

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GOFF JOHN C</u>  (Last) (First) (Middle) <u>500 COMMERCE STREET</u>  (Street) <u>FORT WORTH TX 76102</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mid-Con Energy Partners, LP [ MCEP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/21/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Units	01/21/2021		D		25,900	D	\$0.00 <sup>(10)</sup>	0	I	See footnote <sup>(1)</sup>
Common Units	01/21/2021		D		8,000	D	\$0.00 <sup>(10)</sup>	0	I	See footnote <sup>(2)</sup>
Common Units	01/21/2021		D		1,736,403	D	\$0.00 <sup>(10)</sup>	0	I	See footnote <sup>(3)</sup>
Common Units	01/21/2021		D		2,724,753	D	\$0.00 <sup>(10)</sup>	0	I	See footnote <sup>(4)</sup>
Common Units	01/21/2021		D		1,616,713	D	\$0.00 <sup>(10)</sup>	0	I	See footnote <sup>(5)</sup>
Common Units	01/21/2021		D		419,193	D	\$0.00 <sup>(10)</sup>	0	I	See footnote <sup>(6)</sup>
Common Units	01/21/2021		D		1,397,309	D	\$0.00 <sup>(10)</sup>	0	I	See footnote <sup>(7)</sup>
Common Units	01/21/2021		D		149,690	D	\$0.00 <sup>(10)</sup>	0	I	See footnote <sup>(8)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Units	(9)	01/21/2021		D			41,000	(9)	(9)	Common Units	41,000	\$0.00 <sup>(10)</sup>	0	D	

1. Name and Address of Reporting Person* <u>GOFF JOHN C</u>  (Last) (First) (Middle) <u>500 COMMERCE STREET</u>  (Street) <u>FORT WORTH TX 76102</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Goff MCEP Holdings, LLC</u>  (Last) (First) (Middle)

500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Goff MCEP II LP](#)

(Last) (First) (Middle)  
500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Goff REN Holdings, LLC](#)

(Last) (First) (Middle)  
500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Goff REN Holdings II, LLC](#)

(Last) (First) (Middle)  
500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Goff Focused Energy Strategies LP](#)

(Last) (First) (Middle)  
500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Goff Family Foundation](#)

(Last) (First) (Middle)  
500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Goff Family Investments, LP](#)

(Last) (First) (Middle)  
500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[John C. Goff 2010 Family Trust](#)

(Last) (First) (Middle)

500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Goff Travis](#)

(Last) (First) (Middle)

