

CONTANGO OIL & GAS CO
Form DEFM14A
August 23, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ "

Check the appropriate box:

- ☐ " Preliminary Proxy Statement.
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- ☒ x Definitive Proxy Statement.
- ☐ " Definitive additional materials.
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CONTANGO OIL & GAS COMPANY

(Name of Registrant as Specified in its Charter)

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JOINT PROXY STATEMENT/ PROSPECTUS

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

The board of directors of Contango Oil & Gas Company (Contango) and the board of directors of Crimson Exploration Inc. (Crimson) have each approved an Agreement and Plan of Merger (the merger agreement) which provides for the acquisition of Crimson by Contango. Pursuant to the terms of the merger agreement, a wholly owned subsidiary of Contango will merge with and into Crimson, with Crimson surviving as a wholly owned subsidiary of Contango (the merger).

If the merger is completed, each share of Crimson common stock outstanding immediately before that time (including restricted shares of Crimson common stock that become vested and unrestricted by virtue of the merger) will automatically be converted into the right to receive 0.08288 shares of Contango common stock. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing of the merger. Shares of Contango common stock outstanding before the merger is completed will remain outstanding and will not be exchanged, converted or otherwise changed in the merger. Contango common stock and Crimson common stock are currently traded on the NYSE MKT and the NASDAQ Global Market, respectively, under the symbols MCF and CXPO, respectively. **We urge you to obtain current market quotations of Contango and Crimson common stock.**

We intend for the merger to qualify as a reorganization under United States federal tax law. Accordingly, Crimson stockholders are not expected to recognize any gain or loss for U.S. federal income tax purposes upon the exchange of shares of Crimson common stock for shares of Contango common stock pursuant to the merger, except with respect to cash received in lieu of fractional shares of Contango common stock.

Based on the estimated number of shares of Contango and Crimson common stock that will be outstanding immediately prior to the closing of the merger, we estimate that, upon such closing, existing Contango stockholders will own approximately 79.7% of Contango following the merger and former Crimson stockholders will own approximately 20.3% of Contango following the merger.

At a special meeting of Contango stockholders, Contango stockholders will be asked to vote on the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger. Approval of this proposal requires the affirmative vote of a majority of the shares of Contango common stock, present in person or represented by proxy at the Contango special meeting and entitled to vote thereon, assuming a quorum. At the special meeting, Contango stockholders will also be asked to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise relates to the proposed transactions.

The Estate of Kenneth R. Peak, Brad Juneau and certain of the executive officers of Contango have each entered into an agreement with Crimson under which, subject to the terms and conditions of the agreement, each has agreed to vote all of the Contango shares it holds in favor of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger. As of the date of this document, such parties hold and are entitled to vote in the aggregate approximately 10.6% of the issued and outstanding shares of Contango common stock entitled to vote at the Contango special meeting.

At a special meeting of Crimson stockholders, Crimson stockholders will be asked to vote on the adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement. Approval of this proposal requires the affirmative vote of a majority of all the votes entitled to be cast by the holders of Crimson common stock. At the special meeting, Crimson stockholders will also be asked to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise relates to the proposed transactions.

OCM Crimson Holdings, LLC and OCM GW Holdings, LLC, each an affiliate of Oaktree Capital Management, L.P. and each of the executive officers of Crimson have entered into an agreement with Contango under which, subject to the terms and conditions of the merger agreement, each has agreed to vote all of the Crimson shares it holds in favor of the merger. As of the date of this document, such parties hold and are entitled to vote in the aggregate approximately 37.25% of the issued and outstanding shares of Crimson common stock entitled to vote at the Crimson special meeting.

The Contango board of directors unanimously recommends that the Contango stockholders vote FOR the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, FOR the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise relates to the proposed transactions and FOR the proposal to approve the adjournment of the Contango special meeting, if necessary or appropriate, to permit further solicitation of proxies.

The Crimson board of directors unanimously recommends that the Crimson stockholders vote FOR the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, FOR the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise relates to the proposed transactions and FOR the proposal to approve the adjournment of the Crimson special meeting, if necessary or appropriate, to permit further solicitation of proxies.

The obligations of Contango and Crimson to complete the merger are subject to the satisfaction or waiver of several conditions. The accompanying joint proxy statement/prospectus contains detailed information about Contango, Crimson, the special meetings, the merger agreement and the merger. Contango and Crimson encourage you to read the joint proxy statement/prospectus carefully and in its entirety before voting, including the section entitled Risk Factors beginning on page 32.

We look forward to the successful combination of Contango and Crimson.

Sincerely,

Joseph J. Romano

Allan D. Keel

Chairman, President and Chief Executive Officer

President and Chief Executive Officer

Contango Oil & Gas Company

Crimson Exploration Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the joint proxy statement/prospectus or determined if the joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The joint proxy statement/prospectus is dated August 22, 2013 and is first being mailed to Contango stockholders and Crimson stockholders on or about August 26, 2013.

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Contango Oil & Gas Company

3700 Buffalo Speedway

Houston, Texas 77098

(713) 960-1901

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On October 1, 2013

To the Stockholders of Contango Oil & Gas Company:

We are pleased to invite you to attend the special meeting of stockholders of Contango Oil & Gas Company, a Delaware corporation (Contango), which will be held at 3700 Buffalo Speedway, Second Floor, Houston, Texas 77098, on October 1, 2013, at 9:30 a.m., local time, for the following purposes:

to vote on a proposal to approve the issuance of shares of Contango common stock, par value \$0.04 per share, to Crimson Exploration Inc. (Crimson) stockholders in connection with the merger contemplated by the Agreement and Plan of Merger, dated April 29, 2013, by and among Contango, Crimson and Contango Acquisition, Inc., a wholly owned subsidiary of Contango (Merger Sub), as it may be amended from time to time (the merger agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice is a part;

to consider and cast an advisory (non-binding) vote on the compensation that may be paid or become payable to Contango s named executive officers that is based on or otherwise related to the proposed transactions; and

to vote on a proposal to approve the adjournment of the Contango special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above.

Contango will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice is a part for further information with respect to the business to be transacted at the Contango special meeting.

The Contango board of directors has fixed the close of business on August 20, 2013 as the record date for the Contango special meeting. Only Contango stockholders of record at that time are entitled to receive notice of, and to vote at, the Contango special meeting or any adjournment or postponement thereof. A complete list of such stockholders will be available for inspection by any Contango stockholder for any purpose germane to the special meeting during ordinary business hours for the ten days preceding the Contango special meeting at Contango s offices at the address on this notice. The eligible Contango stockholder list will also be available at the Contango special meeting for examination by any stockholder present at such meeting.

The Estate of Kenneth R. Peak, Brad Juneau and certain of the executive officers of Contango have each entered into an agreement with Crimson under which, subject to the terms and conditions of the agreement, each has agreed to vote all of the Contango shares it holds in favor of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger. As of the date of this document, such parties hold in the aggregate approximately 10.6% of the outstanding shares of Contango common stock.

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Completion of the merger is conditioned on approval of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger. Approval of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger requires the approval of a majority of the votes cast at the Contango special meeting, assuming a quorum.

The Contango board of directors has unanimously approved the merger and the merger agreement and unanimously recommends that Contango stockholders vote FOR the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, FOR the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise relates to the proposed transactions and FOR the proposal to approve the adjournment of the Contango special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Your vote is very important, regardless of the number of shares that you own. Whether or not you expect to attend the Contango special meeting in person, to ensure your representation at the Contango special meeting, we urge you to submit a proxy to vote your shares as promptly as possible by (i) accessing the internet site listed on the Contango proxy card, (ii) calling the toll-free number listed on the Contango proxy card or (iii) submitting your Contango proxy card by mail by using the provided self-addressed, stamped envelope. Submitting a proxy will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any eligible holder of Contango stock who is present at the Contango special meeting may vote in person, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the Contango special meeting in the manner described in the accompanying joint proxy statement/prospectus. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by such bank, broker or other nominee.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement and the other matters to be considered at the Contango special meeting. We urge you to carefully read the joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes in their entirety. If you have any questions concerning the merger or the joint proxy statement/prospectus, would like additional copies or need help voting your shares of Contango common stock, please contact Contango's proxy solicitor:

Georgeson Inc.

480 Washington Boulevard, 26th Floor

Jersey City, NJ 07310

866-856-4733

By Order of the Contango Board of Directors,

Sergio Castro

Vice President, Chief Financial Officer, Treasurer and Secretary

Houston, Texas

August 22, 2013

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Crimson Exploration Inc.

717 Texas Ave, Suite 2900

Houston, Texas 77002

(713) 236-7400

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On October 1, 2013

To the Stockholders of Crimson Exploration Inc.:

We are pleased to invite you to attend the special meeting of stockholders of Crimson Exploration Inc., a Delaware corporation ("Crimson"), which will be held at Crimson's offices at 717 Texas Avenue, Suite 2900, Houston, Texas 77002, on October 1, 2013, at 9:30 a.m., local time, for the following purposes:

to vote on a proposal to adopt the Agreement and Plan of Merger, dated as of April 29, 2013, by and among Contango Oil & Gas Company ("Contango"), Crimson and Contango Acquisition, Inc., a wholly owned subsidiary of Contango ("Merger Sub"), as it may be amended from time to time (the "merger agreement"), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice is a part, approve the merger and the other transactions contemplated by the merger agreement;

to consider and cast an advisory (non-binding) vote on the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions; and

to vote on a proposal to approve the adjournment of the Crimson special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above.

Crimson will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice is a part for further information with respect to the business to be transacted at the Crimson special meeting.

The Crimson board of directors has fixed the close of business on August 20, 2013 as the record date for the Crimson special meeting. Only Crimson stockholders of record at that time are entitled to receive notice of, and to vote at, the Crimson special meeting or any adjournment or postponement thereof. A complete list of such stockholders will be available for inspection by any Crimson stockholder for any purpose germane to the special meeting during ordinary business hours for the ten days preceding the Crimson special meeting at Crimson's offices at 717 Texas Ave, Suite 2900, Houston, Texas 77002. The eligible Crimson stockholder list will also be available at the Crimson special meeting for examination by any stockholder present at such meeting.

OCM Crimson Holdings, LLC and OCM GW Holdings, LLC, each an affiliate of Oaktree Capital Management, L.P., and each of the executive officers of Crimson have entered into an agreement with Contango and Merger Sub under which, subject to the terms and conditions of the agreement, each has agreed to vote all of the Crimson shares it holds in favor of the merger. As of the date of this document, such parties hold and are entitled to vote in the aggregate approximately 37.25% of the issued and outstanding shares of Crimson common stock entitled to vote at the Crimson special meeting.

Completion of the merger is conditioned on approval and adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement by the Crimson stockholders, which requires the approval of a majority of the votes cast at the Crimson special meeting, assuming a quorum.

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The Crimson board of directors has unanimously approved the merger and the merger agreement and unanimously recommends that Crimson stockholders vote **FOR** the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, **FOR** the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise relates to the proposed transactions and **FOR** the proposal to approve the adjournment of the Crimson special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Your vote is very important, regardless of the number of shares that you own. Whether or not you expect to attend the Crimson special meeting in person, to ensure your representation at the Crimson special meeting, we urge you to submit a proxy to vote your shares as promptly as possible by (i) accessing the internet site listed on the Crimson proxy card, (ii) calling the toll-free number listed on the Crimson proxy card or (iii) submitting your Crimson proxy card by mail by using the provided self-addressed, stamped envelope. Submitting a proxy will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any eligible holder of Crimson stock who is present at the Crimson special meeting may vote in person, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the Crimson special meeting in the manner described in the accompanying joint proxy statement/prospectus. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by such bank, broker or other nominee.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement and the other matters to be considered at the Crimson special meeting. We urge you to carefully read the joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes in their entirety. If you have any questions concerning the merger or the joint proxy statement/prospectus, would like additional copies or need help voting your shares of Crimson common stock, please contact Crimson's proxy solicitor:

Morrow & Co., LLC

470 West Ave., 3rd Floor

Stamford, CT 06902

Stockholders, please call toll free: (888) 836-9724

Banks and Brokerage Firms, please call collect: (203) 658-9400

By Order of the Crimson Board of Directors,

John A. Thomas

General Counsel and Corporate Secretary

Houston, Texas

August 22, 2013

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Contango and Crimson from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Georgeson Inc.

Morrow & Co., LLC

480 Washington Boulevard, 26th Floor

470 West Avenue, 3rd Floor

Jersey City, NJ 07310

Stamford, CT 06902

(866) 856-4733

Stockholders, please call toll free: (888) 836-9724

Banks and Brokerage Firms, please call collect: (203) 658-9400

Investors may also consult Contango's or Crimson's website for more information about Contango or Crimson, respectively. Contango's website is www.contango.com. Crimson's website is www.crimsonexploration.com. Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

If you would like to request any documents, please do so by September 13, 2013 in order to receive them before the special meetings.

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page 160.

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ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission (the "SEC") by Contango, constitutes a prospectus of Contango under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the shares of Contango common stock to be issued to Crimson stockholders in connection with the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both Contango and Crimson under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). It also constitutes a notice of meeting with respect to the special meeting of Contango stockholders and a notice of meeting with respect to the special meeting of Crimson stockholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated August 22, 2013. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy statement/prospectus to Contango stockholders or Crimson stockholders nor the issuance by Contango of shares of common stock pursuant to the merger agreement will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding Contango has been provided by Contango and information contained in this joint proxy statement/prospectus regarding Crimson has been provided by Crimson.

All references in this joint proxy statement/prospectus to "Contango" refer to Contango Oil & Gas Company, a Delaware corporation; all references in this joint proxy statement/prospectus to "Merger Sub" refer to Contango Acquisition, Inc., a Delaware corporation and wholly owned subsidiary of Contango formed for the sole purpose of effecting the merger; all references in this joint proxy statement/prospectus to "Crimson" refer to Crimson Exploration Inc., a Delaware corporation; unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to "we," "our" and "us" refer to Contango and Crimson collectively; and, unless otherwise indicated or as the context requires, all references to the "merger agreement" refer to the Agreement and Plan of Merger, dated as of April 29, 2013, by and among Contango Oil & Gas Company, Contango Acquisition, Inc. and Crimson Exploration Inc., which is incorporated by reference into this joint proxy statement/prospectus and a copy of which is included as Annex A to this joint proxy statement/prospectus. Contango and Crimson, subject to and following completion of the merger, are sometimes referred to in this joint proxy statement/prospectus as the "combined company."

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 Annex A Agreement and Plan of Merger, dated as of April 29, 2013	
 Annex B Fairness Opinion of Petrie Partners Securities, LLC, dated as of April 29, 2013	
 Annex C Fairness Opinion of Barclays Capital, Inc., dated as of April 29, 2013	

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QUESTIONS AND ANSWERS

The following are some questions that you, as a Contango stockholder or a Crimson stockholder, may have regarding the merger and the other matters being considered at the special meetings and the answers to those questions. Contango and Crimson urge you to carefully read the remainder of this joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes in their entirety because the information in this section does not provide all of the information that might be important to you with respect to the merger agreement, the merger and the other matters being considered at the special meetings.

Q: Why am I receiving this joint proxy statement/prospectus?

A: Contango and Crimson have agreed to a business combination pursuant to the terms of the merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A. In order to complete the merger, among other conditions:

Contango stockholders must approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger; and

Crimson stockholders must adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement.

Contango and Crimson will hold separate special meetings of their stockholders to obtain these approvals. This joint proxy statement/prospectus, including its Annexes, contains and incorporates by reference important information about Contango and Crimson, the merger and the stockholder meetings of Contango and Crimson. You should read all of the available information carefully and in its entirety.

Q: What effect will the merger have?

A: Contango and Crimson have entered into the merger agreement pursuant to which Crimson will become a wholly owned subsidiary of Contango and Crimson stockholders will become stockholders of Contango. Following the merger, the stockholders of Contango and Crimson will be the stockholders of the combined company.

Q: What will I receive in the merger?

A: *Contango Stockholders:* Whether or not the merger is completed, Contango stockholders will retain the Contango common stock that they currently own. They will not receive any merger consideration, and they will not receive any additional shares of Contango common stock in the merger.

Crimson Stockholders: If the merger is completed, Crimson stockholders will receive 0.08288 shares of Contango common stock for each share of Crimson common stock that they hold at the effective time of the merger. Crimson stockholders will not receive any fractional shares of Contango common stock in the merger. Instead, Contango will pay cash in lieu of any fractional shares of Contango common stock that a Crimson stockholder would otherwise have been entitled to receive. Crimson stockholders will also be entitled to any dividends declared and paid by Contango with a record date at or after the effective time of the merger after they have surrendered their certificates representing Crimson common stock.

Q: What is the value of the merger consideration?

A: Because Contango will issue 0.08288 shares of Contango common stock in exchange for each share of Crimson common stock, the value of the merger consideration that Crimson stockholders receive will depend on the price per share of Contango common stock at the effective time of the merger. That price will not be known at the time of the special meetings and may be greater or less than the current price or the price at the time of the special meetings. We urge you to obtain current market quotations of Contango common stock and Crimson common stock. See Risk Factors beginning on page 32.

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Q: When and where will the special stockholders meetings be held?

A: *Contango Stockholders:* The special meeting of Contango stockholders will be held at 3700 Buffalo Speedway, Second Floor, Houston, Texas 77098, on October 1, 2013, at 9:30 a.m., local time.

Crimson Stockholders: The special meeting of Crimson stockholders will be held at Crimson's offices at 717 Texas Avenue, Suite 2900, Houston, Texas 77002, on October 1, 2013, at 9:30 a.m., local time.

Q: Who is entitled to vote at the special stockholders meetings?

A: *Contango Stockholders:* The record date for the Contango special meeting is August 20, 2013. Only record holders of shares of Contango common stock at the close of business on such date are entitled to notice of, and to vote at, the Contango special meeting or any adjournment or postponement thereof.

Crimson Stockholders: The record date for the Crimson special meeting is August 20, 2013. Only record holders of shares of Crimson common stock at the close of business on such date are entitled to notice of, and to vote at, the Crimson special meeting or any adjournment or postponement thereof.

Q: What constitutes a quorum at the special stockholders meetings?

A: *Contango Stockholders:* Stockholders who hold shares representing at least a majority of the voting power of all outstanding shares of capital stock entitled to vote at the Contango special meeting must be present in person or represented by proxy to constitute a quorum. All shares of Contango common stock represented at the Contango special meeting, including shares that are represented but that vote to abstain, will be treated as present for purposes of determining the presence or absence of a quorum. Broker non-votes will not be treated as present for purposes of determining the presence or absence of a quorum.

Crimson Stockholders: Stockholders who hold shares representing at least a majority of the voting power of all outstanding shares of capital stock entitled to vote at the Crimson special meeting must be present in person or represented by proxy to constitute a quorum. All shares of Crimson common stock represented at the Crimson special meeting, including shares that are represented but that vote to abstain, will be treated as present for purposes of determining the presence or absence of a quorum. Broker non-votes will not be treated as present for purposes of determining the presence or absence of a quorum.

Additional information on the quorum requirements can be found under the heading "Quorum" on page 41 with respect to Contango and on page 46 with respect to Crimson.

Q: How do I vote if I am a stockholder of record?

A: *Contango Stockholders:* If you were a record holder of Contango stock at the close of business on the record date for the Contango special meeting, you may vote in person by attending the Contango special meeting or, to ensure that your shares are represented at the Contango special meeting, you may authorize a proxy to vote by:

accessing the internet site listed on the Contango proxy card and following the instructions provided on that site anytime up to 1:00 a.m., eastern time, on October 1, 2013;

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calling the toll-free number listed on the Contango proxy card and following the instructions provided in the recorded message anytime up to 1:00 a.m., eastern time, on October 1, 2013; or

submitting your Contango proxy card by mail by using the provided self-addressed, stamped envelope.

If you hold shares of Contango common stock in street name through a bank, broker or other nominee, please follow the voting instructions provided by your bank, broker or other nominee to ensure that your shares are represented at the Contango special meeting.

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Crimson Stockholders. If you were a record holder of Crimson stock at the close of business on the record date for the Crimson special meeting, you may vote in person by attending the Crimson special meeting or, to ensure that your shares are represented at the Crimson special meeting, you may authorize a proxy to vote by:

accessing the internet site listed on the Crimson proxy card and following the instructions provided on that site anytime up to 11:59 p.m., eastern time, on September 30, 2013;

calling the toll-free number listed on the Crimson proxy card and following the instructions provided in the recorded message anytime up to 11:59 p.m., eastern time, on September 30, 2013; or

submitting your Crimson proxy card by mail by using the provided self-addressed, stamped envelope.

If you hold Crimson shares in street name through a bank, broker or other nominee, please follow the voting instructions provided by your bank, broker or other nominee to ensure that your shares are represented at the Crimson special meeting.

Q: How many votes do I have?

A: *Contango Stockholders:* With respect to each proposal to be presented at the Contango special meeting, holders of Contango common stock as of the Contango record date are entitled to one vote for each share of Contango common stock owned at the close of business on the Contango record date. At the close of business on the Contango record date, there were 15,194,952 shares of Contango common stock outstanding and entitled to vote at the Contango special meeting.

Crimson Stockholders: With respect to each proposal to be presented at the Crimson special meeting, holders of Crimson common stock as of the Crimson record date are entitled to one vote for each share of Crimson common stock owned at the close of business on the Crimson record date. At the close of business on the Crimson record date, there were 44,764,423 shares of Crimson common stock outstanding and entitled to vote at the Crimson special meeting.

Q: Who will serve on the board of directors of Contango following the completion of the merger?

A: The merger agreement provides that, upon completion of the merger, the board of directors of Contango will consist of eight members, including, (i) five directors chosen by the current Contango directors, which directors will be members of the existing Contango board (at least three of whom will be independent for purposes of the rules of the NYSE MKT), and (ii) three directors chosen by the current Crimson directors, which directors will be members of the existing Crimson board (at least two of whom will be independent for purposes of the rules of the NYSE MKT). As of the date of this joint proxy statement/prospectus, it is anticipated that Joseph J. Romano, Brad Juneau, B.A. Berilgen, Charles M. Reimer, Steven L. Schoonover, Allan D. Keel, B. James Ford, and Lon McCain will serve as directors of the combined company upon completion of the merger.

Q: Who will serve as executive management of Contango following the completion of the merger?

A: Effective as of, and subject to the occurrence of, the effective time of the merger (i) Joseph J. Romano will continue to serve as the Chairman of the board of directors of the combined company, (ii) Allan D. Keel will become President and Chief Executive Officer of the combined company, (iii) E. Joseph Grady will become the Senior Vice President and Chief Financial Officer of the combined company,

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(iv) Thomas H. Atkins will become the Senior Vice President of Exploration of the combined company, (v) Jay S. Mengle will become the Senior Vice President of Engineering of the combined company, and (vi) A. Carl Isaac will become the Senior Vice President of Operations of the combined company.

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Q: What vote is required to approve each proposal?

A: *Contango Stockholders:* The approval of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger requires the affirmative vote of a majority of the shares of Contango common stock, present in person or represented by proxy at the Contango special meeting and entitled to vote thereon, assuming a quorum. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal. The approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise related to the proposed transactions requires the affirmative vote of a majority of the shares of Contango common stock, present in person or represented by proxy at the Contango special meeting and entitled to vote thereon, assuming a quorum. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

The adjournment of the Contango special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of the shares of Contango common stock, present in person or represented by proxy at the Contango special meeting and entitled to vote thereon, regardless of whether there is a quorum. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

Crimson Stockholders: The adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of a majority of the issued and outstanding shares of Crimson common stock that are entitled to vote at the special meeting. Failures to vote, broker non-votes and abstentions will have the same effect as a vote AGAINST the approval of such proposal.

The approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions requires the approval of a majority of the votes cast at the Crimson special meeting, assuming a quorum. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

The adjournment of the Crimson special meeting, if necessary or appropriate, to solicit additional proxies requires the approval of a majority of the votes cast at the Crimson special meeting, regardless of whether there is a quorum. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

Q: How does the Contango board of directors recommend that Contango stockholders vote?

A: The Contango board of directors has unanimously determined that the merger and the other transactions contemplated by the merger agreement (including the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger) are in the best interests of Contango and its stockholders. Accordingly, the Contango board of directors unanimously recommends that Contango stockholders vote FOR the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, FOR the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise related to the proposed transactions and FOR the proposal to approve the adjournment of the Contango special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: How does the Crimson board of directors recommend that Crimson stockholders vote?

A: The Crimson board of directors has unanimously adopted the merger agreement and determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are in the best interests of Crimson and its stockholders. Accordingly, the Crimson board of directors unanimously

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recommends that Crimson stockholders vote **FOR** the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, **FOR** the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions and **FOR** the proposal to approve the adjournment of the Crimson special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: My shares are held in street name by my bank, broker or other nominee. Will my bank, broker or other nominee automatically vote my shares for me?

