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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 6, 2015

VAALCO Energy, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32167
(Commission
File Number)

76-0274813
(IRS Employer
Identification No.)

9800 Richmond Avenue, Suite 700
Houston, Texas
(Address of principal executive offices)

77042
(Zip Code)

Registrant's telephone number, including area code: (713) 623-0801

Not Applicable
(Former Name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On November 6, 2015, VAALCO Energy, Inc. (the "Company") issued a press release urging the Company's stockholders to refrain from taking any action at this time in respect of the announced consent solicitation by Group 42, Inc., Bradley L. Radoff and certain affiliates of such persons. A copy of the press release issued by the Company is filed herewith as Exhibit 99.1 and is incorporated herein by reference in its entirety.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release of VAALCO Energy, Inc. dated November 6, 2015

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VAALCO Energy, Inc.
(Registrant)

Date: November 6, 2015

By: /s/ Eric J. Christ
Eric J. Christ
Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release of VAALCO Energy, Inc. dated November 6, 2015



**VAALCO Energy to Review Group 42 and
Bradley Radoff Consent Solicitation Materials**

No Stockholder Action Required at this Time

HOUSTON – NOVEMBER 6, 2015 – VAALCO Energy, Inc. (NYSE: EGY) today confirmed that a stockholder group consisting of Group 42, Inc. (“Group 42”) as well as Bradley L. Radoff, together with other participants (collectively, the “Group 42–BLR Group”) has filed notice of its intent to solicit consents to remove and replace four duly elected members of VAALCO’s Board of Directors and replace them with Group 42–BLR Group’s nominees.

The Company issued the following statement in response to Group 42–BLR Group’s filing of consent solicitation materials:

“We are committed to acting in the best interests of the Company and all VAALCO stockholders. Consistent with that commitment, the Board and Management team are focused on executing a strategic plan to drive enhanced stockholder value in a challenging environment for the oil and gas industry.

VAALCO’s Board of Directors is composed of seven highly qualified directors, six of whom are independent. VAALCO regularly reviews the skills, experience and overall composition of the Board and has added two new independent directors in the past year and four in the past five years. Together, VAALCO’s Board possesses the range of industry, management, financial and business development expertise necessary for overseeing VAALCO’s business.”

VAALCO urges all VAALCO stockholders to refrain from taking any action (including returning any consent card sent by the Group 42–BLR Group) at this time. VAALCO’s Board of Directors, in consultation with its financial and legal advisors, is reviewing Group 42–BLR Group’s solicitation materials. VAALCO’s Board of Directors will advise VAALCO stockholders of its recommendation regarding the Group 42–BLR Group’s solicitation in due course.

Vinson & Elkins L.L.P. is serving as legal counsel to the Company.

VAALCO stockholders with questions may contact the Company’s proxy solicitor, D.F. King & Co., Inc., (212) 269-5550.

About VAALCO

VAALCO Energy, Inc. is a Houston based independent energy company principally engaged in the acquisition, exploration, development and production of crude oil. VAALCO's strategy is to increase reserves and production through the exploration and exploitation of oil and natural gas properties with high emphasis on international opportunities. The Company's properties and exploration acreage are located primarily in Gabon, Angola and Equatorial Guinea in West Africa.

Additional Information

In connection with the consent solicitation initiated by the Group 42-BLR Group, the Company may file a consent revocation statement and other documents regarding the proposals of the Group 42-BLR Group with the SEC and may mail a consent revocation statement and a consent revocation card to each stockholder of record entitled to deliver a written consent with respect to the proposals of the Group 42-BLR Group. STOCKHOLDERS ARE ENCOURAGED TO READ ANY CONSENT REVOCATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

The Company, its directors and executive officers may be deemed to be participants in the solicitation of consent revocations in connection with the proposals of the Group 42-BLR Group. Information regarding the names of the Company's participants and their respective interests in the Company by security holdings or otherwise is set forth in the proxy statement for the Company's 2015 Annual Meeting of Stockholders as filed with the SEC on Schedule 14A on April 16, 2015. To the extent names of the Company's directors and executive officers and their holdings in the Company's securities have changed since the 2015 proxy statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Additional information can also be found in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 16, 2015 and in the Company's Quarterly Reports on Form 10-Q for the first two quarters of the fiscal year ending December 31, 2015 filed with the SEC on May 7, 2015 and August 6, 2015, respectively. Additional information regarding the interests of the Company's participants in any solicitation of consent revocations in connection with the proposals of the Group 42-BLR Group and other relevant materials, if any, will be filed with the SEC when they become available.

These documents, including any consent revocation statement (and amendments or supplements thereto) and other documents filed by the Company with the SEC, are or will be available for no charge at the SEC's website at www.sec.gov and at the Company's investor relations website at vaalco.investorroom.com. Copies may also be obtained by contacting the Company by mail at 9800 Richmond, Suite 700, Houston, Texas 77042, Attention: Corporate Secretary or by telephone at (713) 623-0801.

Other Information

This news release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are those concerning VAALCO's plans, expectations, and objectives for future drilling, completion and other operations and activities. All statements, other than statements of historical facts, included in this news release that address activities, events or developments that VAALCO expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements include expected capital expenditures, future drilling plans, prospect evaluations, liquidity, negotiations with governments and third parties, expectations regarding processing facilities, and reserve growth. These statements are based on assumptions made by VAALCO based on its experience, perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond VAALCO's control. These risks include, but are not limited to, oil and gas price volatility, inflation, general economic conditions, the Company's success in discovering, developing and producing reserves, lack of availability of goods, services and capital, environmental risks, drilling risks, foreign operational risks, and regulatory changes. These and other risks are further described in VAALCO's annual report on Form 10-K for the year ended December 31, 2014, subsequent quarterly reports on Form 10-Q, and other reports filed with the SEC, which can be reviewed at <http://www.sec.gov>, or which can be received by contacting VAALCO at 9800 Richmond Avenue, Suite 700, Houston, Texas 77042, (713) 623-0801. Investors are cautioned that forward-looking statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements. VAALCO disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. VAALCO assumes no obligation to update any forward-looking statement as of any future date.

Investor Contacts

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