

CONTANGO OIL & GAS CO  
Form 8-K  
June 23, 2008

**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) June 17, 2008**

**CONTANGO OIL & GAS COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-16317**  
(Commission File Number)

**95-4079863**  
(IRS Employer  
Identification No.)

**3700 BUFFALO SPEEDWAY, SUITE 960**

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**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 8.01. OTHER EVENTS**

On June 17, 2008, Contango Oil & Gas Company (AMEX:MCF) announced that its financial advisor, Merrill Lynch & Co., had begun meeting with parties potentially interested in acquiring the Company. Select interested parties will be offered the opportunity to learn more about the Company in a data room. The data room is anticipated to open in July 2008, with anticipated receipt of potential transaction proposals by September 2008.

The primary asset in the Company is its interest in its Dutch and Mary Rose reserves. The Company's independent third party engineer recently estimated that the Dutch and Mary Rose fields have total proved reserves of 961 billion cubic feet equivalent ( Bcfe ) (364 Bcfe net to Contango).

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits**

| <b>Exhibit No.</b> | <b>Description of Document</b>    |
|--------------------|-----------------------------------|
| 99.1               | Press release dated June 17, 2008 |

**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: June 23, 2008

By: /s/ KENNETH R. PEAK  
Kenneth R. Peak  
Chairman and Chief Executive Officer

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