A: No. If your shares are held through a bank, broker or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. The record holder of such shares is your bank, broker or other nominee, and not you. If this is the case, this joint proxy statement/prospectus has been forwarded to you by your bank, broker or other nominee. You must provide the record holder of your shares with instructions on how to vote your shares. Otherwise, your bank, broker or other nominee may not vote your shares on any of the proposals to be considered at the Contango special meeting or the Crimson special meeting, as applicable, and a broker non-vote will result.

In connection with the Contango special meeting, broker non-votes will have no effect on (i) the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger (assuming a quorum is present), (ii) the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise related to the proposed transactions or (iii) the proposal to approve the adjournment of the Contango special meeting, if necessary or appropriate, to permit further solicitation of proxies.

In connection with the Crimson special meeting, broker non-votes will have (i) the same effect as a vote **AGAINST** the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, (ii) no effect on the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions and (iii) no effect on the proposal to approve the adjournment of the Crimson special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Please follow the voting instructions provided by your bank, broker or other nominee so that it may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly to Contango or Crimson or by voting in person at the special meeting unless you first obtain a legal proxy from your bank, broker or other nominee.

Q: What will happen if I fail to vote or I abstain from voting?

A: *Contango Stockholders:* If you fail to vote it will not have any effect on the vote for the proposals; however, if you attend the Contango special meeting and abstain or mark your proxy or voting instructions to abstain, it will have the same effect as a vote **AGAINST** (i) the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, (ii) the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise related to the proposed transactions, and (iii) the proposal to approve the adjournment of the Contango special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Crimson Stockholders: If you fail to vote, it will have (i) the same effect as a vote **AGAINST** the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, (ii) no effect on the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions and (iii) no effect on the proposal to approve the adjournment of the Crimson special meeting, if necessary or appropriate, to permit further solicitation of proxies.

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If you attend the Crimson special meeting and abstain or mark your proxy or voting instructions to abstain, it will have the same effect as a vote AGAINST (i) the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, (ii) the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions and (iii) the proposal to approve the adjournment of the Crimson special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: What will happen if I return my proxy card without indicating how to vote?

A: *Contango Stockholders:* If you properly complete and sign your proxy card but do not indicate how your shares of Contango common stock should be voted on a proposal, the shares of Contango common stock represented by your proxy will be voted as the Contango board of directors recommends and, therefore, FOR (i) the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, (ii) the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise related to the proposed transactions and (iii) the proposal to approve the adjournment of the Contango special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Crimson Stockholders: If you properly complete and sign your proxy card but do not indicate how your shares of Crimson common stock should be voted on a proposal, the shares of Crimson common stock represented by your proxy will be voted as the Crimson board of directors recommends and, therefore, FOR (i) the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, (ii) the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions and (iii) the proposal to approve the adjournment of the Contango special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: Can I change my vote or revoke my proxy after I have returned a proxy or voting instruction card?

A: Yes.

If you are the record holder of either Contango or Crimson stock, you can change your vote or revoke your proxy at any time before your proxy is voted at the applicable special meeting. You can do this by:

timely delivering a signed written notice of revocation;

timely delivering a new, valid proxy bearing a later date (including by telephone or through the internet); or

attending the special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person. Simply attending the Contango special meeting or the Crimson special meeting without voting will not revoke any proxy that you have previously given or change your vote.

If you choose either of the first two methods, your notice of revocation or your new proxy must be received by the Secretary of Contango or Crimson, as applicable, no later than the beginning of the applicable special meeting.

Regardless of the method used to deliver your previous proxy, you may revoke your proxy by any of the above methods.

If you hold shares of either Contango or Crimson in street name: If your shares are held in street name, you must contact your bank, broker or other nominee to change your vote.

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Q: What are the material U.S. federal income tax consequences of the merger to U.S. holders of Crimson common stock?

A: The merger is intended to be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). Assuming the merger qualifies as a reorganization, a U.S. holder of Crimson common stock will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of the holder's shares of Crimson common stock for shares of Contango common stock pursuant to the merger, except with respect to cash received in lieu of fractional shares of Contango common stock. For further information, see Material U.S. Federal Income Tax Consequences beginning on page 132.

The U.S. federal income tax consequences described above may not apply to all holders of Crimson common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your independent tax advisor for a full understanding of the particular tax consequences of the merger to you.

Q: When do you expect the merger to be completed?

A: Contango and Crimson hope to complete the merger as soon as reasonably possible and expect the closing of the merger to occur in September or October of 2013. However, the merger is subject to the satisfaction or waiver of other conditions, and it is possible that factors outside the control of Contango and Crimson could result in the merger being completed at an earlier time, a later time or not at all.

Q: Do I need to do anything with my shares of common stock other than vote for the proposals at the special meeting?

A: *Contango Stockholders:* If you are a Contango stockholder, after the merger is completed, you are not required to take any action with respect to your shares of Contango common stock.

Crimson Stockholders: If you are a Crimson stockholder, after the merger is completed, each share of Crimson common stock that you hold will be converted automatically into the right to receive 0.08288 shares of Contango common stock together with cash in lieu of any fractional shares, as applicable. You will receive instructions at that time regarding exchanging your shares for shares of Contango common stock. You do not need to take any action at this time. Please do not send your Crimson stock certificates with your proxy card.

Q: Should I send in my share certificates now?

A: No. If Contango and Crimson complete the merger, former Crimson stockholders will receive written instructions for exchanging their Crimson share certificates. Contango will issue shares of Contango common stock to former holders of Crimson common stock in uncertificated form as a notation on the Contango stockholders register, unless a former Crimson stockholder requests share certificates for shares of Contango common stock to be issued in such stockholder's name, in which case Contango will issue such certificates in accordance with its normal procedure for issuing share certificates to stockholders.

Q: Are stockholders entitled to appraisal rights?

A: No. Neither the stockholders of Contango nor the stockholders of Crimson are entitled to appraisal rights in connection with the merger under Delaware law, under the certificate of incorporation or bylaws of either company or otherwise.

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Q: What happens if I sell my shares of Crimson common stock before the Crimson special meeting?

A: The record date for the Crimson special meeting is earlier than the date of the Crimson special meeting and the date that the merger is expected to be completed. If you transfer your Crimson shares after the Crimson record date but before the Crimson special meeting, you will retain your right to vote at the Crimson special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through the effective date of the merger.

Q: What does it mean if I receive more than one set of materials?

A: This means you own shares of both Contango and Crimson common stock or you own shares of Contango or Crimson common stock that are registered under different names. For example, you may own some shares directly as a stockholder of record and other shares through a bank, broker or other nominee or you may own shares through more than one bank, broker or other nominee. In these situations, you will receive multiple sets of proxy materials. You must complete, sign and return all of the proxy cards or follow the instructions for any alternative voting procedure on each of the voting instruction forms you receive in order to vote all of the shares of Contango and/or Crimson common stock that you own. Each proxy card you receive will come with its own self-addressed, stamped envelope; if you submit your proxy by mail, make sure you return each proxy card in the return envelope that accompanied that proxy card.

Q: How can I find out more information?

A: For more information about Contango and Crimson, see the section entitled **Where You Can Find More Information** beginning on page 160.

Q: Who can help answer my questions?

A: Contango stockholders who have questions about the merger, the other matters to be voted on at the special meetings or how to submit a proxy, or desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact: Georgeson Inc., 480 Washington Boulevard, 26th Floor, Jersey City, NJ 07310, Telephone: (866) 856-4733.

Crimson stockholders who have questions about the merger, the other matters to be voted on at the special meetings or how to submit a proxy, or desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact: Morrow & Co., LLC, 470 West Avenue, 3rd Floor, Stamford, CT 06902. Stockholders may call toll free at (888) 836-9724. Banks and brokerage firms may call collect at (203) 658-9400.

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SUMMARY

This summary highlights information contained elsewhere in this joint proxy statement/prospectus and may not contain all the information that is important to you with respect to the merger and the other matters being considered at the Contango and Crimson special meetings. Contango and Crimson urge you to read the remainder of this joint proxy statement/prospectus carefully, including the attached Annexes, and the other documents to which we have referred you. See also the section entitled "Where You Can Find More Information" beginning on page 160. We have included page references in this summary to direct you to a more complete description of the topics presented below.

The Companies

Contango Oil & Gas Company

Contango is a Houston, TX-based, independent natural gas and oil company. Contango's core business is to explore, develop, produce and acquire natural gas and oil properties offshore in the Gulf of Mexico in water-depths of less than 300 feet. Contango has 12 operating wells and three production platforms in the Gulf of Mexico. Contango has additional onshore investments in (i) Alta Resources Investments, LLC, whose primary area of focus is the liquids-rich Kaybob Duvernay in Alberta, Canada; (ii) Exaro Energy III LLC ("Exaro"), which is primarily focused on the development of proved natural gas reserves in the Jonah Field in Wyoming; and (iii) the Tuscaloosa Marine Shale where Contango leases approximately 24,000 net acres. As of March 31, 2013, Contango had estimated proved reserves of 215.5 billion cubic feet equivalent (Bcfe) including 19.6 Bcfe of proved developed reserves attributable to its investment in Exaro. Contango has an active exploration program, and plans to drill two new exploratory wells in the central Gulf of Mexico in 2013. As of March 31, 2013, Contango had no debt and approximately \$100 million of working capital. For the quarter ended March 31, 2013, Contango's average production was approximately 64.6 million cubic feet equivalent per day ("Mmcfd").

Contango's common stock is traded on the NYSE MKT under the symbol "MCF".

The principal executive offices of Contango are located at 3700 Buffalo Speedway, Houston, Texas 77098, and Contango's telephone number is (713) 960-1901. Additional information about Contango and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" on page 160.

Crimson Exploration Inc.

Crimson is a Houston, TX-based independent energy company engaged in the exploitation, exploration, development and acquisition of crude oil and natural gas, primarily in the onshore Gulf Coast regions of the United States. Crimson currently owns approximately 95,000 net acres onshore in Texas, Louisiana, Colorado and Mississippi. Crimson refers to its four corporate areas as (i) Southeast Texas, focusing on the Woodbine, Eagle Ford and Georgetown formations, (ii) South Texas, focusing on the Eagle Ford and Buda formations, (iii) East Texas, focusing on the Haynesville, Mid-Bossier and James Lime formations, and (iv) Rockies and Other, focusing on the Niobrara and D&J Sand formations. Crimson's strategy is to continue to increase crude oil and liquids-rich reserves and production from an extensive inventory of drilling prospects, de-risk unproved prospects in core operating areas, and opportunistically grow reserves through acquisitions complementary to its existing asset base.

As of June 30, 2013, Crimson had estimated proved reserves of 117.1 Bcfe of natural gas equivalents, based on SEC reporting guidelines. For the quarter ended June 30, 2013, Crimson's average production was approximately 44.2 Mmcfd.

Crimson's common stock is traded on the NASDAQ under the symbol "CXPO".

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The principal executive offices of Crimson are located at 717 Texas Ave., Suite 2900, Houston, Texas 77002, and Crimson's telephone number is (713) 236-7400. Additional information about Crimson and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" on page 160.

Contango Acquisition, Inc.

Contango Acquisition, Inc., a wholly owned subsidiary of Contango, is a Delaware corporation that was formed on March 14, 2013 for the sole purpose of effecting the merger. In the merger, Contango Acquisition, Inc. will be merged with and into Crimson, with Crimson surviving as a wholly owned subsidiary of Contango.

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The Meetings

The Contango Special Meeting (see page 40)

The special meeting of Contango stockholders will be held at 3700 Buffalo Speedway, Second Floor, Houston, Texas 77098, on October 1, 2013, at 9:30 a.m., local time. The special meeting of Contango stockholders is being held to consider and vote on:

a proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger;

an advisory (non-binding) proposal to approve the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise related to the proposed transactions; and

a proposal to approve the adjournment of the Contango special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above. Completion of the merger is conditioned on approval of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger.

Only record holders of shares of Contango common stock at the close of business on August 20, 2013, the record date for the Contango special meeting, are entitled to receive notice of, and to vote at, the Contango special meeting or any adjournment or postponement thereof. At the close of business on the record date, the only outstanding voting securities of Contango were common stock, and 15,194,952 shares of Contango common stock were issued and outstanding, approximately 11.2% of which were owned and entitled to be voted by Contango directors and executive officers and the Estate of Mr. Peak, Contango's former Chairman and Chief Executive Officer. The Contango directors and executive officers and the Estate of Mr. Peak are currently expected to vote their shares in favor of each Contango proposal listed above.

The Estate of Kenneth R. Peak, Brad Juneau and certain of the executive officers of Contango have each entered into an agreement with Crimson whereby, subject to the terms and conditions of that agreement, such stockholder has agreed to vote all of the Contango shares held by such stockholder in favor of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger. As of the date of this joint proxy statement/prospectus, such parties hold in the aggregate approximately 10.6% of the outstanding shares of Contango common stock.

With respect to each Contango proposal listed above, Contango stockholders may cast one vote for each share of Contango common stock that they own as of the Contango record date. The proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger requires the affirmative vote of a majority of the shares of Contango common stock, present in person or represented by proxy at the Contango special meeting and entitled to vote thereon. No business may be transacted at the Contango special meeting unless a quorum is present. If a quorum is not present, or if fewer shares are voted in favor of the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger than is required, to allow additional time for obtaining additional proxies, the special meeting may be adjourned if the requisite stockholder approval to adjourn the meeting is obtained. No notice of an adjourned meeting need be given unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Reasons for the Merger; Recommendation of the Board of Directors of Contango (see page 61)

After careful consideration, the Contango board of directors unanimously determined that the merger and the other transactions contemplated by the merger agreement are advisable and in the best interests of Contango

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and its stockholders, approved the merger and the merger agreement and recommended to the holders of Contango common stock the approval of the issuance of Contango common stock to Crimson stockholders in connection with the merger. For more information regarding the factors considered by the Contango board of directors in reaching its decisions relating to its recommendations, see the section entitled "The Merger Contango's Reasons for the Merger; Recommendation of the Contango Board of Directors." **The Contango board of directors unanimously recommends that Contango stockholders vote FOR the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, FOR the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise related to the proposed transactions and FOR the proposal to approve the adjournment of the Contango special meeting to a later date or dates, if necessary or appropriate to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the issuance of shares of Contango common stock.**

Opinion of Contango's Financial Advisor (see page 63)

In connection with the merger, on February 6, 2013, the Contango board of directors retained Petrie Partners Securities, LLC (referred to in this joint proxy statement/prospectus as "Petrie") to act as financial advisor to the Contango board of directors. On April 29, 2013, at a meeting of the Contango board of directors, Petrie rendered its oral opinion, subsequently confirmed by delivery of a written opinion soon after the meeting, that, as of April 29, 2013 and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, the exchange ratio was fair, from a financial point of view, to Contango.

The full text of the written opinion of Petrie, dated as of April 29, 2013, which sets forth, among other things, the procedures followed, assumptions made, matters considered and qualifications and limitations on the scope of review undertaken in rendering its opinion, is attached as Annex B to this joint proxy statement/prospectus and is incorporated by reference in its entirety into this joint proxy statement/prospectus. You are urged to read the opinion carefully and in its entirety. Petrie's opinion was addressed to, and provided for the information and benefit of, the Contango board of directors (in its capacity as such) in connection with its evaluation of whether the exchange ratio was fair, from a financial point of view, to Contango. Petrie's opinion does not address the fairness of the proposed merger, or any consideration received in connection with the proposed merger, to the holders of any securities, creditors or other constituencies of Contango, nor does it address the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Contango, or any class of such persons, whether relative to the exchange ratio or otherwise. Petrie assumed that any modification to the structure of the merger would not vary in any respect material to its analysis. Petrie's opinion does not address the relative merits of the merger as compared to any other alternative business transaction or strategic alternative that might be available to Contango, nor does it address the underlying business decision of Contango to engage in the merger. Petrie's opinion does not constitute a recommendation to the Contango board of directors or to any other persons in respect of the merger, including as to how any holder of shares of common stock of Contango should act or vote in respect of any of the transactions contemplated by the merger agreement. Finally, Petrie did not express any opinion as to the price at which shares of Contango or Crimson common stock will trade at any time.

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The Crimson Special Meeting (see page 45)

The special meeting of Crimson stockholders will be held at Crimson's offices at 717 Texas Avenue, Suite 2900, Houston, Texas 77002, on October 1, 2013, at 9:30 a.m., local time. The special meeting of Crimson stockholders is being held in order to consider and vote on:

a proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, which is further described in the sections titled "The Merger" and "The Merger Agreement," beginning on pages 50 and 111, respectively;

an advisory (non-binding) proposal to approve the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions; and

a proposal to approve the adjournment of the Crimson special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the foregoing proposal.

Only record holders of shares of Crimson common stock at the close of business on August 20, 2013, the record date for the Crimson special meeting, are entitled to notice of, and to vote at, the Crimson special meeting or any adjournment or postponement thereof. At the close of business on the record date, the only outstanding voting securities of Crimson were common stock, and 44,764,423 shares of Crimson common stock were issued and outstanding and entitled to vote at the Crimson special meeting, approximately 2.95% of which were owned and entitled to be voted by Crimson directors and executive officers. The Crimson directors and executive officers are currently expected to vote their shares in favor of each of the Crimson proposals listed above.

OCM GW Holdings, LLC, a Delaware limited liability company, and OCM Crimson Holdings, LLC, a Delaware limited liability company (collectively, "Oaktree") and each executive officer of Crimson have entered into an agreement with Contango and Merger Sub whereby, subject to the terms and conditions of that agreement, such stockholder has agreed to vote all of the Crimson shares held by such stockholder in favor of the adoption of the merger. As of the date of this joint proxy statement/prospectus, Oaktree holds and is entitled to vote, in the aggregate, approximately 34.71% of the issued and outstanding shares of Crimson common stock entitled to vote at the Crimson special meeting and the executive officers of Crimson hold and are entitled to vote, in the aggregate, approximately 2.54% of the issued and outstanding shares of Crimson common stock entitled to vote at the Crimson special meeting.

With respect to each Crimson proposal listed above, Crimson stockholders may cast one vote for each share of Crimson common stock that they own as of the Crimson record date. The proposal to adopt the merger agreement requires the affirmative vote of a majority of the issued and outstanding shares of Crimson common stock that are entitled to vote thereon. No business may be transacted at the Crimson special meeting unless a quorum is present. If a quorum is not present, or if fewer shares are voted in favor of the proposal to adopt the merger agreement than is required, to allow additional time for obtaining additional proxies, the special meeting may be adjourned if the requisite stockholder approval to adjourn the meeting is obtained. No notice of an adjourned meeting need be given unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Reasons for the Merger; Recommendation of the Board of Directors of Crimson (see page 76)

After careful consideration, the Crimson board of directors unanimously adopted the merger agreement, determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of Crimson's stockholders, and recommended that the merger agreement, the merger and the other transactions contemplated by the merger agreement be adopted by Crimson's stockholders. For more information regarding the factors considered by the Crimson board of directors in reaching its decision to recommend the approval of the merger agreement, see the section entitled "The Merger - Crimson's Reasons

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for the Merger; Recommendation of the Crimson Board of Directors. **The Crimson board of directors unanimously recommends that Crimson stockholders vote FOR the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement at the Crimson special meeting, FOR the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions and FOR the proposal to approve the adjournment of the Crimson special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement.**

Opinion of Crimson's Financial Advisor (see page 79)

In connection with the merger, Crimson's board of directors received a written opinion, dated April 29, 2013, from Barclays Capital Inc. (referred to in this joint proxy statement/prospectus as "Barclays") as to the fairness, as of the date of the opinion, from a financial point of view, to holders of Crimson common stock of the exchange ratio provided for in the merger agreement. The full text of Barclays' written opinion, which is attached to this joint proxy statement/prospectus as Annex C, sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken. **Barclays' opinion was provided for the information of Crimson's board of directors (in its capacity as such) in connection with its evaluation of the exchange ratio from a financial point of view and did not address any other aspects or implications of the merger. Barclays expressed no view as to, and its opinion does not address, the underlying business decision of Crimson to effect the merger, the relative merits of the merger as compared to any alternative business strategies that might exist for Crimson or the effect of any other transaction in which Crimson might engage. Barclays' opinion is not intended to be and does not constitute a recommendation to any stockholder as to how such stockholder should vote or act on any matters relating to the proposed merger or otherwise.**

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The Merger

*A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. Contango and Crimson encourage you to read the entire merger agreement carefully because it is the principal document governing the merger. For more information on the merger agreement, see the section entitled **The Merger Agreement** beginning on page 111.*

Form of the Merger (see page 111)

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, Merger Sub, a wholly owned subsidiary of Contango formed for the sole purpose of effecting the merger, will be merged with and into Crimson. Crimson will survive the merger as a wholly owned subsidiary of Contango.

Merger Consideration (see page 111)

Crimson stockholders will have the right to receive 0.08288 shares of Contango common stock for each share of Crimson common stock they hold at the effective time of the merger (the exchange ratio) and, in lieu of any fractional shares, cash (without interest) in an amount equal to the product of (i) such fractional part of a share of Contango common stock multiplied by (ii) the closing price for a share of Contango common stock as reported on the NYSE MKT on the first trading day following the effective date of the merger. The exchange ratio is fixed and will not be adjusted for changes in the market value of the common stock of Crimson or Contango. As a result, the implied value of the consideration to Crimson stockholders will fluctuate between the date of this joint proxy statement/prospectus and the effective date of the merger. Based on the closing price of Contango common stock on the NYSE MKT on April 29, 2013, the last trading day before public announcement of the merger, the exchange ratio represented approximately \$3.19 in value for each share of Crimson common stock. Based on the closing price of Contango common stock on the NYSE MKT on August 21, 2013, the latest practicable trading day before the date of this joint proxy statement/prospectus, the exchange ratio represented approximately \$3.07 in value for each share of Crimson common stock.

Treatment of Crimson Stock Options and Other Equity-Based Awards (see page 122)

Stock Options. Upon completion of the merger, each outstanding option to acquire Crimson common stock will be converted into a fully vested and immediately exercisable option to purchase shares of Contango common stock. The number of shares of Contango common stock that will be subject to such Contango stock options will be the number of shares of Crimson common stock subject to each such Crimson stock option multiplied by 0.08288, rounded down to the nearest whole share of Contango common stock. The exercise price per share of Contango common stock for such Contango stock option will equal the exercise price per share of Crimson common stock for such Crimson stock option divided by 0.08288, rounded up to the nearest whole cent.

Restricted Stock. Effective simultaneously with the effective time of the merger, each outstanding share of Crimson restricted stock will vest and be converted into an unrestricted share of Crimson common stock with the right to receive 0.08288 fully vested shares of Contango common stock.

Expected Timing of the Merger

Contango and Crimson currently expect the closing of the merger to occur in September or October of 2013. However, the merger is subject to the satisfaction or waiver of conditions as described in the merger agreement, and it is possible that factors outside the control of Contango and Crimson could result in the merger being completed at an earlier time, a later time or not at all.

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Conditions to Completion of the Merger (see page 123)

The obligations of Contango, Crimson and Merger Sub to complete the merger are subject to the satisfaction or waiver of the following conditions on or prior to the closing date:

adoption of the merger agreement by the affirmative vote of holders of a majority of the outstanding shares of Crimson common stock;

approval of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger by the affirmative vote of holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Contango special meeting;

absence of any laws, temporary restraining orders, preliminary or permanent injunctions or other orders that have the effect of making the merger illegal or otherwise prohibiting consummation of the merger;

the receipt of any approvals required to be obtained for the consummation of the merger and the other transactions contemplated by the merger agreement under any applicable United States federal or state laws, except where the failure to obtain such approvals would not have a material adverse effect on Contango or Crimson;

authorization for the listing on the NYSE MKT of the shares of Contango common stock to be issued, and such other shares to be reserved for issuance, in connection with the merger, subject to official notice of issuance; and

effectiveness of the registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part and the absence of a stop order or proceedings pending before by the SEC for that purpose.

