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

FORM 8-A/A
(Amendment No. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

CONTANGO OIL & GAS COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

95-4079863
(IRS Employer Identification No.)

**717 Texas Avenue
Suite 2900
Houston, Texas**
(Address of principal executive offices)

77002
(Zip Code)

**Title of each class
to be so registered**
Preferred Stock Purchase Rights

**Name of each exchange on which
each class is to be registered**
NYSE American

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not Applicable.

Securities to be registered pursuant to Section 12(g) of the Act: None.

EXPLANATORY NOTE

This Form 8-A/A is filed by Contango Oil & Gas Company (the “**Company**”) to reflect the expiration of the preferred stock purchase rights (the “**Rights**”) registered on the Form 8-A filed by the Company on August 2, 2018.

Item 1. Description of the Registrant’s Securities to Be Registered.

On November 21, 2018, the Company entered into Amendment No. 1 (the “**Amendment**”) to the Rights Agreement (the “**Rights Agreement**”), dated as of August 1, 2018, between the Company and Continental Stock Transfer & Trust Company, as Rights Agent. The Amendment accelerates the expiration of the Rights from 5:00 P.M., New York City time on August 1, 2021 to 5:00 P.M., New York City time on November 21, 2018, and has the effect of terminating the Rights Agreement on that date. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company’s common stock pursuant to the Rights Agreement will expire.

The foregoing is a summary of the terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.2 and incorporated herein by reference.

Item 2. Exhibits.

- 4.1 Rights Agreement, dated as of August 1, 2018, between Contango Oil & Gas Company and Continental Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 4.1 of Contango Oil & Gas Company’s Current Report on Form 8-K filed on August 2, 2018)
- 4.2 Amendment No. 1 to the Rights Agreement, dated November 21, 2018, between Contango Oil & Gas Company and Continental Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 4.1 of Contango Oil & Gas Company’s Current Report on Form 8-K filed on November 21, 2018)

SIGNATURES

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

Date: November 21, 2018

CONTANGO OIL & GAS COMPANY

By: /s/ E. Joseph Grady

Name: E. Joseph Grady

Title: Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

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