500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

**Explanation of Responses:**

1. These common units ("Common Units") representing a limited partner interest in Mid-Con Energy Partners, LP ("Mid-Con") are directly held by the John C. Goff 2010 Family Trust (the "Trust"). John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Common Units held by the Trust.
2. These Common Units are directly held by Goff Family Investments, LP ("Goff Investments"). Goff Capital, Inc. ("Goff Capital") is the general partner of Goff Investments and, as such, it may be deemed to beneficially own the Common Units held by Goff Investments. The Trust is the controlling shareholder of Goff Capital and, as such, it may be deemed to beneficially own the Common Units held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.
3. These Common Units are directly held by Goff MCEP Holdings, LLC ("Goff MCEP Holdings"). Goff Capital is the manager of Goff MCEP Holdings, and, as such, it may be deemed to beneficially own the Common Units held by Goff MCEP Holdings. The Trust is the controlling shareholder of Goff Capital, and, as such, it may be deemed to beneficially own the Common Units held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Common Units held by the Trust.
4. These Common Units are directly held by Goff MCEP II, LP ("Goff MCEP II"). GFS MCEP GP, LLC ("GFS MCEP") is the general partner of Goff MCEP II and, as such, it may be deemed to beneficially own the Common Units held by Goff MCEP II. GFS Management, LLC ("GFS Management") is the managing member of GFS MCEP and, as such, it may be deemed to beneficially own the Common Units held by GFS MCEP. Goff Focused Strategies LLC ("GFS") is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Common Units held by GFS Management. GFT Strategies, LLC ("GFT") is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Common Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Common Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Common Units held by the Trust.
5. These Common Units are directly held by Goff REN Holdings, LLC ("Goff REN"). GFS REN GP, LLC ("GFS REN") is the managing member of Goff REN and, as such, it may be deemed to beneficially own the Common Units held by Goff REN. GFS Management is the managing member of GFS REN and, as such, it may be deemed to beneficially own the Common Units held by GFS REN. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Common Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Common Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Common Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Common Units held by the Trust.
6. These Common Units are directly held by Goff REN Holdings II, LLC ("Goff REN II"). GFS REN is the managing member of Goff REN II and, as such, it may be deemed to beneficially own the Common Units held by Goff REN II. GFS Management is the managing member of GFS REN and, as such, it may be deemed to beneficially own the Common Units held by GFS REN. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Common Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Common Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Common Units held by the Trust.
7. These Common Units are directly held by Goff Focused Energy Strategies, LP ("Goff Energy"). GFS Energy GP, LLC ("GFS Energy") is the general partner of Goff Energy and, as such, it may be deemed to beneficially own the Common Units held by Goff Energy. GFS Management is the managing member of GFS Energy and, as such, it may be deemed to beneficially own the Common Units held by GFS Energy. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Common Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Common Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Common Units held by the Trust.
8. These Common Units are directly held by the Goff Family Foundation ("Family Foundation"). John C. Goff is the sole board member of the Family Foundation and, as such, he may be deemed to beneficially own the Common Units held by the Family Foundation.
9. On October 23, 2020, Travis Goff received an equity award of 41,000 phantom units of Mid-Con Energy Partners, LP ("Phantom Units"), convertible on a one-for-one basis into Common Units, issued under the Mid-Con Energy Partners, LP Long-Term Incentive Program. Subject to certain acceleration provisions, the Phantom Units vest on the earlier of (a) the twelve (12) month anniversary of the date of the grant and (b) the date of the annual meeting of unitholders next following the date of the grant. The Phantom Units do not have an expiration date.
10. On October 25, 2020, the Contango, Michael Merger Sub LLC, a Delaware limited liability company and a wholly-owned, direct subsidiary of Contango ("Merger Sub"), Mid-Con, and Mid-Con Energy GP, LLC, a Delaware limited liability company and the general partner of Mid-Con, entered into an Agreement and Plan of Merger that provides for, among other things, the merger of Merger Sub with and into Mid-Con (the "Merger"), with Merger Sub surviving as a wholly owned, direct subsidiary of Contango. At the effective time of the Merger, each outstanding Common Unit in Mid-Con was converted into the right to receive 1.7500 shares of Common Stock of Contango in consideration for each Common Unit that such holder owned immediately prior to the effective time of the Merger.

**Remarks:**

[John C. Goff](#) [01/22/2021](#)  
[Goff MCEP Holdings, LLC,](#)  
[By: Goff Capital, Inc., the](#) [01/22/2021](#)  
[manager, By John C. Goff,](#)  
[Chief Executive Officer](#)  
[Goff MCEP II, LP, By: GFS](#)  
[MCEP GP, LLC, the general](#) [01/22/2021](#)  
[partner, By John C. Goff, Chief](#)  
[Executive Officer](#)  
[Goff REN Holdings, LLC, By:](#)  
[GFS REN GP, LLC, the](#) [01/22/2021](#)  
[manager, By John C. Goff,](#)  
[Chief Executive Officer](#)  
[Goff REN Holdings II, LLC,](#)  
[By: GFS REN GP, LLC, the](#) [01/22/2021](#)  
[manager, By John C. Goff,](#)  
[Chief Executive Officer](#)  
[Goff Focused Energy](#)  
[Strategies, LP, By: GFS Energy](#)  
[GP, LLC, the general partner,](#) [01/22/2021](#)  
[By John C. Goff, Chief](#)  
[Executive Officer](#)  
[Goff Family Foundation, By:](#) [01/22/2021](#)

John C. Goff, Sole board member  
Goff Family Investments, LP,  
By: Goff Capital, Inc., the 01/22/2021  
general partner, By John C.  
Goff, Chief Executive Officer  
John C. Goff 2010 Family  
Trust, By: John C. Goff, 01/22/2021  
Trustee  
Travis Goff 01/22/2021  
\*\* Signature of Reporting Person      Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**