
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): December 12, 2019

CONTANGO OIL & GAS COMPANY

(Exact Name of Registrant as Specified in Charter)

Texas
(State or Other Jurisdiction of Incorporation)

001-16317
(Commission File Number)

95-4079863
(IRS Employer Identification No.)

717 Texas Ave., Suite 2900, Houston Texas 77002
(Address of Principal Executive Offices)

(713) 236-7400
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.04 per share	MCF	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 12, 2019, Contango Oil & Gas Company (the “Company”) filed an amendment (the “Charter Amendment”) to its Amended and Restated Certificate of Formation with the Secretary of State of the State of Texas to increase the number of authorized shares of common stock, par value \$0.04 per share (“Common Stock”), of the Company from 100,000,000 shares to 200,000,000 shares. The Charter Amendment was previously approved on November 21, 2019, pursuant to the executed and delivered written consent of the holders of 54.94% of the voting power of the outstanding shares of the Company entitled to vote on the matter.

In connection with the increase in the authorized shares of Common Stock, 789,474 shares of Series A Contingent Convertible Preferred Stock, par value \$0.04 per share, and 1,102,838 shares of Series B Contingent Convertible Preferred Stock, par value \$0.04 per share, automatically converted into an aggregate of 18,923,120 shares of Common Stock (the “Conversion”) and, upon the Conversion, such outstanding shares of preferred stock were cancelled. Following the Conversion, the Company has 108,274,003 shares of Common Stock outstanding and no shares of preferred stock outstanding.

The foregoing description of the Charter Amendment is qualified in its entirety by reference to such Charter Amendment, a copy of which is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
Number**

Description

3.1 [Certificate of Amendment to the Amended and Restated Certificate of Formation of Contango Oil & Gas Company, dated December 12, 2019.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 16, 2019

CONTANGO OIL & GAS COMPANY

/s/ E. Joseph Grady

E. Joseph Grady

Senior Vice President and Chief Financial and Accounting Officer

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
CONTANGO OIL & GAS COMPANY**

December 12, 2019

Pursuant to Section 3.053 of the Texas Business Organizations Code

CONTANGO OIL & GAS COMPANY, a Texas corporation (the "Corporation"), DOES HEREBY CERTIFY as follows:

1. The name of the corporation is Contango Oil & Gas Company.
2. The Amended and Restated Certificate of Formation (the "Certificate of Formation") of the Corporation is hereby amended to increase the authorized common stock of the Corporation by striking Section A of Article IV of the Certificate of Formation of the Corporation in its entirety and inserting the following new Section A of Article IV:

"A. This Corporation is authorized to issue two classes of shares of stock to be designated common stock ("Common Stock") and preferred stock ("Preferred Stock"). The number of shares of Common Stock authorized to be issued is two hundred million (200,000,000), par value \$0.04 per share, and the number of shares of Preferred Stock authorized to be issued is five million (5,000,000), par value \$0.04 per share; the total number of shares which the Corporation is authorized to issue is two hundred and five million shares (205,000,000)."

3. This Certificate of Amendment of the Certificate of Formation of the Corporation has been approved in the manner required by the Texas Business Organizations Code and the governing documents of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Formation to be executed this 1~~7~~th day of December, 2019.

/s/ E. Joseph Grady

By: E. Joseph Grady

Its: Senior Vice President and Chief Financial Officer