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

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**FORM S-8  
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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**Texas**  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

**717 Texas Ave., Suite 2900  
Houston, Texas 77002  
(713) 236-7400**  
(Address of Principal Executive Offices, Zip Code)

**Contango Oil & Gas Company Third Amended and Restated 2009 Incentive Compensation Plan**  
(Full title of the Plan)

**Chad McLawhorn**  
**Senior Vice President, General Counsel & Corporate Secretary**  
**717 Texas Ave., Suite 2900**  
**Houston, Texas 77002**  
**(713) 236-7400**  
(Name and address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Krista P. Hanvey**  
**Gibson, Dunn & Crutcher LLP**  
**2001 Ross Avenue, Suite 2100**  
**Dallas, TX 75201**  
**(214) 698-3100**

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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 Exchange Act.

Large accelerated filer   
Non-accelerated filer

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 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, Par Value \$0.04 per share	9,000,000	\$1.48	\$13,320,000	\$1,728.94

- (1) In addition to the number of shares of common stock, par value \$0.04 per share (the “Common Stock”) of Contango Oil & Gas Company (the “Registrant”) set forth in the above table, this Registration Statement on Form S-8 (this “Registration Statement”) covers an indeterminate number of options and other rights to acquire Common Stock, to be granted pursuant to the Contango Oil & Gas Company Third Amended and Restated 2009 Incentive Compensation Plan (the “Plan”).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional securities that may from time to time be offered or issued in respect of the securities registered by this Registration Statement to prevent dilution as a result of any stock dividend, stock split, recapitalization or other similar transaction pursuant to the terms of the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of a share of Common Stock reported on NYSE American on September 11, 2020.
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## REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is being filed by the Registrant pursuant to General Instruction E of Form S-8 under the Securities Act, to register an additional 9,000,000 shares of Common Stock for issuance pursuant to the Plan. The board of directors of the Registrant recommended for approval and, on June 8, 2020, the stockholders of the Registrant approved the amendment and restatement of the Plan, which increased the number of shares available for issuance under the Plan from 3,500,000 to 12,500,000.

In accordance with General Instruction E to Form S-8, and except as the same may be modified by the information set forth in this Registration Statement, the Registrant hereby incorporates by reference the original Registration Statement on Form S-8 filed by the Company with the Securities and Exchange Commission (the "Commission") on October 29, 2010 ([File No. 333-170236](#)), as amended by the Post-Effective Amendment No. 1 to such Registration Statement filed with the Commission on June 14, 2019 ([File No. 333-170236](#)), and the additional Registration Statement on Form S-8 filed by the Registrant with the Commission on January 23, 2019 ([File No. 333-229336](#)), as amended by Post-Effective Amendment No. 1 to such Registration Statement, filed with the Commission on June 14, 2019 ([File No. 333-229336](#)).

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	<a href="#">Amended and Restated Certificate of Formation of Contango Oil &amp; Gas Company (incorporated herein by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K filed with the Commission on June 14, 2019).</a>
4.2	<a href="#">Bylaws of Contango Oil &amp; Gas Company (incorporated herein by reference to Exhibit 3.4 to the Registrant's Current Report on Form 8-K filed with the Commission on June 14, 2019).</a>
4.3	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Formation of Contango Oil &amp; Gas Company (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 11, 2020).</a>
4.4	<a href="#">Contango Oil &amp; Gas Company Third Amended and Restated 2009 Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 19, 2020).</a>
5.1*	<a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP.</a>
23.1*	<a href="#">Consent of William M. Cobb &amp; Associates, Inc..</a>
23.2*	<a href="#">Consent of W.D. Von Gonten &amp; Co.</a>
23.3*	<a href="#">Consent of Grant Thornton LLP.</a>
23.4*	<a href="#">Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included on the signature page herein).</a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 September 17, 2020.

### Contango Oil & Gas Company

By: /s/ E. Joseph Grady

Name: E. Joseph Grady

Title: Senior Vice President and Chief Financial Officer

## POWER OF ATTORNEY

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

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Wilkie S. Colyer, Jr.</u> Wilkie S. Colyer, Jr.	Director and Chief Executive Officer <i>(Principal Executive Officer)</i>	September 17, 2020
<u>/s/ E. Joseph Grady</u> E. Joseph Grady	Senior Vice President and Chief Financial Officer <i>(Principal Financial Officer and Accounting Officer)</i>	September 17, 2020
<u>/s/ John C. Goff</u> John C. Goff	Chairman of the Board	September 17, 2020
<u>/s/ B.A. Berilgen</u> B.A. Berilgen	Director	September 17, 2020
<u>/s/ Lon McCain</u> Lon McCain	Director	September 17, 2020
<u>/s/ Joseph J. Romano</u> Joseph J. Romano	Director	September 17, 2020

September 17, 2020

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

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

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Contango Oil & Gas Company, a Texas corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 9,000,000 shares of the Company's common stock, par value \$0.04 per share (the "Shares"), under the Contango Oil & Gas Company Third Amended and Restated 2009 Incentive Compensation Plan (the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor in accordance with the terms of the form of agreement documenting the awards under which the Shares may be issued, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

Beijing • Brussels • Century City • Dallas • Denver • Dubai • Frankfurt • Hong Kong • Houston • London • Los Angeles • Munich  
New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

Contago Oil & Gas Company  
September 17, 2020  
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We render no opinion herein as to matters involving the laws of any jurisdiction other than Texas. We have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the Texas Business Organizations Code and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson Dunn & Crutcher LLP

**WILLIAM M. COBB & ASSOCIATES, INC.**

Worldwide Petroleum Consultants

12770 Coit Road, Suite 907  
Dallas, Texas 75251

(972) 385-0354  
Fax: (972) 788-5165  
E-Mail: office@wmcobb.com

September 17, 2020

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, 2019, which is incorporated by reference 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/ Tor Meling

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Tor Meling

Senior Vice President

September 17, 2020

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, 2019, 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,

/s/ William D. Von Gonten, Jr.

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W.D. VON GONTEN & CO.

William D. Von Gonten, Jr.

President

Houston, Texas

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated March 30, 2020 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, 2019, 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  
September 17, 2020