In addition, each of Contango's and Crimson's obligations to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

the representations and warranties of the other party, other than the representations related to the shares of capital stock authorized, issued and outstanding or reserved for issuance and the shares subject to any rights to purchase or receive common stock, (i) if qualified by material adverse effect, will be true and correct in all respects as of the date of the merger agreement and as of the closing date, and (ii) if not qualified by material adverse effect, will be true and correct as of the date of the merger agreement and as of the closing date except where the failure to be true and correct, has not had, or would not reasonably be expected to have, individually or in the aggregate, a material adverse effect (other than, in each case, those representations and warranties that were made only as of an earlier date, which need only be true and correct as of such earlier date subject to the materiality exceptions noted above);

the representations and warranties of Contango relating to the shares of capital stock authorized, issued and outstanding or reserved for issuance and the shares subject to any rights to purchase or receive common stock will be true and correct other than in de minimis respects as of the date of the merger agreement and as of the closing date (except to the extent such representations or warranties were made only as of a specified date, in which case, as of such specified date);

the representations and warranties of Crimson relating to the shares of capital stock authorized, issued and outstanding or reserved for issuance and the shares subject to any rights to purchase or receive common stock will be true and correct in all respects as of the date of the merger agreement and as of the closing date (except to the extent such representations or warranties were made only as of an earlier date, in which case, as of such earlier date), except where inaccuracies, would result in payment of \$1,000,000 or less of additional merger consideration, in the aggregate;

the other party having performed or complied with, in all material respects, its material agreements and covenants under the merger agreement required to be performed or complied with on or prior to the closing date;

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receipt of a certificate executed by the other party's chief executive officer or chief financial officer as to the satisfaction of the conditions described in the preceding four bullets;

receipt by each party of a tax opinion from such party's tax counsel as described in the section titled "Material U.S. Federal Income Tax Consequences," including an opinion that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code; and

absence of any event or development that, individually or in the aggregate, has or would reasonably be expected to have a material adverse effect on the other party.

No Solicitation of Alternative Proposals (see page 117)

The merger agreement precludes Contango and Crimson from soliciting or engaging in discussions or negotiations with respect to a proposal regarding an alternative transaction. However, if Contango or Crimson receives an unsolicited acquisition proposal from a third party, and Contango's or Crimson's board of directors, as applicable, among other things, reasonably determines in good faith (after consultation with its outside legal advisors) that such unsolicited proposal is, or is reasonably likely to lead to, a superior proposal to the merger, Contango or Crimson, as applicable, may furnish non-public information to and enter into discussions with, and only with, that third party regarding such acquisition proposal. See the section entitled "The Merger Agreement - No Solicitation of Alternative Proposals" for a discussion of these and other rights of each of Contango and Crimson to terminate the merger agreement.

Termination of the Merger Agreement (see page 124)

Contango and Crimson may mutually agree to terminate the merger agreement at any time, notwithstanding approval of the merger by stockholders. Either company may also terminate the merger agreement if the merger is not consummated by October 31, 2013, subject to certain exceptions. See the section entitled "The Merger Agreement - Termination of the Merger Agreement" for a discussion of these and other rights of each of Contango and Crimson to terminate the merger agreement.

Effect of Termination of the Merger Agreement (see page 125)

If the merger agreement is terminated by either party in accordance with its terms, the merger agreement (except for the confidentiality agreement between Contango and Crimson and certain provisions expressly listed in the merger agreement, which will survive such termination) will become void, and neither of the parties nor their affiliates or representatives will have any liability under the merger agreement or in connection with the transactions contemplated thereby, except: (a) with respect to any applicable termination fees and the reimbursement of certain expenses; (b) for willful and material breach of the merger agreement; (c) for fraud; or (d) for breaches of the confidentiality agreement between Contango and Crimson. In the case of clauses (b) and (c), the aggrieved party will be entitled to all rights and remedies available at law or equity; provided that in the case of clause (b), if such breach is of the stockholder meetings provision or the no solicitation provision and the breaching party pays the applicable termination fee, such party and its affiliates or representatives will have no further liability in connection with the merger agreement or such termination. In the case of clause (d), the aggrieved party shall be entitled to all rights and remedies provided in the confidentiality agreement between Contango and Crimson.

Termination Fees and Expenses (see page 125)

Generally, all fees and expenses incurred in connection with the merger agreement and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses, subject to the specific exceptions discussed in this joint proxy statement/prospectus where Contango may be required to pay a termination fee of \$28 million or an expense reimbursement of \$4.5 million and Crimson may be required to

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pay a termination fee of \$7 million or an expense reimbursement of \$4.5 million. See the section entitled "The Merger Agreement – Termination Fees and Expenses" for a discussion of the circumstances under which such termination fee or expense reimbursement will be required to be paid.

Comparison of Stockholder Rights and Corporate Governance Matters (see page 146)

Crimson stockholders receiving merger consideration will have different rights once they become stockholders of Contango due to differences between the governing corporate documents of Crimson and the governing corporate documents of Contango. These differences are described in detail under the section entitled "Comparison of Rights of Contango Stockholders and Crimson Stockholders."

Listing of Shares of Contango Common Stock; De-Listing and Deregistration of Shares of Crimson Common Stock (see page 110)

It is a condition to the completion of the merger that the shares of Contango common stock to be issued to Crimson stockholders and the shares of Contango common stock reserved for issuance pursuant to the merger (including those shares of Contango common stock to be issued upon conversion of the Crimson restricted stock) be authorized for listing on the NYSE MKT at the effective time of the merger, subject to official notice of issuance. Upon completion of the merger, shares of Crimson common stock currently listed on the NASDAQ will cease to be listed on the NASDAQ and will be subsequently deregistered under the Exchange Act.

Interests of Contango Directors and Executive Officers in the Merger (see page 97)

Certain of Contango's directors and executive officers have financial interests in the merger that may be different from, or in addition to, the interests of Contango stockholders generally. As detailed below under "The Merger Agreement – Stockholder Support Agreements," certain executive officers of Contango along with Brad Juneau and the Estate of Kenneth R. Peak, former Chairman of the Board, have entered into support agreements with Crimson in connection with the execution of the merger agreement.

As detailed below under "The Merger – Board of Directors and Management, following the Merger," Joseph J. Romano will serve as the Chairman of the board of directors of Contango and certain of the members of Contango's board of directors immediately prior to the merger will serve as directors of Contango upon completion of the merger.

As detailed below under "The Merger – Interests of Contango Directors and Executive Officers in the Merger," a significant corporate transaction is one of the annual performance measures for Joseph J. Romano, so it is anticipated that Mr. Romano will be entitled to receive a \$4.0 million bonus payment as a result of the closing of the merger, if Mr. Romano has not already earned the bonus payment through satisfaction of other performance measures.

As of August 20, 2013, the record date for the Contango special meeting, the directors and executive officers of Contango beneficially owned and were entitled to vote 1,705,861 shares of Contango common stock, collectively representing approximately 11.2% of the shares of Contango common stock outstanding and entitled to vote at the Contango special meeting. In order to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, the affirmative vote of a majority of the shares of Contango common stock, present in person or represented by proxy at the Contango special meeting and entitled to vote on the proposal is required. See "The Contango Special Meeting – Required Vote" below on page 41.

The Contango board of directors was aware of these interests and considered them, among other matters, in evaluating the merger and in making its recommendations to Contango stockholders.

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Interests of Crimson Directors and Executive Officers in the Merger (see page 99)

Certain of Crimson's directors and executive officers have financial interests in the merger that may be different from, or in addition to, the interests of Crimson stockholders generally. As detailed below under "The Merger Agreement," "Stockholder Support Agreements," each of Allan D. Keel, E. Joseph Grady, A. Carl Isaac, Jay S. Mengle, Thomas H. Atkins and John A. Thomas have entered into support agreements with Contango in connection with the execution of the merger agreement. Moreover, the parties expect that Crimson's existing executive officers will become executive officers of Contango at or shortly after the consummation of the merger.

As detailed below under "The Merger," "Board of Directors and Management," following the Merger, Allan D. Keel will serve as President and Chief Executive Officer of the combined company, E. Joseph Grady will serve as Senior Vice President and Chief Financial Officer of the combined company, Thomas H. Atkins will serve as Senior Vice President of Exploration of the combined company, Jay S. Mengle will serve as Senior Vice President of Engineering of the combined company, A. Carl Isaac will serve as Senior Vice President of Operations of the combined company, and certain of the members of Crimson's board of directors immediately prior to the merger will continue to serve as directors of the combined company upon completion of the merger. Messrs. Keel, Grady, Atkins, Mengle and Isaac have entered into employment agreements with Contango as discussed below under "Interests of Crimson Directors and Executive Officers in the Merger."

As of August 20, 2013, the record date for the Crimson special meeting, the directors and executive officers of Crimson beneficially owned and were entitled to vote 1,319,048 shares of Crimson common stock, collectively representing approximately 2.95% of the shares of Crimson common stock outstanding and entitled to vote at the Crimson special meeting. In order to approve the adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement, the affirmative vote of a majority of the issued and outstanding shares of Crimson common stock that are entitled to vote at the special meeting is required. See "The Crimson Special Meeting," "Required Vote," below on page 46.

The Crimson board of directors was aware of these interests and considered them, among other matters, in evaluating the merger and in making its recommendations to Crimson stockholders.

Regulatory Clearances Required to Complete the Transactions (see page 108)

Contango and Crimson are not required to file notifications with the Federal Trade Commission and the Antitrust Division of the Department of Justice or observe a mandatory pre-merger waiting period before completing the merger under the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (referred to in this joint proxy statement/prospectus as the "HSR Act"). Contango and Crimson cannot assure you, however, that other government agencies or private parties will not initiate actions to challenge the merger before or after it is completed.

Board of Directors and Executive Management Following the Merger (see page 108)

Effective as of, and subject to the occurrence of, the effective time of the merger, the following will occur:

the board of directors of the combined company will consist of eight members, including, (i) five directors chosen by the current Contango directors (at least three of whom will be independent for purposes of the rules of the NYSE MKT), and (ii) three directors chosen by the current Crimson directors (at least two of whom will be independent for purposes of the rules of the NYSE MKT);

as of the date of this joint proxy statement/prospectus, it is anticipated that Joseph J. Romano, Brad Juneau, B.A. Berilgen, Charles M. Reimer, Steven L. Schoonover, Allan D. Keel, B. James Ford, and Lon McCain will serve as directors of the combined company;

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Joseph J. Romano will continue to serve as the Chairman of the board of directors of the combined company;

Allan D. Keel will become President and Chief Executive Officer of the combined company;

E. Joseph Grady will become the Senior Vice President and Chief Financial Officer of the combined company;

Thomas H. Atkins will become the Senior Vice President of Exploration of the combined company;

Jay S. Mengle will become the Senior Vice President of Engineering of the combined company;

A. Carl Isaac will become the Senior Vice President of Operations of the combined company; and

the bylaws of Contango will be restated in the form of Exhibit C of Annex A.

No Appraisal Rights (see page 110)

Neither the holders of shares of Contango common stock nor the holders of shares of Crimson common stock are entitled to appraisal rights in connection with the merger in accordance with Delaware law, nor do the certificates of incorporation or bylaws of either company confer such appraisal rights.

Exchange of Shares in the Merger (see page 112)

Prior to the effective time of the merger, Contango will appoint an exchange agent to handle the exchange of shares of Crimson common stock for shares of Contango common stock. At the effective time of the merger, shares of Crimson common stock will be converted into the right to receive 0.08288 shares of Contango common stock without the need for any action by the holders of Crimson common stock.

Promptly after the effective time of the merger, but in no event later than three business days after the closing of the merger, Contango will cause the exchange agent to mail to each holder of a Crimson stock certificate a letter of transmittal specifying, among other things, that delivery will be effected, and risk of loss and title to any certificates representing Crimson common stock shall pass, only upon proper delivery of such certificates to the exchange agent. The letter will also include instructions explaining the procedure for surrendering Crimson stock certificates in exchange for shares of Contango common stock. Crimson stockholders should not return Crimson stock certificates with the enclosed proxy card. Holders of uncertificated shares of Crimson common stock in book-entry form will automatically receive the merger consideration and will not be required to deliver a certificate or an executed letter of transmittal to the exchange agent.

After the effective time of the merger, shares of Crimson common stock will no longer be outstanding, will be automatically canceled and will cease to exist and each certificate, if any, that previously represented shares of Crimson common stock will represent only the right to receive the merger consideration as described above. With respect to such shares of Contango common stock deliverable upon the surrender of Crimson stock certificates, until holders of such Crimson stock certificates have surrendered such stock certificates to the exchange agent for exchange, those holders will not receive dividends or distributions with respect to such shares of Contango common stock with a record date after the effective time of the merger.

Crimson stockholders will not receive any fractional shares of Contango common stock pursuant to the merger. Instead of any fractional shares, Crimson stockholders will be paid an amount in cash for such fraction of a share calculated by multiplying the fractional share interest to which such holder would otherwise be entitled by the closing price for a share of Contango common stock as reported on the NYSE MKT on the first trading day following the effective date of the merger.

Contango stockholders need not take any action with respect to their stock certificates.

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Anticipated Accounting Treatment (see page 135)

Under generally accepted accounting principles, the merger will be accounted for using the acquisition method of accounting with Contango being considered the acquirer of Crimson for accounting purposes. This means that Contango will allocate the purchase price to the fair value of Crimson's tangible and intangible assets and liabilities as of the acquisition date, with the excess purchase price being recorded as goodwill.

Material U.S. Federal Income Tax Consequences (see page 132)

The merger is intended to be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. Assuming the merger qualifies as a reorganization, a U.S. holder of Crimson common stock will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of the holder's shares of Crimson common stock for shares of Contango common stock pursuant to the merger, except with respect to cash received in lieu of fractional shares of Contango common stock.

As a condition to the completion of the merger, Crimson and Contango will each have received an opinion, dated as of the closing date of the merger, that the merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. An opinion of counsel represents such counsel's best legal judgment but is not binding on the Internal Revenue Service (the IRS) or any court, so there can be no certainty that the IRS will not challenge the conclusions reflected in the opinion or that a court would not sustain such a challenge.

The tax opinions regarding the merger will not address any state, local or foreign tax consequences of the merger. The opinions will be based on certain assumptions and representations as to factual matters from Contango and Crimson, as well as certain covenants and undertakings by Contango and Crimson. If any of the assumptions, representations, covenants or undertakings is incorrect, incomplete, inaccurate or violated in any material respect, the validity of the conclusions reached by counsel in their opinions would be jeopardized and the tax consequences of the merger could differ from those described in this joint proxy statement/prospectus. Neither Contango nor Crimson is currently aware of any facts or circumstances that would cause the assumptions, representations, covenants and undertakings to be incorrect, incomplete, inaccurate or violated in any material respect.

You are urged to consult your own tax advisor regarding the particular consequences to you of the merger.

Risk Factors (see page 32)

In evaluating the merger, in addition to the other information contained in this joint proxy statement/prospectus, you should carefully consider the risk factors relating to the merger and each of Contango and Crimson beginning on page 32.

Table of Contents**Summary Selected Consolidated Financial Data****Summary Selected Consolidated Historical Financial Data of Contango**

The following selected statement of income data for the years ended June 30, 2012, 2011 and 2010 and selected balance sheet data as of June 30, 2012 and 2011 have been derived from the audited consolidated financial statements of Contango contained in its Annual Report on Form 10-K for the fiscal year ended June 30, 2012, which is incorporated into this joint proxy statement/prospectus by reference. The selected statement of income data for the years ended June 30, 2009 and 2008 and selected balance sheet data as of June 30, 2010, 2009 and 2008 have been derived from Contango's audited consolidated financial statements for such years, which have not been incorporated into this joint proxy statement/prospectus by reference.

The selected statement of income data for the nine months ended March 31, 2013 and 2012, and selected balance sheet data as of March 31, 2013 have been derived from Contango's unaudited interim consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, which is incorporated into this joint proxy statement/prospectus by reference. The selected balance sheet data as of March 31, 2012 has been derived from Contango's unaudited interim consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012, which has not been incorporated into this joint proxy statement/prospectus by reference. These financial statements are unaudited, but, in the opinion of Contango's management, contain all adjustments necessary to fairly state Contango's financial position and results of operations for the periods indicated.

You should read this summary financial data together with the financial statements that are incorporated by reference into this joint proxy statement/prospectus and their accompanying notes and management's discussion and analysis of financial condition and results of operations of Contango contained in such reports. See "Where You Can Find More Information" beginning on page 160.

	Nine Months Ended March 31,		Years Ended June 30,				
	2013	2012	2012	2011	2010	2009	2008 (a)
	(In thousands)						
Income Statement Data							
Total revenues	96,493	139,449	179,272	201,721	159,010	190,656	116,498
Income (loss) from continuing operations (b)	(21,076)	49,875	59,213	64,459	50,166	55,861	83,221
Discontinued operations, net of income taxes		(821)	(824)	574	(480)		173,685
Net income (loss)	(21,076)	49,054	58,389	65,033	49,686	55,861	256,906
Preferred stock dividends							1,548
Net income (loss) attributable to common stock	(21,076)	49,054	58,389	65,033	49,686	55,861	255,358
Net income (loss) per common share:							
Basic	(1.38)	3.18	3.79	4.15	3.14	3.41	15.78
Diluted	(1.38)	3.18	3.79	4.14	3.08	3.35	14.88
Weighted average shares outstanding							
Basic	15,229	15,453	15,423	15,665	15,831	16,363	16,185
Diluted	15,229	15,456	15,425	15,713	16,157	16,690	17,263
Cash dividends per common share (c)	2.00						
Capital expenditures (d)	73,249	18,734	20,847	69,993	97,703	45,742	119,929

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	As of March 31,			As of June 30,			
	2013	2012	2012	2011	2010	2009	2008 (a)
	(In thousands)						
Balance Sheet Data							
Current assets	136,859	203,397	175,213	204,878	119,873	96,475	158,749
Total assets	572,939	621,456	624,654	636,930	592,266	517,042	599,974
Current liabilities	37,967	34,437	34,312	78,224	78,488	53,244	128,836
Noncurrent liabilities (excluding long-term debt)	127,174	128,596	126,003	132,083	136,448	114,434	114,140
Long-term debt							15,000
Stockholders' equity	407,798	458,423	464,339	426,623	377,330	349,364	341,998
Total proved reserves (MMcfe) (e)(f)	215,495	251,140	256,567	296,729	314,027	355,046	369,076
Standardized measure of discounted future net cash flows (g)			513,932	717,135	712,094	638,091	2,233,918

- (a) During the year ended June 30, 2008 Contango sold its Arkansas Fayetteville Shale properties and other properties for \$328.3 million. Results of operations for these properties are included in discontinued operations.
- (b) During the nine months ended March 31, 2013, Contango drilled two dry holes resulting in exploration expenses of approximately \$50.0 million, including leasehold costs. Additionally, Contango revised estimated proved reserves at Ship Shoal 263, resulting in non-cash impairment expenses of approximately \$12.0 million. During the year ended June 30, 2010 Contango incurred \$20.2 million exploration expenses related to two dry holes in the Gulf of Mexico.
- (c) On November 29, 2012, the Board of Contango declared a one-time special dividend of \$2.00 per share of common stock which was paid on December 17, 2012.
- (d) Included in capital expenditures for the nine months ended March 31, 2013 and the year ended June 30, 2010 are exploration expenditures of \$42.7 million and \$20.2 million, respectively, related to drilling of wells which were dry holes and are expensed in Contango's statements of operations.
- (e) Million cubic feet equivalent, determined using the ratio of six Mcf of natural gas to one barrel Bbl of crude oil, condensate or natural gas liquids.
- (f) The total proved reserves as of March 31, 2013 include 19.6 Bcfe of proved developed reserves attributable to Contango's investment in Exaro.
- (g) No standardized measure of discounted future net cash flows information as of March 31, 2013 or March 31, 2012 is available.

Summary Selected Consolidated Historical Financial Data of Crimson

The following selected income statement data for the years ended December 31, 2012, 2011 and 2010 and selected balance sheet data as of December 31, 2012 and 2011 have been derived from the audited consolidated financial statements of Crimson contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which is incorporated into this joint proxy statement/prospectus by reference. The selected income statement data for the years ended December 31, 2009 and 2008 and selected balance sheet data as of December 31, 2010, 2009 and 2008 have been derived from Crimson's audited consolidated financial statements for such years, which have not been incorporated into this joint proxy statement/prospectus by reference.

The selected income statement data for the six months ended June 30, 2013 and 2012, and selected balance sheet data as of June 30, 2013 have been derived from Crimson's unaudited interim consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013, which is incorporated into this joint proxy statement/prospectus by reference. The selected balance sheet data as of June 30, 2012 has been derived from Crimson's unaudited interim consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012, which has not been incorporated into this joint proxy statement/prospectus by reference. These financial statements are unaudited, but, in the opinion of Crimson's management, contain all adjustments necessary to fairly state Crimson's financial position and results of operations for the periods indicated.

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You should read this summary selected financial data together with the financial statements that are incorporated by reference into this joint proxy statement/prospectus and their accompanying notes and management's discussion and analysis of financial condition and results of operations of Crimson contained in such reports. See **Where You Can Find More Information** beginning on page 160.

	Six Months Ended June 30,		Years Ended December 31,				
	2013	2012	2012	2011	2010	2009	2008
	(In thousands)						
Income Statement Data							
Operating revenues	60,893	57,211	115,904	113,636	95,932	111,803	185,680
Income (loss) from operations (a)(b)	5,731	9,792	(98,451)	2,339	(14,346)	(458)	45,835
Net income (loss) (a)(b)(c)	(4,193)	(488)	(91,991)	(15,845)	(30,845)	(34,070)	46,203
Preferred stock dividends						(4,523)	(4,234)
Net income (loss) available to common stockholders	(4,193)	(488)	(91,991)	(15,845)	(30,845)	(38,593)	41,969
Net income (loss) per share:							
Basic	(0.09)	(0.01)	(2.08)	(0.35)	(0.78)	(4.91)	7.81
Diluted	(0.09)	(0.01)	(2.08)	(0.35)	(0.78)	(4.91)	4.46
Weighted average shares outstanding							
Basic	44,536	44,056	44,148	44,789	39,397	7,861	5,371
Diluted	44,536	44,485	44,148	44,789	39,397	7,861	10,360
Cash dividends per common share							
Capital expenditures (d)	30,449	60,288	79,334	87,511	54,746	21,893	141,795
	As of June 30,		As of December 31,				
	2013	2012	2012	2011	2010	2009	2008
	(In thousands)						
Balance Sheet Data							
Current assets	27,607	21,127	24,824	21,072	27,562	24,711	46,348
Total assets	371,198	467,246	368,620	436,326	412,687	424,804	511,546
Current liabilities	54,198	59,024	38,685	67,086	47,370	33,486	84,040
Noncurrent liabilities (excluding long-term debt)	10,303	10,480	10,724	9,692	9,773	15,837	29,243
Long-term Debt	229,926	227,694	239,369	190,042	172,013	192,750	276,640
Stockholders' equity	76,771	170,048	79,842	169,506	183,531	182,731	121,623
Total proved reserves (MMcfe) (e)(f)	117,067		117,049	200,369	166,498	97,488	131,947
Standardized measure of discounted future net cash flows (g)			296,440	255,332	226,515	176,423	260,902

- (a) Includes non-cash equity-based compensation charges of \$1.4 million, \$1.2 million, \$2.5 million, \$1.9 million, \$1.8 million, \$2.4 million and \$5.4 million for the six months ended June 30, 2013 and 2012 and for the years ended December 31, 2012, 2011, 2010, 2009 and 2008, respectively.
- (b) Includes non-cash impairment and abandonment charges of \$1.6 million, \$1.5 million, \$117.5 million, \$15.0 million, \$22.3 million, \$6.7 million and \$43.3 million respectively, related to proved and unproved properties for the six months ended June 30, 2013 and 2012 and for the years ended December 31, 2012, 2011, 2010, 2009 and 2008, respectively.
- (c) Non-cash charges of \$0.8 million, \$2.5 million, \$(2.3) million, \$0.5 million, \$(6.5) million, \$(23.9) million and \$49.4 million related to unrealized gains/(losses) on derivative instruments for the six months ended June 30, 2013 and 2012 and the years ended December 31, 2012, 2011, 2010, 2009 and 2008, respectively.
- (d) Excludes acquisitions of oil and gas properties.
- (e) Million cubic feet equivalent, determined using the ratio of six Mcf of natural gas to one Bbl of crude oil, condensate or natural gas liquids. Information as of June 30, 2013 is based on a reserve report prepared internally by Crimson management and was not reviewed by its independent reserve engineers.
- (f) No reserve information as of June 30, 2012 is available.
- (g) No standardized measure of discounted future net cash flows information as of June 30, 2013 or June 30, 2012 is available.

Table of Contents**Summary Selected Unaudited Pro Forma Condensed Combined Financial Information**

The following table presents selected unaudited pro forma combined financial information including Contango's consolidated balance sheet and statements of income, after giving effect to the merger with Crimson. The information under "Pro Forma Income Statement Data" in the table below gives effect to the merger as if it had been consummated on July 1, 2011. The information under "Pro Forma Balance Sheet Data" in the table below assumes the merger had been consummated on March 31, 2013. This unaudited pro forma combined financial information was prepared assuming the merger will be accounted for using the acquisition method of accounting with Contango considered the acquirer of Crimson. See "Accounting Treatment" on page 135.

