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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

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**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

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**Contango Oil & Gas Company**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**95-4079863**  
(I.R.S. Employer  
Identification No.)

**77 Texas Avenue, Suite 2900  
Houston, TX 77002  
(713) 236-7400**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

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**CONTANGO OIL & GAS COMPANY SECOND AMENDED AND RESTATED  
2009 LONG TERM INCENTIVE PLAN**

(Full title of the plan)

**SERGIO CASTRO**  
**Vice President and Treasurer**  
**77 Texas Avenue, Suite 2900**  
**Houston, Texas 77002**  
**(713) 236-7400**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

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.

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per unit (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee (3)</b>
Common Stock, \$0.04 par value	2,350,000	\$3.80	\$8,930,000	\$1,083

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), there are also being registered such additional shares of Common Stock (defined below) as may become issuable pursuant to the adjustment and anti-dilution provisions of the Contango Oil & Gas Company Second Amended and Restated 2009 Long Term Incentive Plan, as amended from time to time (the "Plan").

- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act The proposed maximum offering price per share and the proposed maximum aggregate offering price for the 2,350,000 shares being registered hereby is based on a price of \$3.80, which is the average of the high and low prices of our Common Stock as reported by the NYSE American on January 17, 2019.
- (3) Pursuant to General Instruction E to Form S-8, a registration fee is only being paid with respect to the registration of an additional 2,350,000 shares of Common Stock under the Plan.

#### EXPLANATORY NOTE

Contango Oil & Gas Company, a Delaware corporation (the “Registrant”), is filing this registration statement on Form S-8 (this “Registration Statement”) pursuant to General Instruction E of Form S-8 to register the offer and sale of an additional 2,350,000 shares of Common Stock that may be issued under the Plan which additional shares consist of (a) 2,000,000 additional shares reserved and available for issuance in connection with awards under the Plan pursuant to the amendment and restatement of the Plan that was approved by the Company’s stockholders at the Company’s annual meeting held on May 11, 2017, and (b) 350,000 shares related to awards granted under the Plan that expire or are canceled, forfeited, exchanged, settled in cash or otherwise terminated without the issuance of the shares of Common Stock and that again become available for the issuance of awards under the Plan in accordance with the terms and conditions of the Plan. Except as otherwise set forth below, the contents of the Registrant’s registration statement on Form S-8 relating to the Plan, which was previously filed with the Securities and Exchange Commission (the “Commission”) on October 29, 2010 (File No. 333-170236) is incorporated by reference into this Registration Statement as permitted by General Instruction E of Form S-8.

#### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

Exhibit Number	Description
4.1	<a href="#"><u>Certificate of Incorporation of Contango Oil &amp; Gas Company (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K, filed with the Commission on December 15, 2000).</u></a>
4.2	<a href="#"><u>Third Amended and Restated Bylaws of Contango Oil &amp; Gas Company (incorporated by reference to Exhibit 3.2 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Commission on March 23, 2015).</u></a>
4.3	<a href="#"><u>Amendment to the Certificate of Incorporation of Contango Oil &amp; Gas Company (incorporated by reference to Exhibit 3.4 to the Registrant’s Quarterly Report on Form 10-QSB for the quarter ended December 31, 2002, filed with the Commission on February 12, 2003).</u></a>
4.4	<a href="#"><u>Facsimile of common stock certificate of Contango Oil &amp; Gas Company (incorporated by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form 10-SB, filed with the Commission on October 16, 1998).</u></a>
4.5	<a href="#"><u>Contango Oil &amp; Gas Company Second Amended and Restated 2009 Incentive Compensation Plan (incorporated by reference to Exhibit A to the Registrant’s Proxy Statement on Schedule 14A, filed with the Commission on April 6, 2018).</u></a>
4.6	<a href="#"><u>Form of Contango Oil &amp; Gas Company Stock Award Agreement (Employees) (incorporated by reference to Exhibit 10.7 to the Registrant’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed with the Commission on November 3, 2016).</u></a>
4.7	<a href="#"><u>Form of Contango Oil &amp; Gas Company Stock Award Agreement (Executives) (incorporated by reference to Exhibit 10.8 to the Registrant’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed with the Commission on November 3, 2016).</u></a>
5.1*	<a href="#"><u>Opinion of Vinson &amp; Elkins L.L.P. as to the legality of the securities being registered.</u></a>

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<b>Exhibit Number</b>	<b>Description</b>
23.1*	<a href="#">Consent of William M. Cobb &amp; Associates, Inc.</a>
23.2*	<a href="#">Consent of Netherland, Sewell &amp; Associates, Inc.</a>
23.3*	<a href="#">Consent of W.D. Von Gonten &amp; Co.</a>
23.4*	<a href="#">Consent of Grant Thornton LLP.</a>
23.5*	Consent of Vinson & Elkins L.L.P. (contained in <a href="#">Exhibit 5.1</a> hereto).
24.1*	<a href="#">Powers of Attorney (included on the signature page hereof).</a>

\*Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on January 23, 2019.

