
**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): August 9, 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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

The common stock of VAALCO Energy, Inc. (the “Company”) is listed and traded on the New York Stock Exchange (the “NYSE”). On August 9, 2016, the Company received a notice from the NYSE (the “NYSE Notice”) that it was not in compliance with the NYSE’s continued listing standards set forth in Section 802.01C of the NYSE Listed Company Manual, which require the average closing price of the Company’s common stock to be at least \$1.00 per share over a consecutive 30-trading-day period. As of August 5, 2016, the 30 trading-day average closing price of the Company’s common stock was \$0.99 per share.

Upon receipt of the notice of non-compliance from the NYSE, the Company became subject to the procedures set forth in Section 802.01C of the NYSE Listed Company Manual. As required by the NYSE, the Company will respond, acknowledging the notification, within 10 days following receipt of the notice. Under NYSE rules, the Company has six months from receipt of the notice to regain compliance with the minimum share price rule. The Company expects its common stock will continue to be listed and traded on the NYSE during this period, subject to the Company’s continued compliance with the NYSE’s other continued listing standards.

The NYSE Notice does not affect the Company’s business operations or trigger any violation of its material debt or other obligations. The Company expects to continue to file periodic and certain other reports with the SEC as required by federal securities laws.

Item 7.01 Regulation FD Disclosure.

On August 12, 2016, the Company issued a press release announcing that it had received the NYSE Notice, as described above in Item 3.01. The press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K. The information included in this Current Report on Form 8-K under Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities of that Section, unless the registrant specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated August 12, 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 12, 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 12, 2016



VAALCO ENERGY RECEIVES CONTINUED LISTING STANDARD NOTICE FROM NYSE

HOUSTON – AUGUST 12, 2016 – VAALCO Energy, Inc. (NYSE: EGY) announced today that it had received notification on August 9, 2016, from the New York Stock Exchange (“NYSE”) that the price of the Company’s common stock has fallen below the NYSE’s continued listing standard. The NYSE requires that the average closing price of a listed company’s common stock not be less than \$1.00 per share for a period of over 30 consecutive trading days.

Under NYSE rules, the Company can avoid delisting if, during the six month period following receipt of the NYSE notice and on the last trading day of any calendar month, the Company’s common stock price per share and 30 trading-day average share price is at least \$1.00. During this period, the Company’s common stock will continue to be traded on the NYSE, subject to compliance with other continued listing requirements.

The NYSE notification does not affect the Company’s business operations or its SEC reporting requirements and does not conflict with or cause an event of default under any of the Company’s material debt or other agreements.

The Company will be notifying the NYSE of its intent to regain compliance with the NYSE continued listing standards within the six-month period. The Company is committed to working with the NYSE to regain compliance and maintain the listing of its common stock.

Other Information

Certain statements in this news release regarding future expectations and plans for future activities may be regarded as “forward looking statements” within the meaning of the Securities Litigation Reform Act. They are subject to various risks, such as financial market conditions, changes in commodities prices and costs of drilling and completion, operating hazards, drilling risks, and the inherent uncertainties in interpreting engineering data relating to underground accumulations of oil and gas, as well as other risks discussed in detail in the Company’s Annual Report on Form 10-K and other filings with the Securities and Exchange Commission. Although the Company believes that the expectations

reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct.

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.

Investor Contact

Al Petrie

Investor Relations Coordinator

713-543-3422