The unaudited pro forma combined financial information represents a current estimate based on currently available information and includes adjustments that are preliminary and will likely be revised. The unaudited pro forma balance sheet data includes adjustments to record the assets and liabilities of Crimson at their estimated fair values and is subject to further adjustment as additional information becomes available and as additional analyses are performed. There can be no assurance that such revisions will not result in material changes. The unaudited pro forma combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined company.

The information presented below should be read in conjunction with the historical consolidated financial statements of Contango and Crimson, including the related notes, filed by each of them with the SEC, and with the pro forma condensed combined financial statements of Contango and Crimson, including the related notes, appearing elsewhere in this joint proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 160 and "Unaudited Pro Forma Condensed Combined Financial Information" beginning on page 136. The unaudited pro forma financial information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the impact of possible revenue enhancements, expense efficiencies and asset dispositions, among other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results. The unaudited pro forma condensed combined financial data are not necessarily indicative of results that actually would have occurred or that may occur in the future had the merger been completed on the dates indicated.

	Nine Months Ended March 31, 2013 (In thousands, except per share data)	Year Ended June 30, 2012
Pro Forma Statement of Operations Data:		
Oil, natural gas and natural gas liquids sales	\$ 179,281	\$ 293,229
Net income (loss) available to common stockholders	(88,857)	91,997
Net income (loss) per share of common stock		
Basic	(4.65)	4.77
Diluted	(4.65)	4.73
Pro Forma Balance Sheet Data:		
Total assets	956,373	
Long-term debt	175,000	
Total stockholders' equity	549,985	

Table of Contents**Summary Pro Forma Combined Oil and Natural Gas Reserve and Production Data**

The following table presents selected unaudited pro forma information regarding Contango's proved reserves as of March 31, 2013, giving effect to the acquisition of Crimson's proved reserves as if they were acquired on March 31, 2013. Contango's reserve disclosures are based on a reserve report prepared by Contango's independent reserve engineer as of March 31, 2013, in accordance with the guidelines established by the SEC. Crimson's reserve information as of March 31, 2013 is based on the internal reserve report as of March 31, 2013 and was not reviewed by any independent reserve engineer.

There are numerous uncertainties inherent in estimating quantities and values of proved reserves and in projecting future rates of production and the amount and timing of development expenditures, including many factors beyond the property owner's control. The following reserve data represents estimates only and should not be construed as being precise. The assumptions used in preparing these estimates may not be realized, causing the quantities of oil and gas that are ultimately recovered, the timing of the recovery of oil and gas reserves, the production and operating costs incurred and the amount and timing of future development expenditures to vary from the estimates presented herein. Actual production, revenues and expenditures with respect to reserves will vary from estimates and the variances may be material.

These estimates were calculated using the twelve-month average of the first-day-of-the-month reference prices as adjusted for location and quality differentials. Any significant price changes will have a material effect on the quantity and present value of the reserves shown below. These estimates depend on a number of variable factors and assumptions, including historical production from the area compared with production from other comparable producing areas, the assumed effects of regulations by governmental agencies, assumptions concerning future oil and gas prices, and assumptions concerning future operating costs, transportation costs, severance and excise taxes, development costs and workover and remedial costs.

Estimated Quantities of Reserves as of			
	March 31, 2013		
	Contango Historical	Crimson Historical	Contango Pro Forma Combined
Estimated Proved Reserves (a):			
Oil (MBbl)	2,426	6,010	8,436
NGL (MBbl)	4,723	3,078	7,801
Natural Gas (MMcf)	172,601	61,686	234,287
Total (MMcfe) (b)	215,495	116,214	331,709
Estimated Proved Developed Reserves (a):			
Oil (MBbl)	2,417	2,566	4,983
NGL (MBbl)	4,719	1,798	6,517
Natural Gas (MMcf)	172,461	39,411	211,872
Total (MMcfe) (b)	215,277	65,596	280,873
Estimated Proved Undeveloped Reserves:			
Oil (MBbl)	9	3,444	3,453
NGL (MBbl)	4	1,280	1,284
Natural Gas (MMcf)	140	22,275	22,415
Total (MMcfe) (b)	218	50,618	50,836

- (a) The total proved and proved developed reserves of Contango as of March 31, 2013 include 19.6 Bcfe of proved developed reserves attributable to Contango's investment in Exaro.
- (b) Million cubic feet equivalent, determined using the ratio of six Mcf of natural gas to one Bbl of crude oil, condensate or natural gas liquids.

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The following table sets forth summary pro forma information with respect to Contango's and Crimson's combined oil and natural gas production for the year ended June 30, 2012 and nine months ended March 31, 2013. This pro forma information gives effect to the merger as if it occurred on July 1, 2011.

The Contango production data presented below was derived from its Annual Report on Form 10-K for the year ended June 30, 2012 and its quarterly report on Form 10-Q for the nine months ended March 31, 2013, which are incorporated by reference in this joint proxy/prospectus.

The Crimson production data for the twelve months ended June 30, 2012 and nine months ended March 31, 2013 was recalculated based on information derived from its Annual Report on Form 10-K for the year ended December 31, 2012, its quarterly report on Form 10-Q for the three months ended March 31, 2013, both incorporated by reference in this registration statement; and quarterly report on Form 10-Q for the three months ended March 31, 2012, not incorporated by reference in this joint proxy/prospectus.

Production for the Year Ended			
	June 30, 2012		
	Contango Historical	Crimson Historical	Contango Pro Forma Combined
Oil (MBbl)	615	568	1,183
NGL (MBbl)	662	341	1,003
Natural Gas (MMcf)	23,617	9,554	33,171
Total (MMcfe) (a)	31,279	15,010	46,289

Production for the Nine Months Ended			
	March 31, 2013		
	Contango Historical	Crimson Historical	Contango Pro Forma Combined
Oil (MBbl)	290	551	841
NGL (MBbl)	468	237	705
Natural Gas (MMcf)	14,230	5,459	19,689
Total (MMcfe) (a)	18,778	10,188	28,966

(a) Million cubic feet equivalent, determined using the ratio of six Mcf of natural gas to one Bbl of crude oil, condensate or natural gas liquids.

Unaudited Comparative Per Share Data

The following table sets forth certain historical net income (loss) per share of Contango and Crimson and per share book value information on an unaudited pro forma combined basis after giving effect to the merger.

Historical per share data of Contango for the nine months ended March 31, 2013 and the year ended June 30, 2012 was derived from Contango's historical financial statements for the respective periods. Historical per share data of Crimson for the nine months ended March 31, 2013 and the twelve months ended June 30, 2012 was calculated based on historical financial information included in its financial statements. This information should be read together with the consolidated financial statements and related notes of Contango and Crimson that are incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 160.

Unaudited pro forma combined per share data for the nine months ended March 31, 2013 and the twelve months ended June 30, 2012 was derived and should be read in conjunction with the unaudited pro forma combined financial data included under *Unaudited Pro Forma Condensed Combined Financial Information*

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beginning on page 136. The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the beginning of the period.

	Nine Months Ended March 31, 2013	Twelve Months Ended June 30, 2012
Contango Historical		
Net income (loss) per share from continuing operations:		
Basic	\$ (1.38)	\$ 3.84
Diluted	(1.38)	3.84
Book value per share of common stock	26.84	30.36
Cash dividends	2.00	

	Nine Months Ended March 31, 2013	Twelve Months Ended June 30, 2012
Crimson Historical		
Net income (loss) per share from continuing operations:		
Basic	(2.17)	(0.11)
Diluted	(2.17)	(0.11)
Book value per share of common stock	1.62	3.69
Cash Dividends		

	Nine Months Ended March 31, 2013	Twelve Months Ended June 30, 2012
Contango Unaudited Pro Forma Combined Amounts		
Net income (loss) per share from continuing operations:		
Basic	(4.65)	4.77
Diluted	(4.65)	4.73
Book value per share of common stock	29.20	32.01
Cash dividends		

	Nine Months Ended March 31, 2013	Twelve Months Ended June 30, 2012
Crimson Unaudited Pro Forma Combined Amounts (1)		
Net income (loss) per share from continuing operations:		
Basic	(0.39)	0.40
Diluted	(0.39)	0.39
Book value per share of common stock	2.42	2.65
Cash dividends		

- (1) The Crimson unaudited pro forma equivalent per share financial information is computed by multiplying the Contango unaudited pro forma combined amounts by the exchange ratio (0.08288 shares of Contango common stock for each share of Crimson common stock) so that the per share amounts are equated to the respective values for one share of Crimson common stock.

Table of Contents**Comparative Market Prices**

The following table shows the closing sale prices of Contango common stock as reported on the NYSE MKT and Crimson common stock as reported on the NASDAQ as of April 29, 2013, the last trading day before public announcement of the merger, and as of August 21, 2013, the last trading day before the date of this joint proxy statement/prospectus.

	Contango Common Stock	Crimson Common Stock	Implied Value for Each Share of Crimson Common Stock
April 29, 2013	\$ 38.50	\$ 2.96	\$ 3.19
August 21, 2013	\$ 37.07	\$ 3.06	\$ 3.07

The market price of Contango and Crimson common stock will fluctuate prior to the merger. Contango stockholders and Crimson stockholders are urged to obtain current market quotations for the shares prior to making any decision with respect to the merger.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus contain forward-looking statements within the meaning of the federal securities laws that are not limited to historical facts, but reflect Contango's and/or Crimson's current beliefs, expectations or intentions regarding future events. Words such as may, will, could, should, expect, plan, project, intend, anticipate, believe, estimate, predict, potential, pursue, target, continue, and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Contango's and Crimson's expectations with respect to the synergies, costs and other anticipated financial impacts of the proposed transaction; future financial and operating results of the combined company; the combined company's plans, objectives, expectations and intentions with respect to future operations and services; approval of the proposed transaction by stockholders; the satisfaction of the closing conditions to the proposed transaction; and the timing of the completion of the proposed transaction.

Although Contango and Crimson believe the expectations reflected in such forward-looking statements are reasonable, such expectations may not occur. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the combined company to be materially different from actual future results expressed or implied by the forward-looking statements. These risks and uncertainties also include those set forth under Risk Factors, beginning on page 32, as well as, among others, risks and uncertainties relating to:

Low and/or declining prices for natural gas and oil;

Natural gas and oil price volatility;

Operational constraints, start-up delays and production shut-ins at both operated and non-operated production platforms, pipelines and gas processing facilities;

The risks associated with acting as the operator in drilling deep high pressure and temperature wells in the Gulf of Mexico, including well blowouts and explosions;

The risks associated with exploration, including cost overruns and the drilling of non-economic wells or dry holes, especially in prospects in which the combined company has made a large capital commitment relative to the size of the combined company's capitalization structure;

The timing and successful drilling and completion of natural gas and oil wells;

Availability of capital and the ability to repay indebtedness when due;

Availability of rigs and other operating equipment;

Ability to receive Bureau of Safety and Environmental Enforcement permits on a time schedule that permits the combined company to operate efficiently;

Amounts, timing and types of capital expenditures and operating expenses;

Ability to raise capital to fund capital expenditures;

Timely and full receipt of sale proceeds from the sale of our production;

The ability to find, acquire, market, develop and produce new natural gas and oil properties;

Interest rate volatility;

Results of borrowing base redeterminations under the revolving credit facility after the merger;

Compliance with covenants under the revolving credit facility after the merger;

Zero or near-zero interest rates;

Uncertainties in the estimation of proved reserves and the net present values of these reserves, and in the projection of future rates of production and timing of development expenditures;

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Operating hazards attendant to the natural gas and oil business;

Downhole drilling and completion risks that are generally not recoverable from third parties or insurance;

Expansion and development trends of the oil and gas industry;

Potential mechanical failure or under-performance of significant wells, production facilities, processing plants or pipeline mishaps;

Weather;

Availability and cost of material and equipment;

Delays in anticipated start-up dates;

Actions or inactions of third-party operators of the combined company's properties;

Actions or inactions of third-party operators of pipelines or processing facilities;

The ability to find and retain skilled personnel;

Strength and financial resources of competitors;

Federal and state regulatory developments and approvals;

Environmental risks;

Worldwide economic conditions;

The ability to construct and operate offshore infrastructure, including pipeline and production facilities;

The continued compliance by the combined company with various pipeline and gas processing plant specifications for the gas and condensate produced by the combined company;

Drilling and operating costs, production rates and ultimate reserve recoveries;

Restrictions on permitting activities;

Expanded rigorous monitoring and testing requirements;

Legislation that may regulate drilling activities and increase or remove liability caps for claims of damages from oil spills;

Ability to obtain insurance coverage on commercially reasonable terms;

Accidental spills, blowouts and pipeline ruptures;

Impact of new and potential legislative and regulatory changes on operating and safety standards for the domestic oil and gas exploration and production industry;

The proposed merger, including the ability to complete the merger in the anticipated timeframe or at all, the diversion of management in connection with the merger and the combined company's ability to realize fully or at all the anticipated benefits of the merger; and

Other financial, operational and legal risks and uncertainties detailed from time to time in either Contango's or Crimson's SEC filings. Contango and Crimson caution that the foregoing list of factors is not exclusive. Additional information concerning these and other risk factors is contained in Contango's and Crimson's most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K and other SEC filings. The forward-looking statements speak only as of the date made and, other than as required by law, neither Contango nor Crimson undertake any obligation to update publicly or revise any of these forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements concerning Contango, Crimson, the proposed transaction or other matters and attributable to Contango or Crimson or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.

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RISK FACTORS

*In addition to the other information included and incorporated by reference into this joint proxy statement/prospectus, including the matters addressed in the section entitled **Special Note Regarding Forward-Looking Statements**, you should carefully consider the following risks before deciding whether to vote for the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, in the case of Contango stockholders, or for the proposal to adopt the merger agreement, the merger and the other transaction contemplated by the merger agreement in the case of Crimson stockholders. In addition, you should read and consider the risks associated with each of the businesses of Contango and Crimson because these risks will also affect the combined company following the merger. These risks can be found in the Annual Reports on Form 10-K for the fiscal year ended June 30, 2012, in the case of Contango stockholders, and for the fiscal year ended December 31, 2012, in the case of Crimson stockholders, as such risks may be updated or supplemented in each company's subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, to the extent incorporated by reference into this joint proxy statement/prospectus. You should also read and consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See the section entitled **Where You Can Find More Information** beginning on page 160.*

Risk Factors Relating to Contango and Crimson

Contango's and Crimson's businesses are and will be subject to the risks described in Contango's and Crimson's Annual Reports on Form 10-K for the fiscal years ended June 30, 2012 and December 31, 2012, respectively, as such risks may be updated or supplemented in each company's subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, to the extent incorporated by reference into this joint proxy statement/prospectus. See **Where You Can Find More Information** beginning on page 160.

Risk Factors Relating to the Merger

The exchange ratio is fixed and will not be adjusted in the event of any change in either Contango's or Crimson's stock price.

Upon closing of the merger, each share of Crimson common stock will be converted into the right to receive 0.08288 shares of Contango common stock. This exchange ratio will not be adjusted for changes in the market price of either Contango common stock or Crimson common stock between the date of signing the merger agreement and completion of the merger. Changes in the price of Contango common stock prior to the merger will affect the value of Contango common stock that Crimson common stockholders will receive on the date of the merger. The exchange ratio will be adjusted proportionally to reflect the effect of any reclassification, recapitalization, stock split, split-up, combination or exchange of shares or stock dividend or dividend payable in any other securities, with respect to Contango common stock or Crimson common stock between the date of signing the merger agreement and completion of the merger.

The prices of Contango common stock and Crimson common stock at the closing of the merger may vary from their prices on the date the merger agreement was executed, on the date of this joint proxy statement/prospectus and on the date of each stockholders meeting. As a result, the value represented by the exchange ratio will also vary, and you will not know or be able to calculate the market value of the merger consideration you will receive upon completion of the merger. For example, based on the range of closing prices of Contango common stock during the period from April 29, 2013, the last trading day before public announcement of the merger, through August 21, 2013, the latest practicable trading date before the date of this joint proxy statement/prospectus, the exchange ratio represented a value ranging from a high of \$3.30 to a low of \$2.78 for each share of Crimson common stock.

In addition, the merger might not be completed until a significant period of time has passed after the respective special stockholder meetings. Because the exchange ratio will not be adjusted to reflect any changes in

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the market value of Contango common stock or Crimson common stock, the market value of the Contango common stock issued in connection with the merger and the Crimson common stock surrendered in connection with the merger may be higher or lower than the values of those shares on earlier dates. Stock price changes may result from, among other things, changes in the business, operations or prospects of Contango or Crimson prior to or following the merger, litigation or regulatory considerations, general business, market, industry or economic conditions and other factors both within and beyond the control of Contango and Crimson. Neither Contango nor Crimson is permitted to terminate the merger agreement solely because of changes in the market price of either company's common stock.

Current Contango and Crimson stockholders will have a reduced ownership and voting interest in the combined company after the merger.

Based on the estimated number of shares of Crimson common stock and Crimson equity awards that will be outstanding immediately prior to the closing of the merger, we estimate that Contango will issue or reserve for issuance approximately 4,001,245 shares of Contango common stock to Crimson stockholders in the merger (including shares of Contango common stock to be issued in connection with outstanding Crimson equity awards). As a result of these issuances, current Contango and Crimson stockholders are expected to hold approximately 79.7% and 20.3%, respectively, of the combined company's outstanding common stock immediately following completion of the merger.

Contango and Crimson stockholders currently have the right to vote for their respective directors and on other matters affecting the applicable company. When the merger occurs, each Crimson stockholder that receives shares of Contango common stock will become a stockholder of Contango with a percentage ownership of the combined company that will be smaller than the stockholder's percentage ownership of Crimson. Correspondingly, each Contango stockholder will remain a stockholder of Contango with a percentage ownership of the combined company that will be smaller than the stockholder's percentage of Contango prior to the merger. As a result of these reduced ownership percentages, Contango stockholders will have less voting power in the combined company than they now have with respect to Contango, and Crimson stockholders will have less voting power in the combined company than they now have with respect to Crimson.

Uncertainties associated with the merger may cause a loss of management personnel and other key employees, which could adversely affect the future business and operations of the combined company.

Contango and Crimson are dependent on the experience and industry knowledge of their officers and other key employees to execute their business plans. Each company's success until the merger and the combined company's success after the merger will depend in part upon the ability of Contango and Crimson to retain key management personnel and other key employees. Current and prospective employees of Contango and Crimson may experience uncertainty about their roles within the combined company following the merger, which may have an adverse effect on the ability of each of Contango and Crimson to attract or retain key management and other key personnel. Accordingly, no assurance can be given that the combined company will be able to attract or retain key management personnel and other key employees of Contango and Crimson to the same extent that Contango and Crimson have previously been able to attract or retain their own employees.

The transactions are subject to conditions, including certain conditions that may not be satisfied, or completed on a timely basis, if at all.

The merger is subject to a number of other conditions beyond Contango's and Crimson's control that may prevent, delay or otherwise materially adversely affect its completion. We cannot predict whether and when these other conditions will be satisfied. Any delay in completing the merger could cause the combined company not to realize some or all of the synergies that we expect to achieve if the merger is successfully completed within its expected time frame. See "The Merger Agreement—Conditions to Completion of the Merger" beginning on page 123.

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Failure to complete the merger could negatively impact the future business and financial results of Contango and Crimson.

Neither Contango nor Crimson can make any assurances that it will be able to satisfy all of the conditions to the merger or succeed in any litigation brought in connection with the merger. If the merger is not completed, the financial results of Contango and/or Crimson may be adversely affected and Contango and/or Crimson will be subject to several risks, including but not limited to:

being required to pay a termination fee of \$28 million, in the case of Contango, or \$7 million, in the case of Crimson, or an expense reimbursement of \$4.5 million, under certain circumstances provided in the merger agreement;

payment of costs relating to the merger, such as legal, accounting, financial advisor and printing fees, whether or not the merger is completed;

having had the focus of each company's management on the merger instead of on pursuing other opportunities that could have been beneficial to each company; and

being subject to litigation related to any failure to complete the merger. See "The Merger – Litigation Relating to the Merger" on page 110. If the merger is not completed, Crimson and Contango cannot assure their stockholders that these risks will not materialize and will not materially and adversely affect the business, financial results and stock prices of Crimson or Contango.

Several lawsuits have been filed against Contango, Crimson and other interested parties challenging the merger, and an adverse ruling may prevent the merger from being completed.

Several class action lawsuits have been brought by Crimson stockholders in Delaware Chancery Court challenging the proposed merger and seeking, among other things, injunctive relief to enjoin the defendants from completing the merger on the agreed-upon terms, compensatory damages, and costs and disbursements relating to the lawsuits. Various combinations of Crimson, Contango, Merger Sub, members of Crimson's board of directors, members of Crimson management and Oaktree Capital Management L.P. have been named as defendants in these lawsuits.

These lawsuits have been consolidated into a single action for all purposes referred to as In Re: Crimson Exploration Inc. Stockholder Litigation; C.A. 8541-VCP (the "Consolidated Action").

Additionally, on July 13, 2013, a separate and similar complaint was filed in the District Court of Harris County Texas, in the matter of Fisichella Family Trust v. Crimson Exploration Inc. et al. (the "Texas Action"). It is possible that additional, similar lawsuits may be filed.

The known plaintiffs in the Consolidated Action and the Texas Action appear, based on the most current information of Crimson, to collectively own a very small percentage of the total outstanding shares of Crimson common stock. The lawsuits allege, among other things, that Crimson's board of directors failed to take steps to obtain a fair price, failed to properly value Crimson, failed to protect against alleged conflicts of interest, failed to conduct a reasonably informed evaluation of whether the transaction was in the best interests of stockholders, failed to fully disclose all material information to stockholders, acted in bad faith and for improper motives, engaged in self-dealing, discouraged other strategic alternatives, took steps to avoid competitive bidding, and agreed to allegedly unreasonable deal protection mechanisms, including the no-shop and fiduciary-out provisions and termination fee. The lawsuits seek damages and injunctive relief.

One of the conditions to the closing of the merger is that no order or injunction shall be in effect that prohibits consummation of the merger. Consequently, if a settlement or other resolution is not reached in the lawsuits referenced above and the plaintiffs secure injunctive or other relief prohibiting, delaying or otherwise adversely affecting the defendants' ability to complete the merger, then such injunctive or other relief may prevent the merger from becoming effective within the expected timeframe or at all. See "The Merger – Litigation Relating to the Merger" beginning on page 110.

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The merger agreement contains provisions that limit each party's ability to pursue alternatives to the merger, could discourage a potential competing acquiror of either Contango or Crimson from making a favorable alternative transaction proposal and, in specified circumstances, could require either party to pay a termination fee to the other party.

The merger agreement contains no shop provisions that, subject to limited exceptions, restrict each of Contango's and Crimson's ability to solicit, initiate, or knowingly encourage or knowingly facilitate, directly or indirectly, any inquiry or proposal in respect of a competing third-party proposal for the acquisition of either Contango's or Crimson's stock or assets. In addition, the parties are generally required to negotiate in good faith to modify the terms of the merger in response to any competing acquisition proposals before the board of directors of the company that has received a third-party proposal may withdraw or qualify its recommendation with respect to the merger. In some circumstances, upon termination of the merger agreement, a termination fee or an expense reimbursement of \$4.5 million will be required to be paid from one party to the other. If Contango is required to pay a termination fee, such fee would be \$28 million; if Crimson is required to pay a termination fee, such fee would be \$7 million. See *The Merger Agreement – No Solicitation of Alternative Proposals* beginning on page 117, *The Merger Agreement – Termination of the Merger Agreement* beginning on page 124 and *The Merger Agreement – Termination Fees and Expenses* beginning on page 125.

These provisions could discourage a potential third-party acquiror that might have an interest in acquiring all or a significant portion of Contango or Crimson from considering or proposing that acquisition, even if it were prepared to pay consideration with a higher per share cash or market value than the market value proposed to be received or realized in the merger or might result in a potential third-party acquiror proposing to pay a lower price to the stockholders than it might otherwise have proposed to pay because of the added expense of the termination fee that may become payable in certain circumstances.

If the merger agreement is terminated and either Contango or Crimson determines to seek another business combination, it may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the merger.

Contango's and Crimson's executive officers and directors have interests in the merger that may be different from, or in addition to, the interests of Contango and Crimson stockholders generally.

Contango's and Crimson's executive officers and directors have interests in the merger that may be different from, or in addition to, the interests of Contango and Crimson stockholders generally. These interests include, among others, continued service as a director or an executive officer of the combined company, specific employment arrangements for the incoming president and chief executive officer and the incoming chief financial officer, as well as other incoming executive officers, of the combined company and arrangements that provide for severance benefits if the employment of certain executive officers is terminated under certain circumstances following the completion of the merger.

