o Contango ORE, Inc.
3700 Buffalo Speedway, Suite 925
Houston, Texas 77098
(713) 877-1311
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 18, 2015
(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 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 (the “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).

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION OF ABOVE PERSON

1 John B. Juneau

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 PF

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

CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

7 SOLE VOTING POWER

NUMBER OF 254,232 shares of Common Stock
SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 147,234 shares of Common Stock
EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 401,466 shares of Common Stock
10 SHARED DISPOSITIVE POWER

0 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 401,466 shares of Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 9.8%

TYPE OF REPORTING PERSON

14 IN

CUSIP No. 210777F100

13D

This Amendment No. 2 to Schedule 13D supplements and amends the Statement on Schedule 13D filed on December 13, 2013 and amended on November 21, 2014 as Amendment No. 1 to Schedule 13D. Capitalized terms used without definitions in this Amendment No. 2 shall have the respective meanings ascribed to them in the Schedule 13D.

Responses to each item of this Amendment No. 2 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 2 is supplemented and amended as follows:

This Amendment No. 2 to Schedule 13D is filed by John B. Juneau (“Mr. Juneau”) for and on behalf of himself, Juneau Exploration, L.P. (“JEX”), a Texas limited partnership and J5D Enterprises, L.P., a Texas limited partnership (formerly known as J4D Enterprises, L.P.), a Texas limited partnership (“J5D”, and together with Mr. Juneau and JEX, the “Reporting Person”). Mr. Juneau is the sole manager of the general partner of JEX and is the sole manager of J5D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is supplemented and amended as follows:

On September 18, 2015, the Reporting Person acquired 45,000 restricted shares of the Issuer’s Common Stock through a grant by the Issuer pursuant to a Restricted Stock Award Agreement dated as of September 18, 2015. The restricted shares vest over two years, beginning one third vesting on the date of grant and one third vesting each year thereafter.

Item 4. Purpose of Transaction

Item 4 is supplemented and amended as follows:

All of the shares of Common Stock reported herein were acquired for investment purposes. Subject to applicable securities laws and regulations, the Reporting Person may dispose or acquire securities of the Issuer, including Common Stock, depending upon the position of the market, the Issuer, and other factors.

Except as set forth herein, as of the date hereof, there are no plans or proposals that the Reporting Person have that relate to or would result in (a) the acquisition of securities of the Issuer or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the Issuer; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer’s business or corporate structure; (g) changes in the Issuer’s certificate of incorporation, by-laws, or other instruments corresponding thereto or other actions that may impede the acquisition of control of the Issuer by any person; (h) causing any change in the trading market of any class of securities of the Issuer; (i) a class of equity securities of the Issuer becoming eligible for termination of registration under the Securities Exchange Act of 1934; or (j) any action similar to any of the matters enumerated above.

Mr. Juneau is the Chairman, President and Chief Executive Officer of the Issuer. Mr. Juneau reserves the right to take any action enumerated above in the best interests of the Issuer in his role as an officer and as a member of the board of directors of the Issuer.

Item 5. Interest in Securities of the Issuer

Item 5 is supplemented and amended as follows:

(a) On September 18, 2015, the Reporting Person acquired 45,000 shares of Common Stock of the Issuer through a grant of restricted shares of Common Stock by the Issuer.

The Reporting Person beneficially owns an aggregate of 401,466 shares of Common Stock of the Issuer, which includes (a) 243,132 shares of Common Stock held by the Reporting Person, including zero shares of restricted stock that will vest within the next 60 days, (b) 41,666 shares of unvested restricted stock, (c) options to purchase 75,000 shares of Common Stock that are currently exercisable, and (d) warrants to purchase 83,334 shares of Common Stock that are currently exercisable. As a result, the Reporting Person may be deemed to be the beneficial owner of approximately 9.8% of the outstanding shares of Common Stock of the Issuer.

The percentage of this Item 5 is based upon 3,904,540 shares of Common Stock that were outstanding as of September 18, 2015, plus (a) stock options for 75,000 shares of Common Stock, (b) warrants for the purchase of 83,334 shares of Common Stock beneficially owned by the Reporting Person and (c) 41,666 shares of unvested restricted Common Stock.

(b) The Reporting Person has sole power to vote and direct the vote of 254,232 shares reported herein, including (a) 137,565 shares of Common Stock, (b) warrants to purchase 41,667 shares of Common Stock that are currently exercisable and (c) options to purchase 75,000 shares of Common Stock that are currently exercisable.

The Reporting Person has sole power to dispose or direct the disposition of 401,466 shares of Common Stock reported herein. The Reporting Person's power to dispose of 41,666 shares of unvested restricted stock is limited as it may not dispose of the shares until they vest.

(c) There have been no reportable transactions with respect to the Common Stock of the Issuer within the last 60 days by the Reporting Person, except as described in this Schedule 13D.

(d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock held by the Reporting Person.

(e) No other person has the right to vote the shares of Common Stock beneficially owned by the Reporting Person except as described in Item 4.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is supplemented and amended as follows:

On September 18, 2015, pursuant to a Restricted Stock Award Agreement, dated as of September 18, 2015, the Issuer granted Mr. Juneau, in his capacity as Chairman, President and Chief Executive Officer of the Issuer 45,000 shares of restricted Common Stock which vest in equal installments beginning on the date of grant and two (2) annual installments to be made upon Mr. Juneau's completion of each twelve (12)-month period of continued status with the Issuer over the twenty-four (24)-month period measured from September 18, 2015.

A summary of the foregoing agreement as described in this Item 6 does not purport to be complete and is qualified in their entirety by reference to such agreement, which is attached hereto as Exhibit 1 and is incorporated herein by this reference.

Item 7. Material to Be Filed as Exhibits

Exhibit 1: Restricted Stock Award Agreement, dated as of September 18, 2015, between the Issuer and the Reporting Person.

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SIGNATURES

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.

Date: October 1, 2015

JOHN B. JUNEAU

/s/ John B. Juneau

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