

Gaines Leah S
 Form 4
 October 03, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Gaines Leah S

(Last) (First) (Middle)
 3700 BUFFALO
 SPEEDWAY, SUITE 925
 (Street)

HOUSTON, TX 77098

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/18/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 | 05/18/2018 | | M | | 1,875 (1) \$ 10.01 (1) | D | |
| Common Stock, par value \$0.01 | 05/18/2018 | | F | | 719 (1) \$ 26.1 (1) | D | |
| Common Stock, par value \$0.01 | 06/28/2018 | | M | | 3,750 (2) \$ 10.01 (2) | D | |
| Common Stock, par | 06/28/2018 | | F | | 1,564 (2) \$ 24 (2) | D | |

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value \$0.01

| | | | | | | | |
|--------------------------------------|------------|---|---------------------|---|---------------------------|--------|---|
| Common Stock, par value \$0.01 | 09/25/2018 | M | 1,875 <u>(3)</u> | A | \$ 10.01 <u>(3)</u> | 55,170 | D |
|--------------------------------------|------------|---|---------------------|---|---------------------------|--------|---|

| | | | | | | | |
|--------------------------------------|------------|---|----------------|---|---------------------|--------|---|
| Common Stock, par value \$0.01 | 09/25/2018 | F | 816 <u>(3)</u> | D | \$ 23 <u>(3)</u> | 54,354 | D |
|--------------------------------------|------------|---|----------------|---|---------------------|--------|---|

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 10.01 | 05/18/2018 | | M | 1,875 | <u>(1)</u> 09/25/2018 | Common Stock | 1,875 | |
| Stock Option (right to buy) | \$ 10.01 | 06/28/2018 | | M | 3,750 | <u>(2)</u> 09/25/2018 | Common Stock | 3,750 | |
| Stock Option (right to buy) | \$ 10.01 | 09/25/2018 | | M | 1,875 | <u>(3)</u> 09/25/2018 | Common Stock | 1,875 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Gaines Leah S
3700 BUFFALO SPEEDWAY
SUITE 925
HOUSTON, TX 77098

Chief Financial Officer

Signatures

/s/ Leah Gaines

10/03/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On May 18, 2018, the reporting person received 1,156 shares of Common Stock upon the net exercise of 1,875 of the reporting person's stock options. The reporting person forfeited 719 shares of Common Stock underlying the stock options in payment of the exercise price resulting from the exercise, using the closing price on May 17, 2018 of \$26.10.

(2) On June 28, 2018, the reporting person received 2,186 shares of Common Stock upon the net exercise of 3,750 of the reporting person's stock options. The reporting person forfeited 1,564 shares of Common Stock underlying the stock options in payment of the exercise price resulting from the exercise, using the closing price on June 28, 2018 of \$24.00.

(3) On September 25, 2018, the reporting person received 1,059 shares of Common Stock upon the net exercise of 1,875 of the reporting person's stock options. The reporting person forfeited 816 shares of Common Stock underlying the stock options in payment of the exercise price resulting from the exercise, using the closing price on September 25, 2018 of \$23.00.

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

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