In addition, certain of Crimson's compensation and benefit plans and arrangements provide for payment or accelerated vesting or distribution of certain rights or benefits upon completion of the merger. Executive officers and directors of Crimson will also have rights to indemnification and the benefit of a six-year tail insurance policy covering directors' and officers' liability. It is also anticipated that Joseph J. Romano will be entitled to receive a \$4.0 million bonus payment as a result of the closing of the merger in accordance with the compensation plan authorized by Contango's board of directors.

Upon completion of the merger, Joseph J. Romano will serve as Chairman of the board of directors of the combined company, Allan D. Keel will serve as the President and Chief Executive Officer of the combined company, and E. Joseph Grady will serve as the Senior Vice President and Chief Financial Officer of the combined company, Thomas H. Atkins will serve as Senior Vice President of Exploration of the combined company, Jay S. Mengle will serve as Senior Vice President of Engineering of the combined company, and A. Carl Isaac will serve as Senior Vice President of Operations of the combined company. Immediately following the effective time of the

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merger, the board of directors of the combined company will consist of eight members, including Joseph J. Romano, Brad Juneau, B.A. Berilgen, Charles M. Reimer, Steven L. Schoonover, who are current directors of Contango, and Allan D. Keel, B. James Ford and Lon McCain, who are current directors of Crimson.

Certain executive officers of Contango, along with Brad Juneau and the Estate of Kenneth R. Peak, former Chairman of the Board, have entered into support agreements with Crimson in connection with the execution of the merger agreement. Additionally, certain of Crimson's executive officers, including each of Allan D. Keel, E. Joseph Grady, A. Carl Isaac, Jay S. Mengle, Thomas H. Atkins and John A. Thomas, have entered into support agreements with Contango in connection with the execution of the merger agreement. For more information, see below under "The Merger Agreement" "Stockholder Support Agreements."

The Contango and Crimson boards of directors were aware of these interests at the time each approved the merger and the transactions contemplated by the merger agreement. These interests may cause Contango's and Crimson's directors and executive officers to view the merger proposal differently and more favorably than you may view it. See "The Merger" "Interests of Contango Directors and Executive Officers in the Merger" and "The Merger" "Interests of Crimson Directors and Executive Officers in the Merger" beginning on pages 97 and 99, respectively, for more information.

If the merger does not qualify as a reorganization under Section 368(a) of the Code, the stockholders of Crimson may be required to pay substantial U.S. federal income taxes.

As a condition to the completion of the merger, each of Morgan, Lewis & Bockius LLP, counsel to Contango, and Vinson & Elkins LLP, counsel to Crimson, will have delivered the tax opinion described in the section titled "The Merger Agreement" "Conditions to Completion of the Merger," dated as of the closing date of the merger, including an opinion that the merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. These opinions will be based on certain assumptions and representations as to factual matters from Contango and Crimson, as well as certain covenants and undertakings by Contango and Crimson. If any of the assumptions, representations, covenants or undertakings is incorrect, incomplete, inaccurate or violated in any material respect, the validity of the conclusions reached by counsel in their opinions would be jeopardized. In addition, an opinion of counsel represents counsel's best legal judgment but is not binding on the IRS or any court, so there can be no certainty that the IRS will not challenge the conclusions reflected in the opinions or that a court will not sustain such a challenge. If the IRS or a court determines that the merger should not be treated as a reorganization, a holder of Crimson common stock would recognize taxable gain or loss upon the exchange of Crimson common stock for Contango common stock pursuant to the merger. See "Material U.S. Federal Income Tax Consequences" beginning on page 132.

Completion of the transactions may trigger change in control or other provisions in certain agreements to which Crimson is a party.

The completion of the transactions may trigger change in control or other provisions in certain agreements to which Crimson is a party. If Contango and Crimson are unable to negotiate waivers of those provisions, the counterparties may exercise their rights and remedies under the agreements, potentially terminating the agreements or seeking monetary damages. Even if Contango and Crimson are able to negotiate waivers, the counterparties may require a fee for such waivers or seek to renegotiate the agreements on terms less favorable to Crimson or the combined company.

Risk Factors Relating to the Combined Company Following the Merger

The combined company's debt may limit its financial flexibility.

Contango currently has no amounts outstanding under its credit facility and traditionally has carried minimal balances of long-term debt. Following the merger, it is expected that the combined company will have significantly more long-term debt. In addition, the combined company may incur additional debt from time to time in connection

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with the financing of operations, acquisitions, recapitalizations and refinancings. The level of the combined company's debt could have several important effects on future operations, including, among others:

a significant portion of the combined company's income from operations may be applied to the payment of principal and interest on the debt and will not be available for other purposes;

covenants contained in the combined company's existing and future debt arrangements may require the combined company to meet financial tests that may affect its flexibility in planning for and reacting to changes in its business, including possible acquisition opportunities;

the combined company's ability to obtain additional financing for capital expenditures, acquisitions, general corporate and other purposes may be limited or burdened by increased costs or more restrictive covenants;

the combined company may not be able to refinance or extend the term of the existing debt on favorable terms or at all which would have a material effect on its ability to continue operations;

the combined company may be at a competitive disadvantage to similar companies that have less debt;

the combined company's vulnerability to adverse economic and industry conditions may increase; and

the combined company may face limitations on its flexibility to plan for and react to changes in its business and the industries in which it operates.

The failure to integrate successfully the businesses of Contango and Crimson in the expected timeframe would adversely affect the combined company's future results following the merger.

The merger involves the integration of two companies that currently operate independently. The success of the merger will depend, in large part, on the ability of the combined company to realize the anticipated benefits, including synergies, cost savings, innovation and operational efficiencies, from combining the businesses of Contango and Crimson. To realize these anticipated benefits, the businesses of Contango and Crimson must be successfully integrated. This integration will be complex and time-consuming. The failure to integrate successfully and to manage successfully the challenges presented by the integration process may result in the combined company not achieving the anticipated benefits of the merger.

Potential difficulties that may be encountered in the integration process include the following:

the inability to successfully integrate the businesses of Contango and Crimson in a manner that permits the combined company to achieve the full benefit of synergies, cost savings and operational efficiencies that are anticipated to result from the merger;

complexities associated with managing the larger, more complex combined business;

complexities associated with integrating the workforces of the two companies;

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potential unknown liabilities and unforeseen expenses, delays or regulatory conditions associated with the merger, including one-time cash costs to integrate the two companies that may exceed the anticipated range of such one-time cash costs that Contango and Crimson estimated as of the date of execution of the merger agreement;

difficulty or inability to refinance the debt of the combined company or comply with the covenants thereof;

performance shortfalls at one or both of the companies as a result of the diversion of management's attention caused by completing the merger and integrating the companies' operations; and

the disruption of, or the loss of momentum in, each company's ongoing business or inconsistencies in standards, controls, procedures and policies.

Any of these difficulties in successfully integrating the businesses of Contango and Crimson, or any delays in the integration process, could adversely affect the combined company's ability to achieve the anticipated benefits of the merger and could adversely affect the combined company's business, financial results, financial condition and stock price. Even if the combined company is able to integrate the business operations of Contango and Crimson successfully, there can be no assurance that this integration will result in the realization of the full

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benefits of synergies, cost savings, innovation and operational efficiencies that Contango and Crimson currently expect from this integration or that these benefits will be achieved within the anticipated time frame.

The future results of the combined company will suffer if the combined company does not effectively manage its expanded operations following the merger.

Following the merger, the size of the business of the combined company will increase significantly beyond the current size of either Contango's or Crimson's business. The combined company's future success depends, in part, upon its ability to manage this expanded business, which will pose substantial challenges for management, including challenges related to the management and monitoring of new operations and associated increased costs and complexity. There can be no assurances that the combined company will be successful or that it will realize the expected operating efficiencies, cost savings, revenue enhancements and other benefits currently anticipated from the merger.

The combined company is expected to incur substantial expenses related to the merger and the integration of Contango and Crimson.

The combined company is expected to incur substantial expenses in connection with the merger and the integration of Contango and Crimson. There are a large number of processes, policies, procedures, operations, technologies and systems that must be integrated, including purchasing, accounting and finance, sales, billing, payroll, pricing, revenue management, maintenance, marketing and benefits. While Contango and Crimson have assumed that a certain level of expenses will be incurred, there are many factors beyond their control that could affect the total amount or the timing of the integration expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately. These expenses could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings. These integration expenses likely will result in the combined company taking significant charges against earnings following the completion of the merger, and the amount and timing of such charges are uncertain at present.

The pro forma financial information included in this document is presented for illustrative purposes only and may not be an indication of the combined company's financial condition or results of operations following the merger.

The pro forma financial information contained in this document are presented for illustrative purposes only, are based on various adjustments, assumptions and preliminary estimates and may not be an indication of the combined company's financial condition or results of operations following the merger for several reasons. See Unaudited Pro Forma Condensed Combined Financial Information beginning on page 136. The actual financial condition and results of operations of the combined company following the merger may not be consistent with, or evident from, this pro forma financial information. In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect the combined company's financial condition or results of operations following the merger. Any potential decline in the combined company's financial condition or results of operations may cause significant variations in the stock price of the combined company.

Uncertainty about the merger and diversion of management could harm the combined company following the merger.

The combined company's success will be dependent upon the experience and industry knowledge of its officers and other key employees. The merger could result in current and prospective employees experiencing uncertainty about their future with the combined company following the merger. These uncertainties may impair the ability of the combined company to retain, recruit or motivate key personnel. In addition, completion of the merger and integrating the companies' operations will require a significant amount of time and attention from management of the two companies. The diversion of management's attention away from ongoing operations could adversely affect business relationships of the combined company following the merger.

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THE COMPANIES

Contango Oil & Gas Company

Contango is a Houston, TX-based, independent natural gas and oil company. Contango's core business is to explore, develop, produce and acquire natural gas and oil properties offshore in the Gulf of Mexico in water-depths of less than 300 feet. Contango has twelve operating wells and three production platforms in the Gulf of Mexico. Contango has additional onshore investments in (i) Alta Resources Investments, LLC, whose primary area of focus is the liquids-rich Kaybob Duvernay in Alberta, Canada; (ii) Exaro Energy III LLC (Exaro), which is primarily focused on the development of proved natural gas reserves in the Jonah Field in Wyoming; and (iii) the Tuscaloosa Marine Shale, where Contango leases approximately 24,000 net acres. As of March 31, 2013, Contango had estimated proved natural gas reserves of 215.5 Bcfe including 19.6 Bcfe of proved developed reserves attributable to its investment in Exaro. Contango has an active exploration program, and plans to drill two new exploratory wells in the central Gulf of Mexico in 2013. As of March 31, 2013, Contango had no debt and approximately \$100 million of working capital. For the quarter ended March 31, 2013, Contango's average production was approximately 64.6 Mmcfd.

Contango's common stock is traded on the NYSE MKT under the symbol MCF.

The principal executive offices of Contango are located at 3700 Buffalo Speedway, Houston, Texas 77098, and Contango's telephone number is (713) 960-1901. Additional information about Contango and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* on page 160.

Crimson Exploration Inc.

Crimson is a Houston, TX-based independent energy company engaged in the exploitation, exploration, development and acquisition of crude oil and natural gas, primarily in the onshore Gulf Coast regions of the United States. Crimson currently owns approximately 95,000 net acres onshore in Texas, Louisiana, Colorado and Mississippi. Crimson refers to its four corporate areas as (i) Southeast Texas, focusing on the Woodbine, Eagle Ford and Georgetown formations, (ii) South Texas, focusing on the Eagle Ford and Buda formations, (iii) East Texas, focusing on the Haynesville, Mid-Bossier and James Lime formations, and (iv) Rockies and Other, focusing on the Niobrara and D&J Sand formations. Crimson's strategy is to continue to increase crude oil and liquids-rich reserves and production from an extensive inventory of drilling prospects, de-risk unproved prospects in core operating areas, and opportunistically grow reserves through acquisitions complementary to its existing asset base.

As of June 30, 2013, Crimson had estimated proved reserves of 117.1 Bcfe of natural gas equivalents, based on SEC reporting guidelines on June 30, 2013. For the quarter ended March 31, 2013, Crimson's average production was approximately 44.2 Mmcfd.

Crimson's common stock is traded on the NASDAQ under the symbol CXPO.

The principal executive offices of Crimson are located at 717 Texas Ave., Suite 2900, Houston, Texas 77002, and Crimson's telephone number is (713) 236-7400. Additional information about Crimson and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* on page 160.

Contango Acquisition, Inc.

Contango Acquisition, Inc., a wholly owned subsidiary of Contango Oil & Gas Company, is a Delaware corporation that was formed on March 14, 2013 for the sole purpose of effecting the merger. In the merger, Contango Acquisition, Inc. will be merged with and into Crimson, with Crimson surviving as a wholly owned subsidiary of Contango.

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THE CONTANGO SPECIAL MEETING

This joint proxy statement/prospectus is being provided to the Contango stockholders as part of a solicitation of proxies by the Contango board of directors for use at the Contango special meeting to be held at the time and place specified below and at any properly convened meeting following an adjournment or postponement thereof. This joint proxy statement/prospectus provides Contango stockholders with information they need to know to be able to vote or instruct their vote to be cast at the Contango special meeting.

Date, Time and Place

The special meeting of Contango stockholders will be held at 3700 Buffalo Speedway, Second Floor, Houston, Texas 77098, on October 1, 2013, at 9:30 a.m., local time.

Purpose of the Contango Special Meeting

At the Contango special meeting, Contango stockholders will be asked to consider and vote on the following:

a proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger;

an advisory (non-binding) proposal to approve the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise related to the proposed transactions; and

a proposal to approve the adjournment of the Contango special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above. Completion of the merger is conditioned on approval of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger.

Recommendation of the Contango Board of Directors

At a special meeting held on April 29, 2013, the Contango board of directors determined that the merger and the other transactions contemplated by the merger agreement, including the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, are in the best interests of Contango and its stockholders. **Accordingly, the Contango board of directors unanimously recommends that Contango stockholders vote FOR the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, FOR the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise relates to the proposed transactions and FOR the proposal to approve the adjournment of the Contango special meeting, if necessary or appropriate, to permit further solicitation of proxies.**

Contango stockholders should carefully read this joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes in their entirety for more detailed information concerning the merger and the transactions contemplated by the merger agreement.

Contango Record Date; Stockholders Entitled to Vote

The record date for the Contango special meeting is August 20, 2013. Only record holders of shares of Contango common stock at the close of business on such date are entitled to notice of, and to vote at, the Contango special meeting or any adjournment or postponement thereof. At the close of business on the record date, the only outstanding voting securities of Contango were common stock, and 15,194,952 shares of Contango common stock were issued and outstanding. A list of the Contango stockholders of record who are entitled to vote at the Contango special meeting will be available for inspection by any Contango stockholder for any

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purpose germane to the special meeting during ordinary business hours for the ten days preceding the Contango special meeting at Contango's executive offices at 3700 Buffalo Speedway, Houston, Texas 77098 and will also be available at the Contango special meeting for examination by any stockholder present at such meeting.

Each share of Contango common stock outstanding on the record date of the Contango special meeting is entitled to one vote on each proposal and any other matter coming before the Contango special meeting.

Voting by Contango's Directors and Executive Officers

At the close of business on the record date of the Contango special meeting, Contango directors and executive officers were entitled to vote 1,705,861 shares of Contango common stock or approximately 11.2% of the shares of Contango common stock outstanding on that date. The Contango directors, executive officers, and the Estate of Kenneth R. Peak are currently expected to vote their shares in favor of all Contango proposals.

The Estate of Kenneth R. Peak, Brad Juneau and certain of the executive officers of Contango have each entered into an agreement with Crimson under which, subject to the terms and conditions of the agreement, each has agreed to vote all of the Contango shares it holds in favor of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger. As of the date of this joint proxy statement/prospectus, such parties hold in the aggregate approximately 10.6% of the outstanding shares of Contango common stock.

Quorum

No business may be transacted at the Contango special meeting unless a quorum is present. Stockholders who hold shares representing at least a majority of the voting power of all outstanding shares of capital stock entitled to vote at the Contango special meeting must be present in person or represented by proxy to constitute a quorum. If a quorum is not present, or if fewer shares are voted in favor of the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger than is required, to allow additional time for obtaining additional proxies, the special meeting may be adjourned if the requisite stockholder approval to adjourn the meeting is obtained. No notice of an adjourned meeting need be given unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At any adjourned meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the adjourned meeting.

All shares of Contango common stock represented at the Contango special meeting, including shares that are represented but that vote to abstain, will be treated as present for purposes of determining the presence or absence of a quorum. Broker non-votes will have no effect on determining the presence or absence of a quorum at the Contango special meeting.

Required Vote

The required votes to approve the Contango proposals are as follows:

The issuance of shares of Contango common stock to Crimson stockholders in connection with the merger requires the affirmative vote of a majority of the shares of Contango common stock, present in person or represented by proxy at the Contango special meeting and entitled to vote on the proposal, assuming a quorum. Each share of Contango common stock outstanding on the record date of the Contango special meeting is entitled to one vote on this proposal. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

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The approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise related to the proposed transactions requires the affirmative vote of a majority of the shares of Contango common stock, present in person or represented by proxy at the Contango special meeting and entitled to vote on the proposal, assuming a quorum. Each share of Contango common stock outstanding on the record date of the Contango special meeting is entitled to one vote on this proposal. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

The adjournment of the Contango special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of the shares of Contango common stock, present in person or represented by proxy at the Contango special meeting and entitled to vote on the proposal, regardless of whether there is a quorum. Each share of Contango common stock outstanding on the record date of the Contango special meeting is entitled to one vote on this proposal. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

Voting of Proxies by Holders of Record

If you were a record holder of Contango stock at the close of business on the record date of the Contango special meeting, a proxy card is enclosed for your use. Contango requests that you vote your shares as promptly as possible by (i) accessing the internet site listed on the Contango proxy card, (ii) calling the toll-free number listed on the Contango proxy card or (iii) submitting your Contango proxy card by mail by using the provided self-addressed, stamped envelope. Information and applicable deadlines for voting through the internet or by telephone are set forth on the enclosed proxy card. When the accompanying proxy is returned properly executed, the shares of Contango common stock represented by it will be voted at the Contango special meeting or any adjournment or postponement thereof in accordance with the instructions contained in the proxy card. Your internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

If a proxy is returned without an indication as to how the shares of Contango common stock represented are to be voted with regard to a particular proposal, the Contango common stock represented by the proxy will be voted in accordance with the recommendation of the Contango board of directors and, therefore, FOR the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, FOR the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Contango's named executive officers that is based on or otherwise related to the proposed transactions and FOR the proposal to adjourn the Contango special meeting, if necessary or appropriate, to permit further solicitation of proxies.

At the date hereof, the Contango board of directors has no knowledge of any business that will be presented for consideration at the Contango special meeting and that would be required to be set forth in this joint proxy statement/prospectus or the related proxy card other than the matters set forth in Contango's Notice of Special Meeting of Stockholders. If any other matter is properly presented at the Contango special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

Your vote is important. Accordingly, if you were a record holder of Contango common stock on the record date of the Contango special meeting, please sign and return the enclosed proxy card or vote via the internet or telephone whether or not you plan to attend the Contango special meeting in person. Proxies submitted through the specified internet website or by phone must be received by 1:00 a.m., eastern time, on October 1, 2013.

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Shares Held in Street Name

If you hold shares of Contango common stock through a broker, bank or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. The record holder of such shares is your broker, bank or other nominee, and not you, and you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to Contango or by voting in person at the Contango special meeting unless you have a legal proxy, which you must obtain from your broker, bank or other nominee. Furthermore, brokers, banks or other nominees who hold shares of Contango common stock on behalf of their customers may not give a proxy to Contango to vote those shares without specific instructions from their customers.

If you are a Contango stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares, your broker, bank or other nominee may not vote your shares on any of the Contango proposals.

Voting in Person

If you plan to attend the Contango special meeting and wish to vote in person, you will be given a ballot at the special meeting. If you are a registered stockholder, please be prepared to provide proper identification, such as a driver's license, at the Contango special meeting. If your shares are held in street name, you must bring to the special meeting a proxy executed in your favor from the record holder (your broker, bank or other nominee) of the shares authorizing you to vote at the special meeting.

Revocation of Proxies

If you are the record holder of Contango common stock, you can change your vote or revoke your proxy at any time before your proxy is voted at the special meeting. You can do this by:

timely delivering a signed written notice of revocation;

timely delivering a new, valid proxy bearing a later date (including by telephone or through the internet); or

attending the Contango special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person. Simply attending the Contango special meeting without voting will not revoke any proxy that you have previously given or change your vote.

A registered stockholder may revoke a proxy by any of these methods, regardless of the method used to deliver the stockholder's previous proxy. Written notices of revocation and other communications with respect to the revocation of proxies should be addressed as follows:

Contango Oil & Gas Company

3700 Buffalo Speedway

Houston, Texas 77098

(713) 960-1901

If your shares are held in street name through a broker, bank or other nominee, you may change your vote by submitting new voting instructions to your broker, bank or nominee in accordance with its established procedures. If your shares are held in the name of a broker, bank or other nominee and you decide to change your vote by attending the special meeting and voting in person, your vote in person at the special meeting will not be effective unless you have obtained and present an executed proxy issued in your name from the record holder (your broker, bank or nominee).

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Tabulation of Votes

Contango has appointed Computershare, Inc. ("Computershare") to serve as the Inspector of Election for the Contango special meeting. Computershare will independently tabulate affirmative and negative votes and abstentions.

Solicitation of Proxies

Contango is soliciting proxies for the Contango special meeting from its stockholders. In accordance with the merger agreement, Contango will pay its own cost of soliciting proxies, including the cost of mailing this joint proxy statement/prospectus, from its stockholders. In addition to solicitation of proxies by mail, proxies may be solicited by Contango's officers, directors and regular employees, without additional remuneration, by personal interview, telephone or other means of communication.

Contango will make arrangements with brokerage houses, custodians, nominees and fiduciaries to forward proxy solicitation materials to beneficial owners of Contango common stock. Contango may reimburse these brokerage houses, custodians, nominees and fiduciaries for their reasonable expenses incurred in forwarding the proxy materials.

To help assure the presence in person or by proxy of the largest number of stockholders possible, Contango has engaged Georgeson Inc., a proxy solicitation firm ("Georgeson"), to solicit proxies on Contango's behalf. Contango has agreed to pay Georgeson a proxy solicitation fee not to exceed \$15,000. Contango will also reimburse Georgeson for its reasonable out-of-pocket costs and expenses.

Adjournments

Any adjournment of the Contango special meeting may be made from time to time by the affirmative vote of a majority of the shares of Contango common stock, present in person or by proxy at the Contango special meeting and entitled to vote thereon, regardless of whether there is a quorum, without further notice other than by an announcement made at the special meeting (unless the adjournment is for more than 30 days or if a new record date is fixed). If a quorum is not present at the special meeting, or if a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to approve the proposal to issue shares of Contango common stock in connection with the merger, then Contango stockholders may be asked to vote on a proposal to adjourn the Contango special meeting so as to permit the further solicitation of proxies.

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THE CRIMSON SPECIAL MEETING

This joint proxy statement/prospectus is being provided to the Crimson stockholders as part of a solicitation of proxies by the Crimson board of directors for use at the Crimson special meeting to be held at the time and place specified below and at any properly convened meeting following an adjournment or postponement thereof. This joint proxy statement/prospectus provides Crimson stockholders with information they need to know to be able to vote or instruct their vote to be cast at the Crimson special meeting.

Date, Time and Place

The special meeting of Crimson stockholders will be held at Crimson's offices at 717 Texas Avenue, Suite 2900, Houston, Texas 77002, on October 1, 2013, at 9:30 a.m., local time.

Purpose of the Crimson Special Meeting

At the Crimson special meeting, Crimson stockholders will be asked to consider and vote on the following:

a proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, which is further described in the sections titled "The Merger" and "The Merger Agreement," beginning on pages 50 and 111, respectively;

an advisory (non-binding) proposal to approve the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions; and

a proposal to approve the adjournment of the Crimson special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above. Completion of the merger is conditioned on the adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement.

Recommendation of the Crimson Board of Directors

At a special meeting held on April 29, 2013, the Crimson board of directors adopted the merger agreement and determined that the merger and the other transactions contemplated by the merger agreement are in the best interests of Crimson and its stockholders. **Accordingly, the Crimson board of directors unanimously recommends that Crimson stockholders vote FOR the proposal to adopt the merger agreement, the merger and the transactions contemplated by the merger agreement, FOR the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise relates to the proposed transactions and FOR the proposal to approve the adjournment of the Crimson special meeting, if necessary or appropriate, to permit further solicitation of proxies.**

Crimson stockholders should carefully read this joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes in their entirety for more detailed information concerning the merger and the transactions contemplated by the merger agreement.

