

CONTANGO OIL & GAS CO  
Form 8-K  
April 18, 2011

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) April 12, 2011

**CONTANGO OIL & GAS COMPANY**  
(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**                      **001-16317**      **95-4079863**  
(State or other jurisdiction    (Commission    (IRS Employer  
of incorporation)              File Number)    Identification No.)

**3700 BUFFALO SPEEDWAY, SUITE 960  
HOUSTON, TEXAS 77098**  
(Address of principal executive offices)

**(713) 960-1901**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On April 12, 2011, Contango Oil & Gas Company issued a press release announcing a commitment to invest up to \$20 million over the next two years, in a joint venture that will acquire, operate, explore, and develop onshore unconventional shale operated and non-operated oil and natural gas assets (including undeveloped oil and gas leasehold interests), as well as produce and sell any hydrocarbons produced from such assets. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information included herein and in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

**(d) Exhibits**

| Exhibit No. | Description of Document            |
|-------------|------------------------------------|
| 99.1        | Press release dated April 12, 2011 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONTANGO OIL & GAS COMPANY**

Date: April 18, 2011 By: /s/ KENNETH R. PEAK  
Kenneth R. Peak  
Chairman and Chief Executive Officer