
**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): July 28, 2016

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))

Item 7.01 Regulation FD.

On August 1, 2016, the Company issued a press release announcing the execution of the Asset Sale and Purchase Agreement with Sojitz Etame Limited, as described in Item 8.01 below. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information set forth in the attached Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On July 28, 2016, the Company’s wholly owned subsidiary, VAALCO Gabon (Etame), Inc. (“VAALCO Gabon”), entered into an Asset Sale and Purchase Agreement with Sojitz Etame Limited (“Sojitz”), pursuant to which VAALCO Gabon agreed to acquire all of Sojitz’ approximately 3.2% participating interest in the Etame Marin Block G4-160, located in the offshore waters of the Republic of Gabon. The acquisition would supplement VAALCO Gabon’s existing 30.35% participating interest in the Etame Marin Block G4-160. The acquisition is subject to certain customary consents and approvals.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated August 1, 2016

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: August 2, 2016

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

Exhibit Index

Exhibit Number	Description
99.1	Press Release, dated August 1, 2016



**VAALCO ENERGY ANNOUNCES ACQUISITION OF
ADDITIONAL WORKING INTEREST IN THE
ETAME MARIN PERMIT OFFSHORE GABON**

HOUSTON – AUGUST 1, 2016 – VAALCO Energy, Inc. (NYSE: EGY) today announced that it has signed a purchase and sale agreement to acquire an additional 3.23% participating interest in the Etame Marin Permit located offshore of the Republic of Gabon from Sojitz Etame Limited, which represents the full interest owned by Sojitz in the concession. The transaction has an effective date of August 1, 2016.

VAALCO is operator of and, prior to the acquisition, owned a 30.35% participating interest (28.1% working interest) in the fields in the Etame Marin block which encompasses approximately 28,700 gross acres in shallow water. There are four production platforms and nine wells currently producing in the concession, including three subsea well tiebacks. Production from the fields averaged about 19,000 barrels of oil per day in the second quarter of 2016 and over 93 million barrels of oil have been produced since production commenced in 2002. This acquisition is expected to boost VAALCO's net production by nearly 11%, effective as of August 1, 2016.

The transaction is expected to close within 90 days, subject to customary closing conditions. The Company intends to fund the acquisition with the additional \$5 million loan capacity available under the new term loan agreement announced in early July with the International Finance Corporation (IFC), subject to their approval, and with cash on hand.

Steve Guidry, VAALCO's Chief Executive Officer commented, "We are very pleased to increase our participating interest in our flagship producing asset in offshore Gabon to 33.58%. VAALCO, operator of the Etame Marin block, drilled the first discovery in the field in 1997, so our technical team knows the area extremely well. We believe it has significant upside potential remaining. We have identified at least 17 future drilling opportunities we can pursue when prices recover that we estimate could include about 65 million barrels of gross unrisks recoverable contingent resources."

Guidry continued, "This is an ideal acquisition for us as it is anticipated to increase our production by nearly 11% and not require any additional staffing or

cash overhead costs to assimilate into the Company. One of the goals of our strategic review process we announced earlier this year was to seek opportunities to grow the Company in a cost effective manner to enhance shareholder value and we believe this acquisition fits perfectly within that strategy.”

About VAALCO

VAALCO Energy, Inc. is a Houston-based independent energy company principally engaged in the acquisition, exploration, development and production of crude oil. The Company's properties and exploration acreage are located primarily in Gabon, Equatorial Guinea and Angola in West Africa.

This news release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are those concerning VAALCO's plans, expectations, and objectives for the purchase and sale agreement with Sojitz, the timing and completion of the purchase of assets from Sojitz, liquidity and capital resources, future drilling, completion, workover and other operations and activities. All statements, other than statements of historical facts, included in this 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 may include the completion and timing of the purchase of assets from Sojitz, 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, the risk that the purchase of assets from Sojitz may not be consummated, or may not be consummated in a timely manner, 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, 2015, subsequent quarterly reports on Form 10-Q, and other reports filed with the SEC. 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.

Investor Contact

Al Petrie

Investor Relations Coordinator

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