Crimson Record Date; Stockholders Entitled to Vote

The record date for the Crimson special meeting is August 20, 2013. Only record holders of shares of Crimson common stock at the close of business on such date are entitled to notice of, and to vote at, the Crimson special meeting or any adjournment or postponement thereof. At the close of business on the record date, the only outstanding voting securities of Crimson were common stock, and 44,764,423 shares of Crimson common stock were issued and outstanding and entitled to vote at the Crimson special meeting. A list of the Crimson stockholders of record who are entitled to vote at the Crimson special meeting will be available for inspection by any Crimson stockholder for any purpose germane to the special meeting during ordinary business hours for the ten days preceding the Crimson special meeting at Crimson's executive offices at 717 Texas Avenue, Suite 2900,

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Houston, Texas 77002 and will also be available at the Crimson special meeting for examination by any stockholder present at such meeting.

Each share of Crimson common stock outstanding on the record date of the Crimson special meeting is entitled to one vote on each proposal and any other matter coming before the Crimson special meeting.

Voting by Crimson's Directors and Executive Officers

At the close of business on the record date of the Crimson special meeting, Crimson directors and executive officers were entitled to vote 1,319,048 shares of Crimson common stock or approximately 2.95% of the shares of Crimson common stock issued and outstanding and entitled to vote at the Crimson special meeting. The Crimson directors and executive officers are currently expected to vote their shares in favor of all Crimson proposals.

Oaktree and each executive officer of Crimson has entered into an agreement with Contango and Merger Sub whereby, subject to the terms and conditions of that agreement, such stockholder has agreed to vote all of the Crimson shares held by such stockholder in favor of the merger. As of the date of this joint proxy statement/prospectus, Oaktree holds and is entitled to vote, in the aggregate, approximately 34.71% of the issued and outstanding shares of Crimson common stock entitled to vote at the Crimson special meeting and the executive officers of Crimson hold and are entitled to vote, in the aggregate, approximately 2.54% of the issued and outstanding shares of Crimson common stock entitled to vote at the Crimson special meeting.

Quorum

No business may be transacted at the Crimson special meeting unless a quorum is present. Stockholders who hold shares representing at least a majority of the voting power of all outstanding shares of capital stock entitled to vote at the Crimson special meeting must be present in person or represented by proxy to constitute a quorum. If a quorum is not present, or if fewer shares are voted in favor of the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement than is required, to allow additional time for obtaining additional proxies, the special meeting may be adjourned if the requisite stockholder approval to adjourn the meeting is obtained. No notice of an adjourned meeting need be given unless the date, time and place of the resumption of the meeting are not announced at the adjourned meeting, the adjournment is for more than 30 days, or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which cases a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At any adjourned meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the adjourned meeting.

All shares of Crimson common stock represented at the Crimson special meeting, including shares that are represented but that vote to abstain, will be treated as present for purposes of determining the presence or absence of a quorum. Broker non-votes will have no effect on determining the presence or absence of a quorum at the Crimson special meeting.

Required Vote

The required votes to approve the Crimson proposals are as follows:

The adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of a majority of the issued and outstanding shares of Crimson common stock that are entitled to vote at the special meeting. Each share of Crimson common stock outstanding on the record date of the Crimson special meeting is entitled to one vote on this proposal. Failures to vote, broker non-votes and abstentions will have the same effect as a vote AGAINST the approval of such proposal.

The approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions requires the approval of a majority of the votes cast at the Crimson special meeting, assuming a quorum.

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Each share of Crimson common stock outstanding on the record date for of the Crimson special meeting is entitled to one vote on this proposal. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

The adjournment of the Crimson special meeting, if necessary or appropriate, to solicit additional proxies requires the approval of a majority of the votes cast at the Crimson special meeting, regardless of whether there is a quorum. Each share of Crimson common stock outstanding on the record date for of the Crimson special meeting is entitled to one vote on this proposal. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

Voting of Proxies by Holders of Record

If you were a record holder of Crimson stock at the close of business on the record date of the Crimson special meeting, a proxy card is enclosed for your use. Crimson requests that you vote your shares as promptly as possible by (i) accessing the internet site listed on the Crimson proxy card, (ii) calling the toll-free number listed on the Crimson proxy card or (iii) submitting your Crimson proxy card by mail by using the provided self-addressed, stamped envelope. Information and applicable deadlines for voting through the internet or by telephone are set forth on the enclosed proxy card. When the accompanying proxy is returned properly executed, the shares of Crimson common stock represented by it will be voted at the Crimson special meeting or any adjournment or postponement thereof in accordance with the instructions contained in the proxy card. Your internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

If a proxy is returned without an indication as to how the shares of Crimson common stock represented are to be voted with regard to a particular proposal, the Crimson common stock represented by the proxy will be voted in accordance with the recommendation of the Crimson board of directors and, therefore, FOR the proposal to approve and adopt the merger agreement, FOR the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Crimson's named executive officers that is based on or otherwise related to the proposed transactions and FOR the proposal to adjourn the Crimson special meeting, if necessary or appropriate, to permit further solicitation of proxies.

At the date hereof, the Crimson board of directors has no knowledge of any business that will be presented for consideration at the Crimson special meeting and that would be required to be set forth in this joint proxy statement/prospectus or the related proxy card other than the matters set forth in Crimson's Notice of Special Meeting of Stockholders. If any other matter is properly presented at the Crimson special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

Your vote is important. Accordingly, if you were a record holder of Crimson common stock on the record date of the Crimson special meeting, please sign and return the enclosed proxy card or vote via the internet or telephone whether or not you plan to attend the Crimson special meeting in person. Proxies submitted through the specified internet website or by phone must be received by 11:59 p.m., eastern time, on September 30, 2013.

Shares Held in Street Name

If you hold shares of Crimson common stock through a broker, bank or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. The record holder of such shares is your broker, bank or other nominee, and not you, and you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly

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to Crimson or by voting in person at the Crimson special meeting unless you have a legal proxy, which you must obtain from your broker, bank or other nominee. Furthermore, brokers, banks or other nominees who hold shares of Crimson common stock on behalf of their customers may not give a proxy to Crimson to vote those shares without specific instructions from their customers.

If you are a Crimson stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares, your broker, bank or other nominee may not vote your shares on any of the Crimson proposals.

Voting in Person

If you plan to attend the Crimson special meeting and wish to vote in person, you will be given a ballot at the special meeting. If you are a registered stockholder, please be prepared to provide proper identification, such as a driver's license, at the Crimson special meeting. If your shares are held in street name, you must bring to the special meeting a proxy executed in your favor from the record holder (your broker, bank or other nominee) of the shares authorizing you to vote at the special meeting.

Revocation of Proxies

If you are the record holder of Crimson common stock, you can change your vote or revoke your proxy at any time before your proxy is voted at the special meeting. You can do this by:

timely delivering a signed written notice of revocation;

timely delivering a new, valid proxy bearing a later date (including by telephone or through the internet); or

attending the Crimson special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person. Simply attending the Crimson special meeting without voting will not revoke any proxy that you have previously given or change your vote.

A registered stockholder may revoke a proxy by any of these methods, regardless of the method used to deliver the stockholder's previous proxy. Written notices of revocation and other communications with respect to the revocation of proxies should be addressed as follows:

Crimson Exploration Inc.

717 Texas Ave, Suite 2900

Houston, Texas 77002

(713) 236-7400

Attention: Corporate Secretary

If your shares are held in street name through a broker, bank or other nominee, you may change your vote by submitting new voting instructions to your broker, bank or nominee in accordance with its established procedures. If your shares are held in the name of a broker, bank or other nominee and you decide to change your vote by attending the special meeting and voting in person, your vote in person at the special meeting will not be effective unless you have obtained and present an executed proxy issued in your name from the record holder (your broker, bank or nominee).

Tabulation of Votes

Crimson has appointed Broadridge Financial Services (Broadridge) to serve as the Inspector of Election for the Crimson special meeting. Broadridge will independently tabulate affirmative and negative votes and abstentions.

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Solicitation of Proxies

Crimson is soliciting proxies for the Crimson special meeting from its stockholders. In accordance with the merger agreement, Crimson will pay its own cost of soliciting proxies, including the cost of mailing this joint proxy statement/prospectus, from its stockholders. In addition to solicitation of proxies by mail, proxies may be solicited by Crimson's officers, directors and regular employees, without additional remuneration, by personal interview, telephone or other means of communication.

Crimson will make arrangements with brokerage houses, custodians, nominees and fiduciaries to forward proxy solicitation materials to beneficial owners of Crimson common stock. Crimson may reimburse these brokerage houses, custodians, nominees and fiduciaries for their reasonable expenses incurred in forwarding the proxy materials.

To help assure the presence in person or by proxy of the largest number of stockholders possible, Crimson has engaged Morrow & Co., LLC, a proxy solicitation firm (Morrow), to solicit proxies on Crimson's behalf. Crimson has agreed to pay Morrow a proxy solicitation fee not to exceed \$9,000. Crimson will also reimburse Morrow for its reasonable out-of-pocket costs and expenses.

Adjournments

Any adjournment of the Crimson special meeting may be made from time to time if the approval of the holders of a majority of the votes cast at the Crimson special meeting is obtained, regardless of whether there is a quorum, without further notice other than by an announcement made at the special meeting (unless date, time and place of the resumed meeting is not announced at the adjourned meeting, the adjournment is for more than 30 days or if a new record date is fixed). If a quorum is not present at the special meeting, or if a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to approve the proposal to adopt the merger agreement, then Crimson stockholders may be asked to vote on a proposal to adjourn the Crimson special meeting so as to permit the further solicitation of proxies.

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THE MERGER

Effects of the Merger

At the effective time of the merger, Merger Sub, a wholly owned subsidiary of Contango that was formed for the sole purpose of effecting the merger, will merge with and into Crimson. Crimson will survive the merger and become a wholly owned subsidiary of Contango.

In the merger, each outstanding share of Crimson common stock will be converted into the right to receive 0.08288 shares of Contango common stock, with cash paid in lieu of fractional shares. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing of the merger. Contango stockholders will continue to hold their existing Contango shares.

Background of the Merger

Contango's board of directors from time to time reviews and assesses with Contango's senior management potential industry and strategic alternatives, including possible business combination transactions, in order to enhance stockholder value. During the past two years, Contango has been actively investing in onshore drilling opportunities to supplement its continued exploration activity in the Gulf of Mexico. In furtherance of this initiative to diversify its assets, during such time, Contango made equity investments in Exaro Energy III LLC (referred to in this joint proxy statement/prospectus as Exaro) and Alta Resources Investments, LLC (referred to in this joint proxy statement/prospectus as Alta), as well as a direct investment in the Tuscaloosa Marine Shale. Beginning in December 2012, Brad Juneau, the former acting chief executive officer and a member of Contango's board of directors, and Joseph J. Romano, Contango's current president and chief executive officer, met with a number of onshore and offshore oil and gas companies along with a number of investment and commercial bankers to discuss strategic options, including farm-ins, property acquisitions, potential partnering, and merger and divestiture opportunities. Contango's strong balance sheet with significant cash on hand and low debt levels provided a strong position for Contango's management team to seek such potential opportunities at such time. The results of these meetings were all shared with Mr. Kenneth R. Peak, the founder and former Chairman of the Board of Contango.

Much like Contango, Crimson's board of directors from time to time reviews and assesses with Crimson's senior management potential industry and strategic alternatives, including possible business combination transactions, in order to enhance stockholder value. Between 2007 and 2009, Crimson consummated a number of producing property and major leasehold acquisitions targeting primarily natural gas production and reserve growth. Such acquisitions were primarily debt financed. Difficult industry and world-wide economic conditions between 2008 and 2010 precluded Crimson from raising additional equity capital to reduce debt incurred in pursuing such acquisitions. An extended period of low natural gas prices has continued to put pressure on Crimson's financial profile. In 2011, Crimson began to pursue a strategy of deemphasizing natural gas and increasing its exposure to crude oil and liquids opportunities. Crimson was successful in generating an inventory of oil resource plays that, once de-risked and developed, would provide a long-term source of production and reserve growth. The Crimson board of directors and management determined that Crimson's highly leveraged profile, and lack of success in accessing sources of additional capital or deleveraging transactions on prudent terms because of that profile, would continue to limit Crimson's ability to maximize the ultimate potential value of its asset base for its stockholders. Crimson believes that to realize intrinsic value, drilling on its extensive undrilled resource potential would need to be accelerated to a level sufficient to show meaningful production and reserve growth.

With the support of the Crimson board of directors, in recent years Crimson has engaged in numerous exploratory discussions with several independent exploration and production companies, private equity firms, and entities that invest in the oil and gas industry regarding potential joint ventures or other strategic transactions. Crimson management also has frequent interaction with investment banks about potential transaction opportunities, from both the acquisition and the divestiture perspectives. These discussions did not lead to the consummation of a transaction for a variety of reasons, including gaps in relative valuation expectations, Crimson debt levels, financing difficulties, lack of synergies and the existence of other pending or anticipated transactions. In late fourth quarter of 2012, the Crimson board of directors and management decided to obtain an

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objective view of various strategic alternatives that might be available to Crimson to improve its chance of maximizing value for its stockholders, to evaluate the potential return for stockholders for each strategy and to identify opportunities that might exist with respect to each strategy. Therefore, the Crimson board of directors authorized management to engage a financial adviser to assist Crimson with a review of strategic alternatives. In early January 2013, the company started working with Barclays Capital Inc. (referred to in this joint proxy statement/prospectus as "Barclays") to review possible strategic alternatives.

In early January 2013, a manager-level employee of Crimson met Mr. Juneau at a youth sporting event and the two discussed, in addition to other topics, their respective businesses. During the course of their conversation Mr. Juneau stated that Contango was looking for domestic, onshore drilling opportunities, and the Crimson employee indicated that Crimson might be interested in a joint venture partner for its Woodbine play in Madison and Grimes Counties, Texas. Upon returning to the office the following workday, the Crimson employee mentioned the conversation to E. Joseph Grady, Crimson's Senior Vice President and Chief Financial Officer, who then discussed it with Allan D. Keel, Crimson's President and Chief Executive Officer. Mr. Grady then reviewed Contango's publicly available financial information and considered whether a combination of the companies would be a better fit for both companies as it provided each with more benefits than a joint venture. During this timeframe, Messrs. Romano, Juneau and Peak discussed a possible transaction with Crimson, and for the reasons discussed below, Mr. Peak stated that he was in favor of, and would support, such a transaction.

Once introduced to Crimson, and following review of Crimson's public filings, Contango recognized that Crimson possessed an attractive portfolio of quality drillable prospects along with a seasoned management team experienced in evaluating and drilling both onshore and offshore prospects. Contango's management team also recognized that a merger, as opposed to a possible joint venture, with Crimson could provide for a combined company that would both possess a diverse mix of onshore and offshore drilling prospects along with a capital structure that would allow the combined company to quickly enhance value for stockholders as the inventory of prospects could be drilled on a more accelerated basis. In short, the opportunity to diversify Contango's asset mix, to add a seasoned management team and to potentially enhance stockholder value through utilization of Contango's strong balance sheet, made the possibility of a merger with Crimson decidedly worth pursuing.

On January 9, 2013, Mr. Juneau called Mr. Keel to discuss, at a high level, each party's respective general business objectives and future growth plans to determine if an opportunity existed for the two companies to work together in some mutually advantageous fashion. During the conversation, Mr. Juneau indicated that a key objective for Contango was diversification of its asset base while Mr. Keel indicated that a key objective for Crimson was access to growth capital. Mr. Keel and Mr. Juneau agreed that further discussions between the parties' respective management teams, including introductory overviews of each company based on public information, would be an appropriate next step.

On January 16, 2013, Messrs. Keel, Grady and Thomas H. Atkins, Crimson's Senior Vice President - Exploration, met with Mr. Romano to provide him with an overview of Crimson and gauge Contango's potential interest in discussing a joint venture regarding Crimson's Woodbine play in Madison and Grimes Counties, Texas, or a strategic combination of the two companies to provide Crimson with access to much needed growth capital, and to provide Contango with the ability to diversify its profile through access to lower-risk, onshore oil resource plays. Following this meeting, Crimson concluded that a strategic combination rather than a joint venture better aligned with its goals of accessing growth capital and accelerating drilling on its undrilled resource potential. Also on this date, Mr. Atkins also met with Mr. Juneau to provide him with a high-level overview of Crimson's oil and gas properties.

On January 17, 2013, Mr. Romano advised Morgan, Lewis & Bockius LLP (referred to in this joint proxy statement/prospectus as "Morgan Lewis"), its primary outside counsel, of a potential strategic transaction with Crimson and engaged Morgan Lewis to serve as its legal counsel on the transaction.

With the parties each having interest in conducting more in-depth discussions regarding a possible transaction, representatives of Contango and Crimson negotiated the terms of a mutual confidentiality agreement

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to permit the exchange of information on a confidential basis and to ensure that discussions would remain confidential, and on January 21, 2013, the parties executed the confidentiality agreement. Contango engaged W. D. Von Gonten & Co. (Von Gonten) on January 21, 2013 as engineering consultant to assist in Contango's review of Crimson's properties.

On January 23, 2013, members of the Crimson management team met with Mr. Juneau and representatives from Von Gonten to provide them with a detailed technical overview of Crimson's oil and gas properties.

On January 29, 2013, Messrs. Keel and Grady met with representatives of Barclays to discuss Barclays' progress on its review of Crimson's potential strategic alternatives including the following: (i) refinancing Crimson's current high-cost second lien credit facility, including increasing the size of such debt instrument to provide additional debt capital; (ii) undertaking a private placement of a small amount of equity capital, followed by a refinancing of Crimson's second lien credit facility; (iii) undertaking a major recapitalization through the sale of a significant interest in Crimson to a private equity firm, using a portion of the proceeds to pay down debt and a portion as growth capital; (iv) pursuing a transformational acquisition that could be used as a catalyst to access additional capital through the capital markets; (v) raising capital through the sale of certain Crimson asset packages; or (vi) pursuing a merger or sale of the company. Barclays indicated that much work remained to be done in evaluating each of the potential strategic alternatives. Mr. Keel and Mr. Grady then updated Barclays on several potential transactions being considered by Crimson, including preliminary discussions about a potential strategic transaction with Contango.

On January 30, 2013, Messrs. Keel and Grady met with Mr. Romano to discuss the parties' respective level of interest in continuing discussions regarding potential transactions. Mr. Romano agreed to set up a technical presentation regarding Contango's oil and gas properties for Crimson's management team. Following the meeting, Mr. Romano began to prepare a net asset valuation analysis of Crimson using publicly available information.

On January 31, 2013, Mr. Grady shared with Contango Crimson's standard net asset valuation template for determining implied potential ranges of total company and per share value, independent of this or any other potential transaction. The companies agreed, however, to begin sharing with each other information necessary to independently undertake reciprocal net asset valuations and relative contribution analyses.

On January 31, 2013, Mr. Grady also had a follow-up meeting with representatives of Barclays regarding the status of their broad-based review of strategic alternatives available to Crimson.

On February 4, 2013, Mr. Romano called a representative of Petrie Partners Securities, LLC (referred to in this joint proxy statement/prospectus as Petrie) to discuss the potential transactions being considered by Contango and to arrange an overview meeting in Contango's offices in Houston.

On February 5, 2013 Mr. Grady and Mr. Romano discussed by telephone various issues associated with reviewing a possible transaction. Mr. Romano also discussed with Mr. Keel a preliminary equity ownership split between Crimson and Contango, with the existing stockholders of Crimson receiving 20% of the equity in the combined company and the existing stockholders of Contango owning the remaining 80% of the combined company. Mr. Keel and Mr. Romano agreed that the 80/20 split was a good starting point based on the preliminary net asset value (NAV) analyses performed by each company, which were based primarily on public information, as well as the then current market values of each company (which based on the relative market capitalizations of each company at the time supported a 81.3%/18.7% equity split). Both Mr. Keel and Mr. Romano acknowledged that final splits would be subject to both companies' due diligence. Specific factors considered in the NAV analyses included risked values for proved reserves and unproved resource potential, working capital positions and contingencies.

On February 6, 2013, Mr. Grady had a telephone conversation with representatives of Oaktree Capital Management, L.P. (referred to in this joint proxy statement/prospectus as Oaktree Management), an affiliate of Crimson's largest stockholder, regarding Crimson's potential strategic combination. Two members of Crimson's board of directors B. James Ford and Adam C. Pierce are employees of Oaktree Management. Oaktree Management was supportive of maintaining an active dialogue with Contango regarding a possible combination.

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On February 7, 2013, Contango received a preliminary report from Von Gonten on Crimson's oil and gas properties in the Woodbine play. On February 7, 2013, Contango's board of directors held a meeting to discuss strategic options, including a potential merger with Crimson. At that meeting, Messrs. Romano and Juneau presented various materials to the board relevant to a potential merger with Crimson, including information on Crimson's reserves.

On February 8, 2013, Contango's board of directors held another meeting regarding the potential merger. Mr. Romano discussed valuation, management, integration and board composition of a combined company. Mr. Juneau provided further information regarding Crimson's reserves and drilling prospects to Contango's board. Contango's board of directors also approved the engagement of Petrie as Contango's financial advisor for the transaction.

On February 8, 2013, Mr. Keel informed Mr. Romano that Crimson had spoken with representatives of Oaktree Management regarding Crimson's discussions with Contango about a potential combination and had had a constructive conversation with Oaktree Management.

On February 11, 2013, Contango filed its Quarterly Report on Form 10-Q, which included financial results for the quarter ended December 31, 2012.

On February 12, 2013, Mr. Grady and John A. Thomas, Crimson's General Counsel, contacted Vinson & Elkins LLP (referred to in this joint proxy statement/prospectus as "Vinson & Elkins"), its primary outside counsel on corporate matters, to advise it of a potential strategic transaction with Contango and engaged Vinson & Elkins to serve as its legal counsel on this matter. Also on February 12, 2013, Messrs. Romano and Keel met to discuss various matters related to a potential merger, including specifics regarding Crimson's outstanding debt and whether Oaktree Management would consider conversion of its second lien debt into equity.

On February 13, 2013, members of the Contango and Crimson management teams met along with members of Petrie and representatives of William M. Cobb & Associates, Inc. (referred to in this joint proxy statement/prospectus as "Cobb & Associates"), Contango's reserve engineering consultant, to review Contango's Dutch and Mary Rose properties as well as its offshore prospect inventory, interests in its Exaro and Alta joint ventures and its Tuscaloosa Marine Shale properties. Prior to and following this meeting, Messrs. Romano and Juneau provided Petrie with an updated briefing regarding a strategic transaction with Crimson. Contango also officially retained Petrie as its financial advisor.

On February 14, 2013, Mr. Atkins met with Mr. Juneau to gain an understanding of material land contracts and Contango's minority interest investments in various joint ventures.

On February 15, 2013, Messrs. Keel and Grady met with Mr. Romano to discuss the status of the parties' respective valuation diligence; the parties concluded that their respective valuations appeared consistent and that, on a preliminary basis, an 80/20 equity ownership split appeared appropriate, subject however to both parties' completion of due diligence. The parties also discussed various social issues regarding the merger, including employment matters and also toured Crimson's office space. Also on this date, Mr. Grady contacted representatives from Barclays to discuss their possible role as financial advisor for the merger and it was noted that Barclays had commenced preliminary analysis of the merger by virtue of their strategic alternative analysis. Members of Crimson's management team had previously discussed various investment banking firms with Houston offices that had the necessary industry experience to serve as the Crimson's financial advisor in connection with a proposed strategic combination. For various reasons, including Barclays' experience with upstream oil and gas transactions and familiarity with Crimson, it was decided that Crimson management would recommend to its board of directors the retention of Barclays to fill that role.

On February 16, 2013, Crimson released its 2012 year-end reserves and production update.

Beginning on or about February 17, 2013, Contango and Crimson provided due diligence documents to each other and discussed the scope of due diligence information that would be appropriate to share for purposes of evaluating a possible strategic business combination. Between mid-February 2013 and April 29, 2013, both

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companies and their respective advisors and consultants conducted due diligence by reviewing documents, participating in meetings and teleconferences and visiting facilities. Representatives of Crimson conducted environmental and regulatory due diligence with respect to Contango's assets and operations. Representatives of Vinson & Elkins reviewed diligence materials at Contango's offices on various dates in March and April. Representatives of Morgan Lewis reviewed diligence materials on various dates during the same time period. During that period, Crimson also retained Oppertune LLP (referred to in this joint proxy statement/prospectus as "Oppertune") to perform financial due diligence on Contango, Deloitte LLP (referred to in this joint proxy statement/prospectus as "Deloitte") to perform tax advisory services and Tri Energy Asset Management (referred to in this joint proxy statement/prospectus as "TEAM") to assist with review of title to Contango's oil and gas properties and material oil and gas contracts. During this time, Contango retained Conestoga-Rovers & Associates (referred to in this joint proxy statement/prospectus as "CRA") to assist in environmental and regulatory due diligence, Frasier Oil Properties (referred to in this joint proxy statement/prospectus as "FOP") to assist in title review of Crimson's oil and gas properties and material oil and gas contracts and Duff & Phelps Corp. (referred to in this joint proxy statement/prospectus as "Duff & Phelps") to assist in its financial due diligence on Crimson.

