

Contango ORE, Inc.  
Form 4  
September 02, 2016

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Greenberg Joseph G.

(Last) (First) (Middle)

3700 BUFFALO SPEEDWAY,  
SUITE 925

(Street)

HOUSTON, TX 77098

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Contango ORE, Inc. [CTGO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/27/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock, par<br>value \$0.01  | 08/27/2016                              |                                                             | M                                       | 2,344                                                                   | A<br>\$<br>12.75<br>(1)                                                                                            | 74,082                                                               | D                                       |
| Common<br>Stock, par<br>value \$0.01  | 08/27/2016                              |                                                             | M                                       | 5,833                                                                   | A<br>\$ 10<br>(2)                                                                                                  | 79,915                                                               | D                                       |
| Common<br>Stock, par<br>value \$0.01  | 08/27/2016                              |                                                             | M                                       | 2,917                                                                   | A<br>\$ 10<br>(3)                                                                                                  | 82,832                                                               | D                                       |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Amount<br>or<br>Number<br>of Shares |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                  | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 12.75                                                              | 08/27/2016                              |                                                             | M                                       |                                                                                                              | 5,000                                                          |     | <u>(1)</u>                                                          | 09/15/2016         | Common<br>Stock                        | 5,000                               |
| Stock<br>Option<br>(right to<br>buy)                | \$ 10                                                                 | 08/27/2016                              |                                                             | M                                       |                                                                                                              | 10,000                                                         |     | <u>(2)</u>                                                          | 07/03/2017         | Common<br>Stock                        | 10,000                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 10                                                                 | 08/27/2016                              |                                                             | M                                       |                                                                                                              | 5,000                                                          |     | <u>(3)</u>                                                          | 12/07/2017         | Common<br>Stock                        | 5,000                               |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Greenberg Joseph G.  
3700 BUFFALO SPEEDWAY, SUITE 925 X  
HOUSTON, TX 77098

## Signatures

/s/ Leah Gaines as Attorney in Fact for Joseph G.  
Greenberg

09/02/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) On August 27, 2016, the reporting person received 2,344 shares of Common Stock upon the net exercise of 5,000 of the reporting person's stock options that were granted on 9/15/2011. The reporting person forfeited 2,656 shares of Common Stock underlying the stock option in payment of the exercise price resulting from the exercise, using the closing stock price on August 26, 2016, of \$24. These options fully vested on September 15, 2013.

(2) On August 27, 2016, the reporting person received 5,833 shares of Common Stock upon the net exercise of 10,000 of the reporting person's stock options that were granted on 7/3/2012. The reporting person forfeited 4,167 shares of Common Stock underlying the stock option in payment of the exercise price resulting from the exercise, using the closing stock price on August 26, 2016, of \$24. These options fully vested on July 3, 2014.

(3) On August 27, 2016, the reporting person received 2,917 shares of Common Stock upon the net exercise of 5,000 of the reporting person's stock options that were granted on 12/7/2012. The reporting person forfeited 2,083 shares of Common Stock underlying the stock option in payment of the exercise price resulting from the exercise, using the closing stock price on August 26, 2016, of \$24. These options fully vested on December 7, 2014.

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

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