

GOFF JOHN C
Form 3
June 13, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>GOFF JOHN C</p> <p>(Last) (First) (Middle)</p> <p>500 COMMERCE STREET,,</p> <p>(Street)</p> <p>FORT WORTH, TX 76102</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/05/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CONTANGO OIL & GAS CO [MCF]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 707,881 ⁽¹⁾ | I | By Goff REN Holdings, LLC ⁽²⁾ <u>(7)</u> <u>(8)</u> |
| Common Stock | 471,921 ⁽³⁾ | I | By Goff REN Holdings II, LLC <u>(2)</u> <u>(7)</u> <u>(8)</u> |
| Common Stock | 3,101,578 ⁽⁴⁾ | I | By Goff MCF Partners, LP ⁽²⁾ ⁽⁷⁾ <u>(8)</u> |
| Common Stock | 201,950 ⁽⁵⁾ | I | By John C. Goff 2010 Family Trust ⁽²⁾ ⁽⁷⁾ ⁽⁸⁾ |
| Common Stock | 30,000 ⁽⁶⁾ | I | By Goff Family Investments, LP <u>(2)</u> <u>(7)</u> <u>(8)</u> |
| Common Stock | 8,050 | I | By SEP IRA |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | 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, FORT WORTH, TX 76102 | ^ | ^ 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

| | |
|---|------------|
| /s/ 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 5(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).

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.

(1) 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 John C. Goff 2010 Family Trust (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.

(2) John C. Goff, Goff Capital, Inc. (Goff Capital), Goff REN, Goff REN Holdings II, LLC (Goff REN II), REN GP, GFS, GFT, the Trust, GFS Management, Goff MCF Partners, LP (Goff MCF), and Goff Family Investments, LP (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.

(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 Goff MCF. 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 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.

(5) 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.

(6) These shares are held directly by 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.

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

(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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