On February 19, 2013, Messrs. Keel and Grady met with representatives of Petrie regarding Crimson's corporate organization and history, key producing and undeveloped assets, and a detailed estimated 2013 budget by major development area. On February 20, 2013, Messrs. Atkins and Isaac met with Mr. Juneau regarding Contango's operations and Crimson's James Lime play acreage. Also on this date Mr. Romano, Mr. Juneau, Mr. Mengle, representatives of Netherland, Sewell & Associates, Inc., Crimson's reserve engineering consultant (referred to in this joint proxy statement/prospectus as "NSAI"), a representative of Petrie and representatives of Cobb & Associates met in NSAI's offices in Houston to review Crimson's reserve estimates.

On February 20, 2013, Messrs. Atkins and Isaac met with Mr. Juneau regarding Contango's operations and Crimson's James Lime play acreage. Also on this date, Mr. Mengle, Mr. Juneau, representatives of NSAI and representatives of Cobb & Associates met in NSAI's offices in Houston to review Crimson's reserve estimates.

On February 21, 2013, Messrs. Atkins and Mengle, representatives from NSAI and representatives from Cobb & Associates met in Cobb & Associates' offices in Dallas, Texas to discuss certain of Contango's oil and gas properties and reserve estimates relating thereto.

On February 25, 2013, Petrie shared with Crimson prospective financial information of Contango on a standalone basis for the years 2013 through 2017 prepared based on the then current Cobb & Associates proved reserve report and discussions with Contango's management team.

On February 26, 2013, the Crimson board of directors held a special telephonic meeting during which management made various presentations regarding the merger including (1) an overview of the background for the strategic business combination, possible structure for the strategic business combination and profile of Contango, (2) apprising the board of the status of Crimson's due diligence efforts to date, (3) a review of potential financial advisors, (4) a preliminary net asset value comparison, (5) discussion of a possible timeline for a transaction and (6) a brief discussion of the fiduciary duties of directors in transactions such as this. At this meeting, Crimson's board expressed support for continuing negotiations with Contango and authorized management to officially engage Barclays as Crimson's financial advisor for the possible transaction.

On various dates between late February and late April 2013 members of Crimson's management team, primarily Messrs. Keel and Grady, had numerous informal conversations with members of Crimson's board of directors, as well as representatives of Oaktree Management and America Capital Energy Corporation, regarding the status of discussions with Contango regarding the merger, the status of Crimson's due diligence review and the results therefrom, open issues in the merger agreement, the expected timing for the transaction, and other relevant matters. During this time, Mr. Romano also had numerous informal conversations with members of Contango's board of directors regarding the status of discussions with Crimson regarding the merger, the status of Contango's due diligence review and the results therefrom, open issues in the merger agreement, the expected timing for the transaction, and other relevant matters.

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On February 28, 2013, Messrs. Atkins, Mengle and Isaac met with Mr. Juneau and Kyle Johns of Juneau Exploration L.P. (Juneau Exploration) regarding Contango's Tuscaloosa Marine Shale position and sidetrack opportunities in Contango's Dutch / Mary Rose field.

On March 1, 2013, Morgan Lewis sent an initial draft of a merger agreement and form of support agreement to Vinson & Elkins.

On March 4, 2013, representatives from Morgan Lewis and Contango's land consultant, FOP, met with representatives of Crimson at Crimson's offices to commence their due diligence review of title to Crimson's oil and gas properties and material contracts relating thereto. This review continued for several weeks following this meeting.

On March 5, 2013, Messrs. Keel, Grady and Thomas met with representatives of Vinson & Elkins to discuss the typical process and issues associated with public-company strategic business combinations such as the transaction contemplated by Contango and Crimson as well as the fiduciary duties of the members of Crimson's board of directors in connection therewith.

Also on March 5, 2013, Petrie shared with Crimson and Barclays updated prospective financial information of Contango on a standalone basis for the years 2013 through 2017 prepared based on the then current Cobb & Associates proved reserve report and discussions with Contango's management team. The analysis also included a preliminary analysis of pro forma financial information of the combined company.

On March 6, 2013, Messrs. Atkins, Mengle, Isaac and Grady met with Messrs. Romano and Juneau regarding Contango's interest in the Exaro and Alta joint ventures. At this meeting, Mr. Juneau also provided an update on the status of Contango's ongoing workover of its Vermilion 170 well.

On March 7, 2013, Mr. Thomas and attorneys from Vinson & Elkins and Morgan Lewis met at Vinson & Elkins' offices in Houston, Texas, regarding the structuring of the potential transaction, potential timeline, diligence matters and governance. Also on this date, Messrs. Keel and Grady met with representatives of Barclays to continue discussing the proposed strategic business combination with Contango and the timeline associated therewith. During those discussions, Crimson formally engaged Barclays as its financial advisor for the merger.

On March 8, 2013, Mr. Romano met with Jim Ford, a representative of Oaktree Management, and a member of Crimson's board of directors, in Los Angeles, California, to get acquainted. Mr. Ford expressed his support of the senior management of Crimson, his enthusiasm for a potential combination but shared with Mr. Romano his inability to exchange Crimson's second lien debt held by an affiliate of Oaktree Management for equity in the combined company based on structural limitations within the various Oaktree funds.

On March 11, 2013, Messrs. Keel and Grady met with Mr. Romano regarding the status of due diligence for each party. Each party's preliminary conclusion was that nothing material was uncovered in diligence conducted to date that would alter the range of preliminary pro forma equity ownership previously discussed.

On March 12, 2013, the Crimson board of directors held a regularly-scheduled quarterly meeting. At this meeting, a representative of Vinson & Elkins provided a detailed presentation to the Crimson board of directors on the duties of the directors in connection with strategic business combinations and other legal considerations relating to the proposed transaction, including the likelihood of litigation challenging the transaction. Members of management made presentations to the Crimson board of directors providing their view of the rationale for the proposed strategic combination with Contango, an overview of Contango's oil and gas properties, reserves and facilities and an overview of Contango's current financial condition and the economics associated with the proposed merger. Representatives of Barclays also attended the meeting and made presentations to the Crimson board of directors regarding the previously-requested review of various possible strategic alternatives for

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Crimson, which, as noted above, included (i) refinancing Crimson's current second lien credit facility; (ii) undertaking a private placement of equity capital, followed by a refinancing of Crimson's second lien credit facility; (iii) undertaking a major recapitalization; (iv) pursuing a transformational acquisition; (v) raising capital through the sale of assets or (vi) pursuing a merger or sale of the company. Barclays also presented to the Crimson board of directors their preliminary assessment of the possible merger with Contango as one of those alternatives, including discussion of the rationale for the transaction as the alternative that best met Crimson's strategic objectives, a pro forma view of the combined company and its capitalization, and the relative valuations for each of Crimson and Contango. Barclays advised the Crimson board of directors of its view that Crimson needed significant capital to take advantage of its drilling inventory and accelerate development of its assets, which could be challenging given Crimson's leverage and size. Barclays recommended that Crimson consider a merger with a better capitalized company, a sale of the company or a recapitalization of the company. Barclays noted preliminarily that the proposed merger with Contango would provide increased scale, asset diversification, capital to accelerate Crimson's capital program, and a strong pro forma balance sheet. A representative of Vinson & Elkins then provided the Crimson board of directors with an overview of the key terms of the initial draft of the merger agreement and noted provisions thereof which concerned management and Vinson & Elkins.

The Crimson board of directors and management then discussed the strategic alternatives exercise and the proposed Contango merger, and the comments made by Crimson's advisors regarding the same. The Crimson board of directors was also aware of the various acquisition, divestiture, financing and strategic combination discussions management had participated in with third parties in recent years. The Crimson board of directors concluded that a merger of Crimson was an attractive scenario compared to other possible strategic alternatives, and that the proposed Contango merger, on the general preliminary terms previously discussed, would be an excellent outcome for Crimson's stockholders.

The key factors behind Crimson management's recommendation for the proposed merger were: (i) the combined company would be very strong financially and would have access to the capital necessary to realize the intrinsic value of Crimson's asset base, (ii) the merger structure would provide the mechanism for Crimson's existing stockholders to participate in the realization of the value to be derived from the company's asset base, plus participate in the upside of Contango's potentially high impact Gulf of Mexico prospects and (iii) the combination would create a larger organization, with an expanded stockholder base and trading volume, that could contribute to a higher market valuation multiple than either Contango or Crimson might command individually, each of which would enhance stockholder value.

On March 13, 2013, Crimson released its results for the fourth quarter and full year ended December 31, 2012. Also on this date, Messrs. Isaac and Thomas participated in a conference call with representatives from Morgan Lewis to provide Morgan Lewis with an overview of the handling of environmental matters at Crimson.

On March 13, 2013, Contango engaged Longnecker and Associates (referred to in this joint proxy statement/prospectus as "Longnecker"), as consultant in connection with compensation issues relating to the merger and the combined company.

On March 14, 2013, representatives of Crimson and TEAM met with representatives of Contango at Contango's offices to begin a diligence review of title to Contango's oil and gas properties and material contracts relating thereto. This review continued for several weeks following this initial meeting. Also on this date, Mr. Isaac and Mr. Mike Autin, Contango's Vice President - Production, toured several of Contango's platforms located in the Gulf of Mexico.

On March 15, 2013, Mr. Grady met with representatives of the lead bank of its existing bank group to initiate discussions on potential financing alternatives, including the likelihood of an expanded senior borrowing base for the combined company.

On March 16, 2013, Vinson & Elkins distributed a revised draft merger agreement to Morgan Lewis. Among other things, the revised merger agreement (i) required that certain Contango stockholders enter into

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support agreements, (ii) enhanced the scope of the parties' representations and warranties, (iii) made several substantive changes to the deal protection provisions including adding more flexibility to the exceptions to the no-solicitation covenant, adding an ability of the boards of directors to change their recommendation for reasons other than a superior proposal and shortening the matching periods, (iv) changed the post-closing governance provisions to provide the combined company more flexibility, (v) changed the termination provisions, including proposing a termination fee of 2.5% of the respective parties' equity values for superior proposals and 4% of the respective parties' equity values for reasons other than a superior proposal and (vi) added an event-specific material adverse effect provision based on lost reserves or production due to a casualty event.

On March 18, 2013, Mr. Mengle met with representatives from Barclays to discuss reserve information being used by Barclays for its evaluation.

Also on March 18, 2013, Contango's board of directors held a meeting at Contango offices. At the request of Contango's board, representatives from Morgan Lewis and Petrie were also in attendance. In advance of the meeting, on March 15, 2013, the board received materials regarding Crimson as well as information regarding director fiduciary duties, drafts of the merger agreement and support agreement and various analyst reports. At this meeting, Petrie presented a preliminary analysis of the possible transaction, including a discussion of the energy market environment, a profile of Crimson, a summary of illustrative deal terms as of that date, a preliminary reference value analysis summary, and a preliminary pro forma analysis. Mr. Juneau also reported on his review of Crimson's oil and gas reserves. Representatives from Morgan Lewis then presented information regarding the directors' fiduciary duties in considering a possible transaction, as well as the timetable for the possible transaction and the diligence efforts in progress to understand possible obligations, liabilities or contingent liabilities of a combined company. Mr. B.A. Berilgen, a member of the Contango board of directors, recommended that Contango engage an environmental consultant to review potential environmental issues and plugging and abandonment responsibilities of Crimson. After discussion, the Contango board of directors agreed that management should continue to examine Crimson and pursue discussions regarding a possible transaction.

On March 19, 2013, Messrs. Keel and Grady met with Mr. Romano to discuss staffing of the combined company, possible timing for signing of definitive agreements and certain open key business terms in the merger agreement, including the no-shop provision, the material adverse effect closing condition, post-closing management structure, executive compensation, use of an investment committee and certain deal protection provisions.

On March 20, 2013, Mr. Atkins met with Mr. John Miller of Juneau Exploration to review Contango's offshore prospect inventory.

On March 21, 2013, Mr. Grady and Mr. Romano spoke via telephone regarding bonus and equity award plans and bifurcation of 2013 calendar year bonuses into pre-closing and post-closing periods. On this date, Messrs. Grady and Thomas also participated in a conference call with Mr. Romano, representatives from Morgan Lewis and representatives from Longnecker regarding Longnecker's review of compensation issues relating to the merger and the combined company.

On March 22, 2013, Messrs. Atkins, Mengle and Isaac met with Messrs. Romano, Juneau and Johns of Juneau Exploration regarding Contango's Tuscaloosa Marine Shale position. On this date, Mr. Grady and Mr. Romano also discussed compensation issues and executive employment agreements. Mr. Grady also met with representatives of Deloitte on this date to discuss tax issues associated with the proposed business combination.

On March 25, 2013, Mr. Grady met with Yaroslava Makalskaya, Contango's Vice President, Controller and Chief Accounting Officer, to discuss the transaction timeline and upcoming financial reporting obligations of the parties. On this date, Mr. Grady also met with representatives of Barclays to discuss the status of the valuation analysis being undertaken by Barclays. Mr. Grady and other Crimson representatives also met on this date with

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representatives of Oppertune regarding diligence matters. On this date, Mr. Isaac, Mr. Thomas, other representatives of Crimson, representatives of Contango and representatives of CRA, met in Crimson's offices to discuss the scope and timing of Contango's environmental due diligence on Crimson's oil and gas properties.

Morgan Lewis provided a further revised draft merger agreement to Crimson and Vinson & Elkins on March 25, 2013. The revised merger agreement, among other things, (i) limited exceptions to the no-solicitation covenant, (ii) lengthened the matching rights periods, (iii) changed the post-closing governance provisions to make them more open, (iv) changed the termination provisions, including proposing a termination fee of 3% of each party's enterprise value and (v) eliminated the casualty event material adverse effect provision proposed by Crimson.

On March 26, 2013, Messrs. Keel, Grady, Atkins, Isaac and Mingle met with various members of the Contango board of directors (including Messrs. Romano, Juneau, Reimer, Berilgen and Schoonover) to become acquainted. Topics discussed included investment philosophies relating to capital spending decisions. On this date, Mr. Grady also met with Mr. Romano regarding bonus plans, equity incentive plans and treatment of existing Crimson equity-based incentive compensation grants in the merger. The Contango board of directors then held a meeting to discuss the status of the merger. At the request of the Contango board, representatives from Morgan Lewis also attended telephonically. The Contango board members expressed favorable viewpoints on the senior officers they had met. Mr. Romano and other members of Contango's operational staff then provided the Contango board with an update on CRA's environmental inspection of Crimson's most valuable well properties. Representatives of Morgan Lewis then reported on the status of due diligence process, including a discussion on title to Crimson's most valuable wells and related oil and gas agreements, pending litigation, employment arrangements and environmental matters. Morgan Lewis also described the draft merger agreement and the key business issues likely to arise under the agreement. Mr. Romano also described the discussions regarding employment for senior executives of Crimson, including arrangements to be approved by the Contango directors at the same time the merger agreement might be approved.

On March 27, 2013, Messrs. Grady and Thomas participated in a conference call with representatives of Morgan Lewis to discuss Crimson's pending litigation. On this date, Mr. Grady also met with Ms. Makalskaya to discuss Contango's retention of Duff & Phelps, LLC, to assist with accounting and tax due diligence and preliminary purchase price allocation for accounting purposes.

From March 27, 2013 through April 3, 2013, members of Crimson's senior management and representatives from Vinson & Elkins and Oaktree Management engaged in numerous discussions regarding the revised draft merger agreement. Vinson & Elkins and Morgan Lewis continued to negotiate the transaction documents, with particular emphasis on which stockholders would execute support agreements, whether either party could terminate absent a superior proposal, the size of termination fees and when those fees would be payable, post-closing governance matters and the casualty event material adverse effect provision.

Between March 28 and April 2, 2013, representatives of Crimson, Vinson & Elkins and Oaktree Management spoke by telephone on multiple occasions to discuss in general terms various provisions of the proposed merger agreement, including, but not limited to, termination fees, material adverse effect provisions, conditions to closing, acceptable limits on pre-closing operating activity, representations and warranties of the parties and post-closing governance of the combined company. The desire for, and the acceptable form of, support agreements for specific stockholders was also discussed.

On March 28, 2013, Messrs. Keel and Grady met with Mr. Romano and representatives from Longnecker regarding executive compensation trends for purposes of finalizing post-closing compensation structure for the combined company's officers. On this date, Mr. Grady also had a conference call with Jon Hughes, a representative of Petrie, regarding the number and characteristic of stock options previously granted to Crimson employees. Mr. Grady and other representatives of Crimson also participated in a conference call with representatives of Duff & Phelps to discuss their review of Crimson. Vinson & Elkins and Morgan Lewis

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participated in a conference call regarding outstanding issues with the merger agreement and other transaction documents.

On various dates between March 28 and April 9, 2013, a representative of Crimson guided a representative of Contango and/or one or more representatives of CRA on visits to a variety of well locations operated by Crimson.

On April 2, 2013, Messrs. Keel and Grady met with Mr. Romano to discuss various outstanding business issues on the merger agreement, including deal protection issues such as the appropriate amounts for termination fees and the range of circumstances when such fees should be payable, social issues such as the composition of the board of the combined company, composition and authority of the investment committee, etc. On this date, a representative of Crimson and a representative of CRA also met to facilitate Contango's continuing review of Crimson's environmental records.

On April 3, 2013, Mr. Grady, Mr. Romano and representatives of Petrie and Barclays met to discuss presentation of the combined company's pro forma financial and operational results and prospects, key terms of the transaction and timing of the transaction. Also on this day, Mr. Grady met with representatives of Opportune regarding on-going due diligence efforts.

On April 3, 2013, Vinson & Elkins distributed a revised draft merger agreement and form of support agreement to Morgan Lewis. Changes to the merger agreement included (i) permitting Contango to terminate for a superior proposal, (ii) a termination fee of \$10 million for Crimson and \$40 million for Contango (which amounts represented approximately 3% of the enterprise value of Crimson and 8% of the enterprise value of Contango, respectively, as of such date), (iii) payment of a termination fee if, in certain instances, a party enters into an alternative transaction within 12 months of termination, including certain buy-side transactions, (iv) requiring the combined company to adopt a bylaw amendment that would require, for one year, a two-thirds majority of the combined company board and at least one Crimson appointee to the combined company board to make certain changes to the agreed-upon post-closing governance and (v) deleting the requirement of a per se casualty event material adverse effect but eliminating a natural disaster exception from the definition of material adverse effect. The form of support agreements provided that Oaktree, Allan D. Keel, Kenneth R. Peak and Brad Juneau would execute support agreements.

On April 4, 2013, members of the management teams of each of Crimson and Contango, as well as representatives from Duff & Phelps and Deloitte participated in a conference call to provide Duff & Phelps with an opportunity to perform a diligence review of Crimson's tax characteristics. On this date Mr. Grady and Mr. Romano also spoke by telephone to discuss staffing needs for the combined company.

On April 8, 2013, Mr. Grady and Mr. Romano met to discuss open issues on the employment agreements for Messrs. Keel and Grady (including tax gross-up language in their existing agreements and possible future clawback policies resulting from recent federal legislation) as well as other compensation and staffing issues.

On April 9, 2013, Morgan Lewis provided a further revised draft merger agreement and form of support agreement to Crimson and Vinson & Elkins. Among other things, this draft of the merger agreement (i) provided detail regarding the post-closing salaries and benefits of Contango employees, (ii) changed the termination fee to \$10 million for Crimson and \$20 million for Contango (which amounts represented approximately 3% of the enterprise value of Crimson and 4% of the enterprise value of Contango, respectively, as of such date) and (iii) reinserted the natural disaster exception to the definition of material adverse effect. Contango proposed that Oaktree and all officers and directors of both parties execute support agreements.

On April 8 and 9, 2013, Mr. Isaac met with Contango's regulatory consultants to perform regulatory due diligence.

On April 9, 2013, Mr. Grady and Mr. Romano spoke by telephone to discuss open employment agreement issues, compensation matters, the potential timeline for execution of the merger agreement and preparation of a

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joint press release and investor presentation for use in announcing the merger. Also on this date, Messrs. Mengle and Isaac met with Mr. Juneau to review updated production information for Contango's Eugene Island 10 field received from Cobb & Associates as well as the status of operations on Contango's Vermillion 170 well.

On April 10 and 11, 2013, Crimson and Contango and their respective legal counsels spoke by telephone multiple times to discuss the merger agreement and the support agreements.

On April 11, 2013, the Crimson board of directors met telephonically with certain members of Crimson's senior management team, as well as with representatives from Vinson & Elkins and Barclays to discuss the status of the transaction, including outstanding issues under the merger agreement and support agreements and the Crimson's preliminary review of the most recent production and pressure test data from certain of Contango's wells, possible implications thereof and the appropriate follow-up. Later in the day on April 11, 2013, Vinson & Elkins sent revised drafts of the merger agreement and form of support agreement to Contango and Morgan Lewis. Among other things, this draft of the merger agreement (i) provided detail regarding the post-closing salaries and benefits of Contango employees, (ii) changed the termination fee to \$7 million for Crimson and \$28 million for Contango (which amounts represented approximately 2% of the enterprise value of Crimson and 6% of the enterprise value of Contango, respectively, as of such date) and (iii) eliminated the natural disaster exception from the definition of material adverse effect. Vinson & Elkins and Morgan Lewis continued to negotiate the merger agreement and ancillary agreements.

On April 11, 2013, Mr. Grady and Mr. Romano spoke by telephone to discuss open business points in the merger agreement, including the amount of each party's termination fee, scope of the tail period to which a termination fee would apply, the definition of material adverse effect, board composition of the combined company, and representations and warranties relating to Contango's joint ventures. On this day, Messrs. Keel and Grady also met with Messrs. Romano and Juneau to discuss Contango's reserves in light of recent production data. Messrs. Keel and Grady also met with Mr. Romano on this day to discuss outstanding issues on the employment agreements.

On April 12, 2013, the Contango board of directors held a meeting at Contango's offices to receive an update on due diligence studies performed by various third parties. At the request of the Contango board, representatives from Morgan Lewis and Petrie were also in attendance. Mr. Romano and Mr. Juneau first provided to the directors recent analysis of Contango's reserves at its Dutch Mary Rose property. The Board discussed the analysis and the reserve report provided by Cobb & Associates. The Board heard presentations regarding potential environmental liabilities of Crimson's exploration and production business, accounting and tax assessments of Crimson and the possible combined company, Crimson's outstanding litigation, updated preliminary reference value ranges for Contango and Crimson, the current energy market environment and employment matters relating to the combined company. Morgan Lewis also provided an update to the board on the draft merger agreement, support agreements and amendments to Contango's bylaws to the board.

On April 12, 2013, Vinson & Elkins sent a draft of the support agreement to be executed by Contango's officers to Contango and Morgan Lewis. The draft support agreement was substantially similar to the support agreement to be executed by Crimson's officers, except that such support agreements could not be terminated upon a decrease in merger consideration or a change in the form of merger consideration. Vinson & Elkins, Morgan Lewis and Oaktree Management continued to negotiate the support agreements.

On April 12, 2013, Oaktree Management retained Kirkland & Ellis LLP (referred to in this joint proxy statement/prospectus as "Kirkland") to negotiate a registration rights agreement with Contango with respect to Oaktree's ownership of Contango common stock and other registerable securities upon closing of the potential merger. Kirkland distributed an initial draft of the registration rights agreement on April 13, 2013. From then until April 25, 2013, Crimson, Contango, Oaktree Management and their legal counsel negotiated the terms of the registration rights agreement.

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On April 12, 2013, Crimson received diligence memos from Oppertune and Deloitte which did not identify any material issues relating to the proposed merger with Contango. In addition, Mr. Mengle met with a representative of Cobb & Associates in Dallas to discuss recent well data from Contango's Eugene Island 10 field.

On April 13, 2013, Mr. Grady and Mr. Romano spoke by telephone several times to discuss the status of Contango's internal review of its reserves following recent production information as well as open issues on the employment agreements for Messrs. Keel and Grady.

On April 15, 2013 Messrs. Grady, Atkins, Mengle and Isaac and Messrs. Romano, Juneau and Deacon Merrick of Cobb & Associates met to discuss recent production data from Contango's Eugene Island 10 field and the potential impact thereof on Cobb & Associates' reserve calculations. On this date, Mr. Grady and Mr. Romano also met to discuss status and open issues on the merger agreement and employment agreements.

