

CRIMSON EXPLORATION INC.

Form 4

October 31, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
OCM Crimson Holdings, LLC

2. Issuer Name **and** Ticker or Trading
Symbol
CRIMSON EXPLORATION INC.
[CXPO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
333 SOUTH GRAND AVENUE,
28TH FLOOR,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2013

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

LOS ANGELES, CA 90071

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

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

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/01/2013		D		15,537,344	D	11 0
						I	See Footnotes (2) (3) (4) (5) (6) (7)

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

**Persons who respond to the collection of
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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCM Crimson Holdings, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OCM Principal Opportunities Fund IV, LP 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OCM Principal Opportunities Fund IV GP, LP 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OCM Principal Opportunities Fund IV GP LTD 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X	X		

Signatures

See Signatures included in
Exhibit 99.1

10/31/2013

____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).

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- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 29, 2013, among Contango Oil & Gas Company ("Contango"), Contango Acquisition, Inc. ("Merger Sub") and Crimson Exploration Inc. ("Crimson"), Merger Sub merged with and into Crimson (the "Merger"), with Crimson surviving the Merger and continuing as a wholly-owned subsidiary of Contango. Upon the October 1, 2013 closing of the Merger, each share of Crimson common stock was cancelled and converted into the right to receive .08288 shares of Contango common stock.
- (1) OCM GW Holdings, LLC ("OCM GW") directly owned 15,535,878 shares of Common Stock, and OCM Crimson Holdings, LLC ("OCM Crimson") directly owned 1,466 shares of Common Stock prior to the Merger. This Form 4 is also being filed by: (i) OCM Principal Opportunities Fund III, L.P. ("POF III"), in its capacity as the managing member of OCM GW and, therefore, has investment and voting control over the shares held by OCM GW; (ii) OCM Principal Opportunities Fund III GP, L.P. ("POF III GP"), in its capacity as the general partner of POF III;
- (2) (iii) Oaktree Fund GP I, L.P. ("GP I"), in its capacity as the managing member of POF III GP and sole shareholder of Crimson GP (defined below); (iv) Oaktree Capital I, L.P. ("Capital I"), in its capacity as the general partner of GP I; (v) OCM Holdings I, LLC ("Holdings I"), in its capacity as the general partner of Capital I; (vi) OCM Principal Opportunities Fund IV, L.P. (the "Oaktree Crimson Fund"), in its capacity as the managing member of OCM Crimson and, therefore, has investment and voting control over the shares held by OCM Crimson; (vii) OCM Principal Opportunities Fund IV GP, L.P. (the "Crimson Fund GP"), in its capacity as the general partner of the Oaktree Crimson Fund; and (viii) OCM Principal Opportunities Fund IV GP, Ltd. ("Crimson GP"), in its capacity as the general partner of the Crimson Fund GP.
- (3) This Form 4 is also being filed by: (i) Oaktree Holdings, LLC ("Holdings"), in its capacity as the managing member of Holdings I; (ii) Oaktree Capital Group, LLC ("OCG"), in its capacity as the managing member of Holdings; (iii) Oaktree Capital Group Holdings, L.P. ("OCGH"), in its capacity as the holder of a majority of the voting units of OCG; and (iv) Oaktree Capital Group Holdings GP, LLC ("OCGH GP," and together with OCM GW, OCM Crimson, POF III, POF III GP, GP I, Capital I, Holdings I, Oaktree Crimson Fund, Crimson Fund GP, Crimson GP, Holdings, OCG and OCGH, each a "Reporting Person" and collectively, the "Reporting Persons") in its capacity as the general partner of OCGH. Information with respect to each Reporting Person is given solely by such Reporting Person, and no such Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (4) Total holdings included shares acquired in connection with stock dividends exempt pursuant to Rule 16a-9.
- (5) Each Reporting Person disclaims beneficial ownership of all shares reported herein except to the extent of their respective pecuniary interest therein and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any shares covered by this Form 4.
- (6) OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, John B. Frank, David M. Kirchheimer, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan and Kevin L. Clayton (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed indirect beneficial owners of the securities reported herein. Except to the extent of their respective pecuniary interest, each OCGH GP Member disclaims beneficial ownership of the securities reported herein and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of any securities covered by this Form 4.
- (7)

Remarks:

This Form 4 is being filed in two parts due to the large number of reporting persons. This filing is filed by the following Reporting Person:

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.