### CONTANGO OIL & GAS COMPANY

By: /s/ E. Joseph Grady  
E. Joseph Grady  
Senior Vice President and Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joe Grady as his or her true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully and to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement and the above Power of Attorney have been signed below by the following persons in the capacities indicated on January 23, 2019.

<u>Name</u>	<u>Position</u>
<u>/s/ Wilkie S. Colyer, Jr.</u> Wilkie S. Colyer, Jr.	Interim President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<u>/s/ E. Joseph Grady</u> E. Joseph Grady	Senior Vice President and Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>
<u>/s/ Joseph J. Romano</u> Joseph J. Romano	Chairman
<u>/s/ B.A. Berilgen</u> B.A. Berilgen	Director
<u>/s/ B. James Ford</u> B. James Ford	Director
<u>/s/ John C. Goff</u> John C. Goff	Director
<u>/s/ Lon McCain</u> Lon McCain	Director
<u>/s/ Charles M. Reimer</u> Charles M. Reimer	Director

**Vinson&Elkins**

January 23, 2019

Contango Oil & Gas Company  
717 Texas Avenue  
Houston, Texas 77002

Ladies and Gentlemen:

We have acted as counsel for Contango Oil & Gas Company, a Delaware corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an aggregate of up to 2,350,000 shares of the Company's common stock, par value \$0.04 per share (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") on January 23, 2019, which Shares may be issued from time to time in accordance with the terms of the Contango Oil & Gas Company Second Amended and Restated 2009 Long Term Incentive Plan (as amended from time to time, the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, that govern the awards to which any Share relates, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

**Vinson & Elkins LLP Attorneys at Law**  
Austin Beijing Dallas Dubai Hong Kong Houston London Moscow New York Palo Alto  
Richmond Riyadh San Francisco Taipei Tokyo Washington

Trammell Crow Center, 2001 Ross Avenue, Suite 3700  
Dallas, TX 75201-2975  
**Tel** +1.214.220.7700 **Fax** +1.214.220.7716 **www.velaw.com**

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.  
Vinson & Elkins L.L.P.

WILLIAM M. COBB & ASSOCIATES, INC.

January 23, 2019

Contango Oil & Gas Company  
717 Texas Avenue, Suite 2900  
Houston, Texas 77002

Re: Contango Oil & Gas Company, Registration Statement on Form S-8

Gentlemen:

The firm of William M. Cobb & Associates, Inc. consents to the use of its name and to the use of its projections for Contango Oil & Gas Company's Proved Reserves and Future Net Revenue in Contango's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned projections in this Registration Statement.

William M. Cobb & Associates, Inc. has no interests in Contango Oil & Gas Company or in any affiliated companies or subsidiaries and is not to receive any such interest as payment for such reports and has no director, officer, or employee otherwise connected with Contango Oil & Gas Company. Contango Oil & Gas Company does not employ us on a contingent basis.

Sincerely,

WILLIAM M. COBB & ASSOCIATES, INC.  
Texas Registered Engineering Firm F-84

/s/ F.J. MAREK

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Frank J. Marek, P.E.  
President

**CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS**

The firm of Netherland, Sewell & Associates, Inc. consents to the use of its name and to the use of its projections for Contango Oil & Gas Company's Proved Reserves and Future Net Revenue in Contango's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned projections in this Registration Statement.

Netherland, Sewell & Associates, Inc. has no interests in Contango Oil & Gas Company or in any affiliated companies or subsidiaries and is not to receive any such interest as payment for such reports and has no director, officer, or employee otherwise connected with Contango Oil & Gas Company. Contango Oil & Gas Company does not employ us on a contingent basis.

**NETHERLAND, SEWELL & ASSOCIATES, INC.**

By: /s/ Danny D. Simmons  
Danny D. Simmons, P.E.  
President and Chief Operating Officer

Houston, Texas  
January 23, 2019

W.D. VON GONTEN & CO.

January 23, 2019

Contango Oil & Gas Company  
717 Texas Avenue, Suite 2900  
Houston, Texas 77002

Re: Contango Oil & Gas Company, Registration Statement on Form S-8

Gentlemen:

The firm of W.D.Von Gonten & Co. consents to the use of its name and to the use of its projections for Contango Oil & Gas Company's Proved Reserves and Future Net Revenue in Contango's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned projections in this Registration Statement.

W.D. Von Gonten & Co. has no interests in Contango Oil & Gas Company or in any affiliated companies or subsidiaries and is not to receive any such interest as payment for such reports and has no director, officer, or employee otherwise connected with Contango Oil & Gas Company. Contango Oil & Gas Company does not employ us on a contingent basis.

Yours very truly,

W.D. VON GONTEN & CO.

/s/ Phillip R Hunter

Name: Phillip R. Hunter

Title: Vice President

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated March 9, 2018 with respect to the consolidated financial statements and internal control over financial reporting of Contango Oil & Gas Company included in the Annual Report on Form 10-K for the year ended December 31, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP  
Houston, Texas  
January 23, 2019