

CRIMSON EXPLORATION INC.

Form S-8 POS

October 02, 2013

As filed with the Securities and Exchange Commission on October 2, 2013

Registration No. 333-155532

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**CRIMSON EXPLORATION INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**20-3037840**  
**(I.R.S. Employer**  
**Identification Number)**

**717 Texas Avenue, Suite 2900**

**Houston, Texas 77002**

**(Address of Principal Executive Offices)**

**AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN**

**(Full Title of the Plan)**

| <b>Name, Address and Telephone</b>             | <b>Copy of Communications to:</b> |
|--|-----------------------------------|
| <b>Number of Agent for Service:</b>            |                                   |
| <b>John A. Thomas</b>                          | <b>James M. Prince</b>            |
| <b>General Counsel and Corporate Secretary</b> | <b>Vinson &amp; Elkins L.L.P.</b> |
| <b>717 Texas Avenue, Suite 2900</b>            | <b>1001 Fannin, Suite 2500</b>    |
| <b>Houston, Texas 77002</b>                    | <b>Houston, Texas 77002-6760</b>  |
| <b>(713) 236-7400</b>                          | <b>(713) 758-2222</b>             |

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

|  |   |
|--|---|
| Large accelerated filer <input type="checkbox"/>   | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/>    |

### DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this Post-Effective Amendment ) relates to the registration statement of Crimson Exploration Inc. ( Crimson ) on Form S-8 (File No. 333-155532) filed with the Securities and Exchange Commission (the SEC ) and declared effective by the SEC on November 20, 2008 (the Registration Statement ), which registered 1,000,000 shares of Crimson common stock, par value \$0.001 per share ( Common Stock ), under Crimson 's Amended and Restated 2005 Stock Incentive Plan.

Crimson entered into an Agreement and Plan of Merger (the Merger Agreement ) with Contango Oil & Gas Company, a Delaware corporation ( Contango ), and Contango Acquisition, Inc., a Delaware corporation ( Merger Sub ). Pursuant to the Merger Agreement, on October 1, 2013, Merger Sub merged with and into Crimson (the Merger ), with Crimson continuing as the surviving corporation as a wholly-owned subsidiary of Contango. Upon completion of the Merger, each outstanding share of Crimson common stock was converted into the right to receive 0.08288 shares of Contango common stock.

As a result of the Merger, Crimson has terminated any and all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, Crimson hereby terminates the effectiveness of the Registration Statement and, in accordance with an undertaking made by Crimson in Part II of the Registration Statement to remove from registration by means of a post-effective amendment any of the securities registered which remain unsold at the termination of the offering, removes from registration any and all Common Stock registered but unsold under the Registration Statement as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 2nd day of October, 2013.

**CRIMSON EXPLORATION INC.**

By: /s/ E. Joseph Grady  
 Name: E. Joseph Grady  
 Title: Senior Vice President & Chief  
 Financial Officer

Pursuant to the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated and on the 2nd day of October, 2013.

| <b>Signature</b>                         | <b>Title</b>   |                 |
|--|--|-----------------|
| /s/ Allan D. Keel<br>Allan D. Keel       | President, Chief Executive Officer<br>and Director   | October 2, 2013 |
| /s/ E. Joseph Grady<br>E. Joseph Grady   | Senior Vice President and<br>Chief Financial Officer | October 2, 2013 |
| /s/ B. James Ford<br>B. James Ford       | Director   | October 2, 2013 |
| /s/ Lon McCain<br>Lon McCain             | Director   | October 2, 2013 |
| /s/ Lee B. Backsen<br>Lee B. Backsen     | Director   | October 2, 2013 |
| /s/ Adam C. Pierce<br>Adam C. Pierce     | Director   | October 2, 2013 |
| /s/ Cassidy J. Traub<br>Cassidy J. Traub | Director   | October 2, 2013 |
| /s/ Ni Zhaoxing<br>Ni Zhaoxing           | Director   | October 2, 2013 |