

CONTANGO OIL & GAS CO
Form 10-K/A
October 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(AMENDMENT NO. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended June 30, 2005

Commission file number 000-24971

CONTANGO OIL & GAS COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-4079863
(IRS Employer
Identification No.)

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3700 Buffalo Speedway, Suite 960

Houston, Texas 77098

(Address of principal executive offices)

(713) 960-1901

(Issuer's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, Par Value \$0.04 per share

American Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes No

On December 31, 2005 (the last business day of the registrant's most recently completed second fiscal quarter), the aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$58.2 million, based on the last reported sales price of \$7.24 of the registrant's common stock on the American Stock Exchange. Shares of voting stock held by each officer and director have been excluded in that such persons may be deemed to be affiliates. As of September 7, 2005, there were 14,714,471 shares of the issuer's common stock outstanding.

EXPLANATORY NOTE

Contango Oil & Gas Company (the *Company*) is hereby amending its previously filed Annual Report on Form 10-K for the fiscal year ended June 30, 2005 (the *Report*). This Amendment No. 1 (the *Amendment*) is being filed solely to amend the language in Part II, Item 9A, Controls and Procedures, of the Report in accordance with the provisions of Item 307 and Item 308 of Regulation S-K. As a result of this Amendment, the certification filed as Exhibit 31.1 has been re-executed as of the date of this Amendment. No other changes to the Report have been made. This Amendment does not reflect events occurring after the filing of the Report or modify or update disclosures therein in any way other than as described above.

PART II

Item 9A. Controls and Procedures

Kenneth R. Peak, our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the *Company's* disclosure controls and procedures as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the *Exchange Act*), as of June 30, 2005. Based upon that evaluation, he concluded that, as of June 30, 2005, the *Company's* disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and to ensure that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes in the *Company's* internal control over financial reporting that occurred during the fiscal quarter ended June 30, 2005 that have materially affected, or are reasonably likely to materially affect, the *Company's* internal control over financial reporting.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized.

CONTANGO OIL & GAS COMPANY

/s/ KENNETH R. PEAK

Kenneth R. Peak
Chairman, Chief Executive Officer and Chief

Financial Officer (principal executive officer

and principal financial officer)

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|--------------------|---|
| 31.1 | Certification required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934 |