

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GOFF JOHN C</u> <hr/> (Last) (First) (Middle) 500 COMMERCE STREET SUITE 700 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONTANGO OIL & GAS CO [MCF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/21/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								10,144,020	I	See footnotes ⁽¹⁾⁽²⁾
Common Stock								8,632,710	I	See footnote ⁽³⁾
Common Stock	01/21/2021		A		401,609	A	\$0.00 ⁽¹⁵⁾	12,067,617	I	See footnote ⁽⁴⁾
Common Stock								3,571,786	D ⁽⁵⁾	
Common Stock	01/21/2021		A		14,000	A	\$0.00 ⁽¹⁵⁾	3,026,664	I	See footnote ⁽⁶⁾
Common Stock								372,890	I	See footnote ⁽⁷⁾
Common Stock								64,618	D ⁽⁸⁾	
Common Stock	01/21/2021		A		3,038,705	A	\$0.00 ⁽¹⁵⁾	3,038,705	I	See footnote ⁽⁹⁾
Common Stock	01/21/2021		A		4,768,317	A	\$0.00 ⁽¹⁵⁾	4,768,317	I	See footnote ⁽¹⁰⁾
Common Stock	01/21/2021		A		2,445,290	A	\$0.00 ⁽¹⁵⁾	2,445,290	I	See footnotes ⁽¹¹⁾⁽¹²⁾
Common Stock	01/21/2021		A		261,957	A	\$0.00 ⁽¹⁵⁾	261,957	I	See footnote ⁽¹³⁾
Common Stock	01/21/2021		A		71,750	A	\$0.00 ⁽¹⁵⁾	71,750	D ⁽¹⁴⁾	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

1. Name and Address of Reporting Person* <u>GOFF JOHN C</u> <hr/> (Last) (First) (Middle) 500 COMMERCE STREET SUITE 700 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Goff MCF Partners, LP](#)

(Last) (First) (Middle)

500 COMMERCE STREET
SUITE 700

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Goff Capital, Inc.](#)

(Last) (First) (Middle)

500 COMMERCE STREET
SUITE 700

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Goff Family Investments, LP](#)

(Last) (First) (Middle)

500 COMMERCE STREET
SUITE 700

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[JCG 2016 Holdings, LP](#)

(Last) (First) (Middle)

500 COMMERCE STREET
SUITE 700

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Kulik Partners, LP](#)

(Last) (First) (Middle)

500 COMMERCE STREET
SUITE 700

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Goff MCEP Holdings, LLC](#)

(Last) (First) (Middle)

500 COMMERCE STREET
SUITE 700

(Street)

FORT WORTH	TX	76102
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Goff MCEP II LP		
(Last)	(First)	(Middle)
500 COMMERCE STREET SUITE 700		
(Street)		
FORT WORTH	TX	FORT WORTH
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Goff Focused Energy Strategies LP		
(Last)	(First)	(Middle)
500 COMMERCE STREET SUITE 700		
(Street)		
FORT WORTH	TX	FORT WORTH
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Goff Family Foundation		
(Last)	(First)	(Middle)
500 COMMERCE STREET SUITE 700		
(Street)		
FORT WORTH	TX	76102
(City)	(State)	(Zip)

Explanation of Responses:

- The shares of Contango Oil & Gas Co. (the "Issuer") common stock ("Common Stock") is held directly by Goff MCF Partners, LP ("Goff MCF"). GFS Contango GP, LLC ("GFS Contango") is the general partner of Goff MCF, and, as such, it may be deemed to beneficially own the securities held by Goff MCF. GFS Management, LLC ("GFS Management") is the managing member of GFS Contango and, as such, it may be deemed to beneficially own the securities held by GFS Contango. 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.
- (Continued from footnote 1) 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. Mr. Goff disclaims beneficial ownership of the Common Stock held by Goff MCF, except to the extent of his pecuniary interest therein.
- The Common Stock is held directly by JCG 2016 Holdings, LP ("JCG Holdings"). JCG 2016 Management, LLC ("JCG Management") is the general partner of JCG Holdings and, as such, it may be deemed to beneficially own the securities held by JCG Holdings. The Trust is the controlling equity holder of JCG Management and, as such, it may be deemed to beneficially own the securities held by JCG Management. 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. Mr. Goff disclaims beneficial ownership of the Common Stock held by the JCG Holdings, except to the extent of his pecuniary interest therein.
- The Common Stock is 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. Mr. Goff disclaims beneficial ownership of the Common Stock held by the Trust, except to the extent of his pecuniary interest therein.
- The Common Stock is held in an IRA account for the benefit of John C. Goff.
- The Common Stock is held directly by Goff Family Investments, LP ("Goff Investments"). Goff Capital, Inc. ("Goff Capital") is the general partner of Goff Investments and, as such, it may be deemed to beneficially own the securities held by 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. Mr. Goff disclaims beneficial ownership of the Common Stock held by Goff Investments, except to the extent of his pecuniary interest therein.
- The Common Stock is held directly by Kulik Partners, LP ("Kulik Partners"). Kulik GP, LLC ("Kulik GP") is the general partner of Kulik Partners and, as such, may be deemed to beneficially own the securities held by Kulik Partners. John C. Goff is the manager of Kulik GP, and, as such, he may be deemed to beneficially own the securities held by Kulik GP. Mr. Goff disclaims beneficial ownership of the Common Stock held by Kulik Partners, except to the extent of his pecuniary interest therein.
- The Common Stock is directly held by John C. Goff. The Common Stock was issued directly to Mr. Goff in connection with his service as a member of the board of directors of the Issuer.
- The Common Stock is held directly by Goff MCEP Holdings, LLC ("Goff MCEP"). Goff Capital is the manager of Goff MCEP and, as such, may be deemed to beneficially own the securities held by Goff MCEP. 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. Mr. Goff disclaims beneficial ownership of the Common Stock held by Goff MCEP, except to the extent of his pecuniary interest therein.
- The Common Stock is held directly by Goff MCEP II, LP ("MCEP II"). GFS MCEP GP, LLC ("GFS MCEP") is the general partner of MCEP II and, as such, it may be deemed to beneficially own the Common Stock held by MCEP II. GFS Management is the managing member of GFS MCEP and, as such, it may be deemed to beneficially own the Common Stock held by GFS MCEP. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Common Stock held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Common Stock held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Common Stock held by MCEP II, except to the extent of his pecuniary interest therein.
- The Common Stock is held directly by Goff Focused Energy Strategies, LP ("Goff Energy"). GFS Energy GP, LLC ("GFS Energy") is the general partner of Goff Energy and, as such, it may be deemed to beneficially own the Common Stock held by Goff Energy. GFS Management is the managing member of GFS Energy and, as such, it may be deemed to beneficially own the Common Stock held by GFS Energy. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Common Stock held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Common Stock held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Common Stock held by GFT.
- (Continued from footnote 11) John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Common Stock held by the Trust. Mr. Goff disclaims beneficial ownership of the Common Stock held by Goff Energy, except to the extent of his pecuniary interest therein.
- The Common Stock is held directly by the Goff Family Foundation ("Family Foundation"). John C. Goff is the sole board member of the Family Foundation and, as such, he may be deemed to beneficially own the Common Stock held by the Family Foundation.
- The Common Stock is held directly by Travis Goff.
- On October 25, 2020, the Issuer, Michael Merger Sub LLC, a Delaware limited liability company and a wholly-owned, direct subsidiary of the Issuer ("Merger Sub"), Mid-Con Energy Partners, LP, a

Delaware limited partnership ("Mid-Con"), and Mid-Con Energy GP, LLC, a Delaware limited liability company and the general partner of Mid-Con entered into an Agreement and Plan of Merger that provides for, among other things, the merger of Merger Sub with and into Mid-Con (the "Merger"), with Merger Sub surviving as a wholly owned, direct subsidiary of the Issuer. At the effective time of the Merger, each outstanding common unit representing a limited partner interest in Mid-Con Energy Partners LP ("Mid-Con Common Unit") was converted into the right to receive 1.7500 shares of Common Stock of the Issuer in consideration for each Mid-Con Common Unit that such holder owned immediately prior to the effective time of the Merger.

Remarks:

Form 1 of 2.

<u>John C. Goff</u>	<u>01/22/2021</u>
<u>Goff MCF Partners, LP, By:</u>	
<u>GFS Contango GP, LLC, its</u>	<u>01/22/2021</u>
<u>General Partner, By: John C.</u>	
<u>Goff, Chief Executive Officer</u>	
<u>Goff Capital, Inc., By: John C.</u>	<u>01/22/2021</u>
<u>Goff, Chief Executive Officer</u>	
<u>Goff Family Investments, LP,</u>	
<u>By: Goff Capital, Inc., its</u>	<u>01/22/2021</u>
<u>General Partner, By: John C.</u>	
<u>Goff, Chief Executive Officer</u>	
<u>JCG 2016 Holdings, LP, By:</u>	
<u>JCG 2016 Management, LLC,</u>	<u>01/22/2021</u>
<u>its General Partner, By: John</u>	
<u>C. Goff, Manager</u>	
<u>Kulik Partners, LP, By: Kulik</u>	<u>01/22/2021</u>
<u>GP, LLC, its General Partner,</u>	
<u>By: John C. Goff, Manager</u>	
<u>Goff MCEP Holdings, LLC,</u>	
<u>By: Goff Capital, Inc., the</u>	<u>01/22/2021</u>
<u>manager, By John C. Goff,</u>	
<u>Chief Executive Officer</u>	
<u>Goff MCEP II, LP, By: GFS</u>	<u>01/22/2021</u>
<u>MCEP GP, LLC, the general</u>	
<u>partner, By John C. Goff,</u>	
<u>Chief Executive Officer</u>	
<u>Goff Focused Energy</u>	
<u>Strategies, LP, By: GFS</u>	<u>01/22/2021</u>
<u>Energy GP, LLC, the general</u>	
<u>partner, By John C. Goff,</u>	
<u>Chief Executive Officer</u>	
<u>Goff Family Foundation, By:</u>	<u>01/22/2021</u>
<u>John C. Goff, Sole board</u>	
<u>member</u>	

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.