On April 16, 2013, Contango provided Crimson with the revised estimates of its offshore proved reserves as of December 31, 2012. Based upon an analysis of additional pressure data performed by Cobb & Associates, Contango's estimates of gross original gas in place, implied gross recoverable reserves and net proved reserves were adjusted downward.

On April 16, 2013, Morgan Lewis distributed a revised draft of the merger agreement and ancillary agreements to Crimson and Vinson & Elkins. On April 17, 2013, Crimson management, Vinson & Elkins and Morgan Lewis discussed Morgan Lewis' revisions to the merger agreement by telephone.

On April 19, 2013, Mr. Grady and Mr. Romano met to discuss the adjustments to Contango's reserves resulting from recent production information and any potential changes to the relative value of both companies. Mr. Romano and Mr. Grady agreed that each party's financial advisors should update their work to reflect the adjustments to Contango's reserves, new commodity prices and other additional information. Following the meeting Mr. Grady asked Barclays to update its analysis to include recent reserve adjustments as well as more recent commodity prices and other newly provided valuation information.

On April 20, 2013, Kenneth R. Peak, Contango's founder and Chairman, passed away and the parties temporarily suspended negotiations.

On April 22, 2013, Mr. Grady and Mr. Romano met to discuss outstanding issues that could possibly impact the equity split, including changes in oil and natural gas prices, further due diligence on changes in certain working capital items (including proceeds from a key man life insurance policy), reevaluation of exposure risk on certain contingencies and recent operational activity (including the revised estimates of offshore proved reserves) that impacted previous assumptions and outstanding issues on the merger agreement including, but not limited to, termination fees, material adverse effect provisions, conditions to closing and acceptable limits on pre-closing activity. Mr. Romano indicated that Contango and its advisors were of the opinion that the preliminary 80/20 equity ownership split continued to be appropriate, subject to the completion of final due diligence, as some of the issues raised by Mr. Grady were subjective in nature. In addition, Mr. Romano indicated Contango's confidence that its investments in Alta and Exaro could be worth more than the invested capital reflected on its balance sheet based on discussions with its equity partners, which had not previously been considered in the determination of the equity ownership split. Each party agreed to provide the other with additional supporting documentation following the meeting.

On April 23, 2013, Messrs. Keel and Grady met with Mr. Romano to discuss the equity split, the status of open issues on the merger agreement, employment agreements for Messrs. Keel and Grady and the registration rights agreement between Contango and affiliates of Oaktree Management.

On April 24, 2013, the Contango board of directors held a meeting at Contango's offices. At the request of the Contango board, representatives from Morgan Lewis and Petrie also attended the meeting. The directors

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discussed Crimson's drilling program and Contango's updated production results. The directors also received an update on the due diligence process and key remaining issues in the merger documentation.

Also on April 24, 2013, Vinson & Elkins circulated a revised draft of the merger agreement to Contango and Morgan Lewis. Morgan Lewis distributed a further revised draft of the merger agreement and the various ancillary agreements on April 25, 2013.

On April 25, 2013, Mr. Keel met with Mr. Romano to continue their discussion regarding the equity split, and they agreed upon a 79.7/20.3% equity split taking into account a number of factors and information raised by both Crimson and Contango related to due diligence results and recent events, including changes in oil and natural gas prices, further due diligence on changes in certain working capital items (including proceeds from a key man life insurance policy), reevaluation of exposure risk on certain contingencies (including the revised estimates of offshore proved reserves) and recent information on operational activity that impacted previous assumptions (including the revised estimates of offshore proved reserves) and information regarding Contango's investments in Exaro and Alta.

On April 25, 2013, Mr. Romano obtained an order appointing him as the temporary administrator of the Estate of Mr. Peak from a probate court in Harris County, Texas, granting Mr. Romano the authority to execute a support agreement on behalf of the Estate of Mr. Peak.

In the morning of April 27, 2013, representatives of both parties and counsel met telephonically to discuss final issues on the merger agreement and ancillary agreements. Additionally, the parties finalized the ancillary agreements and discussed the remaining steps to be completed prior to signing the merger agreement.

In the afternoon of April 27, 2013, the Crimson board of directors met telephonically with certain members of Crimson's senior management team, as well as with representatives from Vinson & Elkins and Barclays. Management provided members of the board with an update on (1) the status of the transaction including remaining open items including diligence associated with recently identified material contracts, (2) prior discussions regarding recent production and pressure test data from certain of Contango's wells and the implications thereof, (3) Contango's efforts to work-over its Vermillion 170 well and (4) recent discussions between the parties regarding the equity split for the transaction. A representative from Vinson & Elkins then provided members of the board with a reminder regarding their fiduciary duties in connection with the proposed transaction. Representatives of Barclays provided an updated report regarding the proposed merger wherein they reviewed the rationale for the transaction, the benefits to each party's stockholders, an analysis of the proposed exchange ratio and the premium associated therewith, and the various valuation analyses undertaken by Barclays. A representative from Vinson & Elkins also reviewed with the board the terms of the near-final merger agreement, including changes to which the parties had agreed since the board's March 12th meeting. Following these discussions, the Crimson board authorized members of Crimson's senior management to finalize the remaining open items and indicated that, assuming the remaining items could be satisfactorily resolved, they were prepared to approve the transaction.

During the afternoon of April 29, 2013, the Contango board of directors met with certain representatives from Morgan Lewis and Petrie. Mr. Romano provided the board with a status update on the merger agreement and ancillary documents related thereto and indicated that all issues with Crimson had been resolved. In connection with consideration by the Contango board of directors of the proposed strategic combination with Crimson, Petrie delivered its oral opinion that, as of that date, the exchange ratio set forth in the merger agreement was fair, from a financial point of view, to Contango (as more fully described under "Opinion of Contango's Financial Advisors"), Petrie later delivered to Contango its written opinion dated April 29, 2013. Following these discussions, the Contango board of directors determined that the merger agreement and the transactions contemplated thereby were fair to, and in the best interests of, Contango and its stockholders and authorized Contango management to execute the merger agreement and ancillary documents on behalf of Contango. In connection with the merger, Contango's board also authorized the registration rights agreement,

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support agreements, employment agreements with Messrs. Keel and Grady and amendments to Contango's bylaws as contemplated in the merger agreement.

Also during the afternoon on April 29, 2013, the Crimson board of directors met telephonically with certain members of Crimson's senior management team and representatives from Barclays. Management provided the board with a status update on merger agreement, ancillary documents relating thereto and indicated that all material issues had been resolved. In connection with consideration by the Crimson board of directors of the proposed strategic combination with Contango, Barclays delivered its oral opinion that, as of that date, the exchange ratio set forth in the merger agreement was fair, from a financial point of view, to the holders of shares of Crimson common stock (as more fully described under "Opinion of Crimson's Financial Advisors"). Following these discussions, the Crimson board adopted the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, were advisable and in the best interests of Crimson and its stockholders and the members present unanimously voted to approve the merger agreement and the transactions contemplated thereby. Mr. Ni Zhaoxing was not present at such board meeting (although his representative did attend as an approved observer), but subsequently ratified the actions taken by the Crimson board of directors. Barclays later delivered to Crimson its written opinion dated April 29, 2013.

In the evening of April 29, 2013, Contango and Crimson senior management and their respective legal counsel, having resolved the remaining open items, finalized the disclosure schedules, ancillary documents and announcement documents, and made certain final, non-substantive corrections to the merger agreement. Shortly thereafter, members of Crimson senior management and Contango senior management, advised by their respective legal counsels, executed the merger agreement and ancillary agreements.

Early in the morning on April 30, 2013, Contango and Crimson issued a joint press release announcing the merger and hosted a joint conference call for the investment community to explain the specific details of the proposed merger.

Contango's Reasons for the Merger; Recommendation of the Contango Board of Directors

In approving the merger agreement and recommending approval of the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, the Contango board of directors consulted with members of Contango's management, as well as with Contango's legal, financial and other advisors, and also considered a number of factors that the Contango board of directors viewed as bearing on its decisions. The principal factors that the Contango board of directors viewed as supporting its decisions were:

that Crimson's lower-risk, unconventional development portfolio complements Contango's higher-potential, offshore prospects;

that Contango's liquidity complements Crimson's lower-risk, operated liquids-focused proved drilling portfolio and resource upside;

that the combined company will have over 1 trillion cubic feet equivalents of resource potential in offshore and onshore locations including the Woodbine, Eagle Ford, Buda, James Lime and Niobrara plays;

the opportunity to integrate the well-respected knowledge base, potential transaction flow and execution capabilities of Crimson's management team into that of Contango's, particularly in light of the recent passing of Contango's founder and former Chairman and Chief Executive Officer, Kenneth R. Peak, and the ensuing succession planning undertaken by the Contango board of directors;

that Crimson's sizeable staff and existing internal systems will allow the combined company to quickly and efficiently handle the increased asset base and operational burdens;

that the merger will be strongly accretive to Contango's cash flow and reserves per share;

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that the net operating loss of approximately \$110 million of Crimson may be utilized by the combined company in future years subject to limitations contained in Section 382 of the Code;

the strong to-date drilling results of Crimson and other operators in the Woodbine and Buda formations;

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that the combined company will be significantly larger than Contango is now and as a result should have greater exploration and production strengths, greater liquidity in the market for its securities and better ability to consider future strategic opportunities that might not otherwise be possible;

the expectation that the combined company will be able to accelerate development of additional exploration and development opportunities and achieve exploration and production drilling efficiencies;

the opportunity to double Contango's current oil production and proved oil reserves;

that the combination of Contango and Crimson will preserve significant strategic continuity for both companies and employee continuity for Crimson;

the terms and conditions of the merger agreement, including the commitments by both Contango and Crimson to complete the merger and certain reciprocal provisions that may have the effect of discouraging alternative acquisition proposals involving Crimson or Contango, and the likelihood of completing the merger;

the fact that the merger agreement does not preclude a third party from making an unsolicited proposal for a competing transaction with Contango or Crimson and, that under certain circumstances more fully described in the sections "The Merger Agreement - No Solicitation of Alternative Proposals" beginning on page 117 and "The Merger Agreement - Changes in Board Recommendations" beginning on page 118, Contango or Crimson, as applicable, may furnish non-public information to and enter into discussions with such third party regarding the competing transaction and the Contango or Crimson board, as applicable, may withdraw or modify its recommendations to Contango or Crimson stockholders regarding the merger; and

the opinion of Petrie, dated April 29, 2013, to the Contango board of directors to the effect that, as of that date and based on and subject to various assumptions, qualifications and limitations described in the Petrie opinion included with this joint proxy statement/prospectus as Annex B, the exchange ratio of 0.08288 shares of Contango common stock to be issued by Contango in exchange for each outstanding share of Crimson common stock pursuant to the merger was fair, from a financial point of view, to Contango, as more fully described below under the caption "Opinion of Contango's Financial Advisors - Opinion of Petrie Partners, LLC."

The Contango board of directors weighed the foregoing against a number of potentially negative factors, including:

the restrictions on the conduct of Contango's business during the period between the execution of the merger agreement and the completion of the merger as set forth in the merger agreement;

the costs associated with the completion of the merger, including management's time and energy and potential opportunity cost;

the amount of indebtedness of Crimson and the annual debt service costs of such indebtedness;

the challenges in absorbing the effect of any failure to complete the merger, including potential termination fees and stockholder and market reactions;

the potential earnings dilution to Contango stockholders following the merger;

the challenges inherent in the combination of two businesses of the size and complexity of Contango and Crimson, including the possible diversion of management attention for an extended period of time;

the risk of not being able to realize all of the anticipated cost savings and operational synergies between Contango and Crimson and the risk that other anticipated benefits might not be realized; and

the risks of the type and nature described under Risk Factors, beginning on page 32 and the matters described under Special Note Regarding Forward-Looking Statements beginning on page 30.

This discussion of the information and factors considered by Contango's board of directors in reaching its conclusions and recommendation includes the principal factors considered by the board, but is not intended to be

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exhaustive and may not include all of the factors considered by the Contango board of directors. In view of the wide variety of factors considered in connection with its evaluation of the merger and the other transactions contemplated by the merger agreement, and the complexity of these matters, the Contango board of directors did not find it useful and did not attempt to quantify, rank or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the merger and the other transactions contemplated by the merger agreement, and to make its recommendation to Contango stockholders. Rather, the Contango board of directors viewed its decisions as being based on the totality of the information presented to it and the factors it considered, including its discussions with, and questioning of, members of Contango's management and outside legal and financial advisors. In addition, individual members of the Contango board of directors may have assigned different weights to different factors.

Certain of Contango's directors and executive officers may have financial interests in the merger that are different from, or in addition to, those of Contango's stockholders generally. The Contango board of directors was aware of and considered these potential interests, among other matters, in evaluating the merger and in making its recommendation to Contango stockholders. For a discussion of these interests, see [Interests of Contango Directors and Executive Officers in the Merger](#).

The Contango board of directors unanimously approved the merger and the merger agreement and determined that the merger and the other transactions contemplated by the merger agreement, including the issuance of shares of Contango common stock to Crimson stockholders in connection with the merger, are in the best interests of Contango and its stockholders. Accordingly, the Contango board of directors unanimously recommends that the Contango stockholders vote **FOR the proposal to approve the issuance of shares of Contango common stock to Crimson stockholders pursuant to the merger.**

Opinion of Contango's Financial Advisor

Opinion of Petrie Partners Securities, LLC to the Contango Board of Directors

In connection with the merger, on February 13, 2013, the Contango board of directors retained Petrie to act as financial advisor to the Contango board of directors. On April 29, 2013, at a meeting of the Contango board of directors, Petrie rendered its oral opinion, subsequently confirmed by delivery of a written opinion soon after the meeting, that, as of April 29, 2013 and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, the exchange ratio was fair, from a financial point of view, to Contango.

The full text of the written opinion of Petrie, dated as of April 29, 2013, which sets forth, among other things, the procedures followed, assumptions made, matters considered and qualifications and limitations on the scope of review undertaken in rendering its opinion, is attached as Annex B to this proxy statement/prospectus and is incorporated by reference in its entirety into this proxy statement/prospectus. You are urged to read the opinion carefully and in its entirety. Petrie's opinion was addressed to, and provided for the information and benefit of, the Contango board of directors (in its capacity as such) in connection with its evaluation of whether the exchange ratio was fair, from a financial point of view, to Contango. Petrie's opinion does not address the fairness of the proposed merger, or any consideration received in connection with the proposed merger, to the holders of any securities, creditors or other constituencies of Contango, nor does it address the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Contango, or any class of such persons, whether relative to the exchange ratio or otherwise. Petrie assumed that any modification to the structure of the merger would not vary in any respect material to its analysis. Petrie's opinion does not address the relative merits of the merger as compared to any other alternative business transaction or strategic alternative that might be available to Contango, nor does it address the underlying business decision of Contango to engage in the merger. Petrie's opinion does not constitute a recommendation to the Contango board of directors or to any other persons in respect of the merger, including as to how any holder of shares of voting common stock of Contango should act or vote in respect of any of the transactions contemplated by the merger

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agreement. Finally, Petrie did not express any opinion as to the price at which shares of Contango or Crimson common stock will trade at any time.

In connection with rendering its opinion and performing its related financial analysis, Petrie, among other things:

reviewed certain publicly available business and financial information relating to Contango and Crimson, including (i) Annual Reports on Form 10-K and related audited financial statements of Contango and Crimson for the fiscal years ended June 30, 2012 and December 31, 2012, respectively, and (ii) the Quarterly Report for Contango on Form 10-Q and related unaudited financial statements for the fiscal quarter ended December 31, 2012;

reviewed certain estimates of Contango's oil and gas reserves, including (i) estimates of offshore proved reserves prepared by Cobb & Associates as of December 31, 2012 and (ii) estimates of the Exaro joint venture proved reserves prepared by Von Gonten as of December 31, 2012 and (iii) estimates of potential resources prepared by the management and staff of Contango as of July 1, 2013;

reviewed certain estimates of Crimson's oil and gas reserves, including (i) estimates of proved reserves prepared by NSAI as of December 31, 2012 and (ii) estimates of probable and possible reserves prepared by the management and staff of Crimson as of December 31, 2012;

reviewed a presentation prepared by representatives of Von Gonten of the potential future well performance and associated reserves for certain Crimson properties located in Crimson's Force area;

analyzed certain historical and projected financial and operating data of Contango and Crimson prepared by the respective managements and staffs of Contango and Crimson;

discussed the current operations and prospects of Contango with the management and staff of Contango, and discussed the current operations and prospects of Crimson with the respective managements and staffs of Contango and Crimson;

reviewed the historical market prices and trading history of Contango common stock and Crimson common stock;

compared recent stock market capitalization indicators for Contango and Crimson with recent stock market capitalization indicators for certain other publicly-traded independent energy companies;

compared the financial terms of the merger with the financial terms of other transactions deemed by Petrie to be relevant;

participated in certain discussions and negotiations among the representatives of Contango, Crimson and their respective financial and legal advisors;

reviewed a draft dated April 29, 2013 of the merger agreement; and

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reviewed such other financial studies and analyses and performed such other investigations and took into account such other matters as Petrie deemed necessary or appropriate.

The estimates of offshore proved reserves prepared by Cobb & Associates were updated on April 16, 2013, based on additional information made available to Cobb & Associates, and for purposes of its financial analysis, Petrie used such estimates as revised on April 16, 2013.

In connection with its analysis and opinion, Petrie assumed and relied upon, without assuming any responsibility or liability for or independently verifying the accuracy and completeness of, all of the information publicly available and all of the information supplied or otherwise made available to Petrie by Contango and Crimson. Petrie further relied upon the assurances of representatives of the respective managements of Contango and Crimson that they are unaware of any facts that would make the information provided to Petrie incomplete or misleading in any material respect. With respect to the projected financial and operating data relating to Contango and Crimson referred to above, Petrie assumed that such data had been reasonably prepared on bases

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reflecting the best currently available estimates and good faith judgments of the managements and staffs of Contango and Crimson relating to the future financial and operational performance of Contango and Crimson, respectively. Petrie expressed no view as to any projected financial data relating to Contango and Crimson or the assumptions on which they were based.

With respect to the estimates of oil and gas reserves and potential resources, Petrie assumed that such data had been reasonably prepared on bases reflecting the best available estimates and good faith judgments of the managements and staffs of Contango and Crimson (and Cobb & Associates, Von Gonten and NSAI, as applicable) relating to the oil and gas properties of Contango and Crimson, respectively. Petrie expressed no view as to any reserve or potential resource data relating to Contango or Crimson or the assumptions on which they were based.

Petrie did not make or assume any responsibility for making any independent valuation or appraisal of the assets or liabilities of Contango or Crimson, nor, except for the estimates of oil and gas reserves, potential resources and prospects referred to above, was Petrie furnished with any such valuations or appraisals, nor did Petrie evaluate the solvency or fair value of Contango or Crimson under any state or federal laws relating to bankruptcy, insolvency or similar matters. Additionally, Petrie did not assume any obligation to conduct, nor did it conduct, any physical inspection of the properties or facilities of Contango or Crimson.

For purposes of rendering its opinion, Petrie assumed, in all respects material to its analysis, that the representations and warranties of each party contained in the merger agreement were true and correct, that each party will perform all of the covenants and agreements required to be performed by it under the merger agreement and that all conditions to the consummation of the merger will be satisfied without material waiver or modification thereof. Petrie further assumed that all governmental, regulatory or other consents, approvals or releases necessary for the consummation of the merger will be obtained without any material delay, limitation, restriction or condition that would have an adverse effect on Contango or Crimson or on the consummation of the merger or would materially reduce the benefits of the merger to Contango.

Petrie's opinion relates solely to the fairness, from a financial point of view, of the exchange ratio to Contango. Petrie did not express any view on, and its opinion did not address, the fairness of the proposed merger to, or any consideration received in connection therewith by, the holders of any securities, creditors or other constituencies of Contango, nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Contango, or any class of such persons, whether relative to the exchange ratio or otherwise. Petrie assumed that any modification to the structure of the merger would not vary in any material respect from what was assumed in its analysis. Petrie's advisory services and its opinion were provided for the information and benefit of the Contango board of directors in connection with its consideration of the transactions contemplated by the merger agreement, and its opinion did not constitute a recommendation to any holder of Contango common stock as to how such holder should vote with respect to any of the transactions contemplated by the merger agreement.

Petrie's opinion did not address the relative merits of the merger as compared to any alternative business transaction or strategic alternative that might be available to Contango, nor did it address the underlying business decision of Contango to engage in the merger. Petrie did not solicit, nor was it asked to solicit, proposals from other parties to engage in other transactions with Contango. Petrie was not asked to consider, and its opinion did not address, the tax consequences of the merger to any particular stockholder of Contango, or the prices at which Contango common stock or Crimson common stock will actually trade at any time, including following announcement or consummation of the merger. Petrie did not render any legal, accounting, tax or regulatory advice and understood that Contango relied on other advisors as to legal, accounting, tax and regulatory matters in connection with the merger.

Petrie's opinion was rendered on the basis of conditions in the securities markets and the oil and gas markets as they existed and could be evaluated on April 29, 2013 and the conditions and prospects, financial and otherwise, of Contango and Crimson as they were represented to Petrie as of April 29, 2013 or as they were reflected in the materials and discussions described above. Subsequent developments may affect Petrie's opinion, and Petrie does not have any obligation to update, revise or reaffirm its opinion.

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Set forth below is a summary of the material financial analyses performed and reviewed by Petrie with the Contango board of directors in connection with rendering its oral opinion on April 29, 2013 and the preparation of its written opinion letter dated April 29, 2013. Each analysis was provided to the Contango board of directors. In connection with arriving at its opinion, Petrie considered all of its analyses as a whole, and the order of the analyses described and the results of these analyses do not represent any relative importance or particular weight given to these analyses by Petrie. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data (including the closing prices for the common stock of Contango and Crimson) that existed on April 25, 2013, and is not necessarily indicative of current market conditions.

The following summary of financial analyses includes information presented in tabular format. These tables must be read together with the text of each summary in order to understand fully the financial analyses performed by Petrie. The tables alone do not constitute a complete description of the financial analyses performed by Petrie. Considering the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Petrie's financial analyses.

Reference Value Analyses

Petrie performed a series of analyses to derive a range of implied exchange ratios by utilizing the following methodologies to arrive at per share equity value reference ranges for Contango and Crimson.

Discounted Cash Flow Analysis

Petrie performed a discounted cash flow analysis of Contango's and Crimson's respective projected future cash flows to determine indicative reference values of Contango's and Crimson's respective common stock based on the present value of the future after-tax cash flows expected to be generated from, for Contango, Contango's proved and non-proved reserves based on the Cobb & Associates and Von Gonten reserve reports and Contango's estimates for potential resources and, for Crimson, Crimson's proved reserves based on the NSAI reserve report and Crimson's internal estimates for probable and possible reserves.

Petrie evaluated four scenarios in which the principal variable was oil and gas prices. The four price case scenarios represent long-term potential future benchmark prices per barrel of oil and million British thermal units (MMBtu) of natural gas. Adjustments were made to these prices to reflect location and quality differentials. One scenario was based on New York Mercantile Exchange (NYMEX) 5-year strip pricing as of April 25, 2013 for the calendar years 2013 through 2017, escalated annually at the rate of 3% thereafter. Benchmark prices for the other three scenarios were based on \$80.00, \$90.00, and \$100.00 per barrel of oil, respectively, and \$3.50, \$4.50 and \$5.50 per MMBtu for gas, respectively and were escalated annually starting in 2014 at the rate of 3%. Applying various after-tax discount rates ranging from 8.0% to 40.0%, depending on reserve category and geographic location, to the after-tax cash flows of the proved and non-proved reserve estimates, and adjusting for the present value of future estimated general and administrative expenses, commodity derivative and other assets, long-term debt as of December 31, 2012 and net working capital as of December 31, 2012, as appropriate, Petrie determined the following implied equity value reference ranges per share of Contango and Crimson common stock respectively. Using these implied equity value reference ranges, Petrie calculated a range of implied exchange ratios by dividing the lowest implied per share equity value for Crimson by the highest implied per share equity value for Contango and vice versa.

	NYMEX Strip (April 25, 2013)		\$80.00 Oil & \$3.50 Gas		\$90.00 Oil & \$4.50 Gas		\$100.00 Oil & \$5.50 Gas	
	Low	High	Low	High	Low	High	Low	High
Contango Implied Equity Value \$/Share	\$ 39.37	\$ 43.96	\$ 36.62	\$ 40.95	\$ 41.36	\$ 46.27	\$ 46.60	\$ 52.18
Crimson Implied Equity Value \$/Share	\$ 1.55	\$ 4.00	\$ 1.03	\$ 3.42	\$ 2.18	\$ 4.85	\$ 3.91	\$ 7.03