

Contango ORE, Inc.  
Form 4/A  
December 14, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
JUNEAU JOHN B

(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)  
09/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/08/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01  | 09/30/2016                           |  | G                              | 1,000 D   | \$ 0 (1) 174,898  | D  |   |
| Common Stock, par value \$0.01  | 10/31/2016                           |  | G                              | 1,000 D   | \$ 0 (1) 173,898  | D  |   |
| Common Stock, par value \$0.01  | 10/28/2016                           |  | A                              | 41,667 A  | \$ 9 (2) 147,234 (4)  | I  | By J5D Enterprises, LP, formerly J4D                  |

|   |            |   |        |   |                    |                       |   |  |
|---|------------|---|--------|---|--------------------|-----------------------|---|--|
| Common<br>Stock, par<br>value<br>\$0.01 | 11/07/2016 | A | 41,667 | A | <u>\$ 9</u><br>(2) | 83,334 <sup>(5)</sup> | I | Enterprises<br>LP<br><br>By Juneau<br>Exploration,<br>L.P. |
|---|------------|---|--------|---|--------------------|-----------------------|---|--|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |  |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |  |
| Warrant<br>(Right to<br>Buy)                        | \$ 10  | 10/28/2016                              |   | M                                    | 41,667   | 09/22/2013 03/22/2018  | Common<br>Stock   | 41,667                              |  |
| Warrant<br>(Right to<br>Buy)                        | \$ 10  | 11/07/2016                              |   | M                                    | 41,667   | 09/22/2013 03/22/2018  | Common<br>Stock   | 41,667                              |  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 10  |   |   |                                      |  | <sup>(3)</sup> 12/07/2017                                      | Common<br>Stock   | 75,000                              |  |

## Reporting Owners

| Reporting Owner Name / Address          | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| JUNEAU JOHN B<br>3700 BUFFALO SPEEDWAY, | X             |           | President and CEO |       |

SUITE 925  
HOUSTON, TX 77098

## Signatures

/s/ John B.  
Juneau

12/14/2016

\*\*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) The shares disposition was a charitable donation.
- (2) The original warrants were exercised for cash at \$9 per share as part of a private placement offering, opened through November 15, 2016 and shares of common stock were issued.
- (3) The options are fully vested.
- (4) This number represents the amount of common stock owned by J5D Enterprises, LP.
- (5) This number represents the amount of common stock owned by Juneau Exploration, LP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.