

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Independence Energy LLC</u> <hr/> (Last) (First) (Middle) 600 TRAVIS STREET, SUITE 7200 <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/07/2021	3. Issuer Name and Ticker or Trading Symbol <u>CONTANGO OIL & GAS CO [MCF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0 ⁽¹⁾⁽²⁾⁽³⁾	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Independence Energy LLC</u> <hr/> (Last) (First) (Middle) 600 TRAVIS STREET, SUITE 7200 <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>KKR Financial Holdings LLC</u> <hr/> (Last) (First) (Middle) 30 HUDSON YARDS <hr/> (Street) NEW YORK NY 10001 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>KKR Group Assets III GP LLC</u> <hr/> (Last) (First) (Middle)

30 HUDSON YARDS

(Street)

NEW YORK NY 10001

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Independence Energy MM LLC](#)

(Last)

(First)

(Middle)

600 TRAVIS STREET, SUITE 7200

(Street)

HOUSTON TX 77002

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Independence Energy Aggregator L.P.](#)

(Last)

(First)

(Middle)

600 TRAVIS STREET, SUITE 7200

(Street)

HOUSTON TX 77002

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Independence Energy Aggregator GP LLC](#)

(Last)

(First)

(Middle)

600 TRAVIS STREET, SUITE 7200

(Street)

HOUSTON TX 77002

(City)

(State)

(Zip)

Explanation of Responses:

1. On June 7, 2021, the Issuer entered into a transaction agreement (the "Transaction Agreement") by and among the Issuer, Independence Energy LLC ("Independence"), IE PubCo Inc., a Delaware corporation ("New PubCo"), IE OpCo LLC, a Delaware limited liability company ("OpCo"), IE C Merger Sub Inc., a Delaware corporation, and IE L Merger Sub LLC, a Delaware limited liability company. Pursuant to the Transaction Agreement, the Issuer and Independence will combine their operations in an all-stock merger, as described in more detail therein. The foregoing description of the Transaction Agreement does not purport to be complete and is qualified in its entirety by reference to the full text thereof.

2. In connection with the Transaction Agreement, Independence, John C. Goff and certain other stockholders affiliated with, or controlled by, John C. Goff entered into a voting agreement (the "Voting Agreement") pursuant to which, among other things, John C. Goff and such stockholders agreed, among other things and subject to certain limitations and exceptions, to vote all shares of Common Stock beneficially owned by each such stockholder in favor of the adoption of the Transaction Agreement and any other matters necessary for consummation of the transactions contemplated thereby and granted to Independence an irrevocable proxy to vote all such shares of Common Stock in accordance with the foregoing.

3. Independence Energy MM LLC is the managing member of Independence. Independence Energy Aggregator L.P. is the sole member of Independence Energy MM LLC. Independence Energy Aggregator GP LLC is the general partner of Independence Energy Aggregator L.P. KKR Upstream Associates LLC is the sole member of Independence Energy Aggregator GP LLC. KKR Group Assets Holdings III L.P. and KKR Financial Holdings LLC are the controlling members of KKR Upstream Associates LLC. KKR Group Assets III GP LLC is the general partner of KKR Group Assets Holdings III L.P. KKR Group Partnership L.P. is the sole member of each of KKR Group Assets III GP LLC and KKR Financial Holdings LLC. KKR Group Holdings Corp. is the general partner of KKR Group Partnership L.P. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR Management LLP is the Series I preferred stockholder of KKR & Co. Inc. Henry R. Kravis and George R. Roberts are the founding partners of KKR Management LLP.

4. The Reporting Persons are filing this statement solely because, as a result of the Voting Agreement, the Reporting Persons may be deemed to share beneficial ownership, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Act"), of the shares of Common Stock that are subject to the Voting Agreement. Neither the filing of this statement nor any of its content shall be deemed to constitute an admission by any of the Reporting Persons that it is the beneficial owner of shares of Common Stock for purposes of Sections 13(d) or 16 of the Act or for any other purpose. The Reporting Persons does not have any pecuniary interest (as defined in Rule 16a-1(a)(2) under the Act) in any of the shares of Common Stock subject to the Voting Agreement and expressly disclaims beneficial ownership of such shares.

Remarks:

Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons have filed a separate Form 3. Exhibit List: Exhibit 24 - Powers of Attorney

[INDEPENDENCE ENERGY LLC, By: INDEPENDENCE ENERGY MM LLC, its managing member, By: /s/](#)

[06/17/2021](#)

POWER OF ATTORNEY

Know all men by these presents that Henry R. Kravis does hereby make, constitute and appoint William J. Janetschek, David J. Sorkin, Terence P. Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Henry R. Kravis

Name: Henry R. Kravis

Date: May 28, 2014

POWER OF ATTORNEY

Know all men by these presents that George R. Roberts does hereby make, constitute and appoint William J. Janetschek, David J. Sorkin, Terence P. Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ George R. Roberts

Name: George R. Roberts

Date: May 28, 2014

POWER OF ATTORNEY

Know all men by these presents that Robert H. Lewin does hereby make, constitute and appoint David J. Sorkin, Terence P. Gallagher, and Christopher Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and

Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Robert H. Lewin

Name: Robert H. Lewin

Date: January 14, 2020

POWER OF ATTORNEY

Know all men by these presents that Jason Carss does hereby make, constitute and appoint David J. Sorkin, Terence P. Gallagher, and Christopher Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Jason Carss

Name: Jason Carss

Date: June 17, 2021

POWER OF ATTORNEY

Know all men by these presents that David Rockecharlie does hereby make, constitute and appoint David J. Sorkin, Terence P. Gallagher, and Christopher Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ David Rockecharlie

Name: David Rockecharlie

Date: June 17, 2021