

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

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 3)<sup>1</sup>

VAALCO Energy, Inc.

(Name of Issuer)

Common Stock, \$0.10 par value per share

(Title of Class of Securities)

91851C201

(CUSIP Number)

PAUL A. BELL  
GROUP 42, INC.  
312 Pearl Pkwy., CIA Building II, Suite 2403  
San Antonio, TX 78215  
(210) 824-1735

CARMELO M. GORDIAN  
ANDREWS KURTH LLP  
111 Congress Avenue, Suite 1700  
Austin, TX 78701  
(512) 320-9200

STEVE WOLOSKY, ESQ.  
OLSHAN FROME WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 20, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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|   |  |                                       |
|---|--|---------------------------------------|
| 1   | NAME OF REPORTING PERSON<br>Group 42, Inc.   |                                       |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                       |
| 3   | SEC USE ONLY   |                                       |
| 4   | SOURCE OF FUNDS<br>WC  |                                       |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                       |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>DELAWARE   |                                       |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>- 0 -            |
|   | 8  | SHARED VOTING POWER<br>2,499,692      |
|   | 9  | SOLE DISPOSITIVE POWER<br>- 0 -       |
|   | 10   | SHARED DISPOSITIVE POWER<br>2,499,692 |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,499,692  |                                       |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                       |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>4.29%  |                                       |
| 14  | TYPE OF REPORTING PERSON<br>CO   |                                       |

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON<br>Paul A. Bell   |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| 3   | SEC USE ONLY   |  |
| 4   | SOURCE OF FUNDS<br>AF  |  |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |  |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>USA  |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER<br>- 0 -             |
|   | 8  | SHARED VOTING POWER<br>2,499,692*      |
|   | 9  | SOLE DISPOSITIVE POWER<br>- 0 -        |
|   | 10   | SHARED DISPOSITIVE POWER<br>2,499,692* |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,499,692*   |  |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |  |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>4.29%  |  |
| 14  | TYPE OF REPORTING PERSON<br>IN   |  |

\* The reported securities are held directly by Group 42, Inc. Mr. Bell is the controlling stockholder, a member of the board of directors, the President and the Chief Executive Officer of Group 42, Inc. and exercises indirect voting and investment control over these securities. Mr. Bell disclaims beneficial ownership of these shares of the Issuer's common stock except to the extent of any pecuniary interest therein.

|   |  |                                     |
|---|--|-------------------------------------|
| 1   | NAME OF REPORTING PERSON<br>BLR Partners LP  |                                     |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                     |
| 3   | SEC USE ONLY   |                                     |
| 4   | SOURCE OF FUNDS<br>WC  |                                     |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                     |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>TEXAS  |                                     |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>1,951,095      |
|   | 8  | SHARED VOTING POWER<br>- 0 -        |
|   | 9  | SOLE DISPOSITIVE POWER<br>1,951,095 |
|   | 10   | SHARED DISPOSITIVE POWER<br>- 0 -   |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>1,951,095  |                                     |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                     |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>3.3%   |                                     |
| 14  | TYPE OF REPORTING PERSON<br>PN   |                                     |

|   |  |                                     |
|---|--|-------------------------------------|
| 1   | NAME OF REPORTING PERSON<br>BLRPart, LP  |                                     |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                     |
| 3   | SEC USE ONLY   |                                     |
| 4   | SOURCE OF FUNDS<br>AF  |                                     |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                     |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>TEXAS  |                                     |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>1,951,095      |
|   | 8  | SHARED VOTING POWER<br>- 0 -        |
|   | 9  | SOLE DISPOSITIVE POWER<br>1,951,095 |
|   | 10   | SHARED DISPOSITIVE POWER<br>- 0 -   |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>1,951,095  |                                     |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                     |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>3.3%   |                                     |
| 14  | TYPE OF REPORTING PERSON<br>PN   |                                     |

|   |  |                                     |
|---|--|-------------------------------------|
| 1   | NAME OF REPORTING PERSON<br>BLRGP Inc.   |                                     |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                     |
| 3   | SEC USE ONLY   |                                     |
| 4   | SOURCE OF FUNDS<br>AF  |                                     |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                     |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>TEXAS  |                                     |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>1,951,095      |
|   | 8  | SHARED VOTING POWER<br>- 0 -        |
|   | 9  | SOLE DISPOSITIVE POWER<br>1,951,095 |
|   | 10   | SHARED DISPOSITIVE POWER<br>- 0 -   |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>1,951,095  |                                     |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                     |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>3.3%   |                                     |
| 14  | TYPE OF REPORTING PERSON<br>CO   |                                     |

|   |  |                                     |
|---|--|-------------------------------------|
| 1   | NAME OF REPORTING PERSON<br>Fondren Management, LP   |                                     |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                     |
| 3   | SEC USE ONLY   |                                     |
| 4   | SOURCE OF FUNDS<br>AF  |                                     |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                     |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>TEXAS  |                                     |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>1,951,095      |
|   | 8  | SHARED VOTING POWER<br>- 0 -        |
|   | 9  | SOLE DISPOSITIVE POWER<br>1,951,095 |
|   | 10   | SHARED DISPOSITIVE POWER<br>- 0 -   |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>1,951,095  |                                     |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                     |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>3.3%   |                                     |
| 14  | TYPE OF REPORTING PERSON<br>PN   |                                     |

|   |  |                                     |
|---|--|-------------------------------------|
| 1   | NAME OF REPORTING PERSON<br>FMLP Inc.  |                                     |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                     |
| 3   | SEC USE ONLY   |                                     |
| 4   | SOURCE OF FUNDS<br>AF  |                                     |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                     |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>TEXAS  |                                     |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>1,951,095      |
|   | 8  | SHARED VOTING POWER<br>- 0 -        |
|   | 9  | SOLE DISPOSITIVE POWER<br>1,951,095 |
|   | 10   | SHARED DISPOSITIVE POWER<br>- 0 -   |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>1,951,095  |                                     |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                     |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>3.3%   |                                     |
| 14  | TYPE OF REPORTING PERSON<br>CO   |                                     |



|   |  |                                   |
|---|--|-----------------------------------|
| 1   | NAME OF REPORTING PERSON<br>The Radoff Family Foundation   |                                   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                   |
| 3   | SEC USE ONLY   |                                   |
| 4   | SOURCE OF FUNDS<br>WC  |                                   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>TEXAS  |                                   |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>85,000       |
|   | 8  | SHARED VOTING POWER<br>- 0 -      |
|   | 9  | SOLE DISPOSITIVE POWER<br>85,000  |
|   | 10   | SHARED DISPOSITIVE POWER<br>- 0 - |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>85,000   |                                   |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                   |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>Less than 1%   |                                   |
| 14  | TYPE OF REPORTING PERSON<br>CO   |                                   |

|   |  |                                     |
|---|--|-------------------------------------|
| 1   | NAME OF REPORTING PERSON<br>Bradley L. Radoff  |                                     |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                     |
| 3   | SEC USE ONLY   |                                     |
| 4   | SOURCE OF FUNDS<br>AF, PF  |                                     |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                     |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>USA  |                                     |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>3,975,000      |
|   | 8  | SHARED VOTING POWER<br>- 0 -        |
|   | 9  | SOLE DISPOSITIVE POWER<br>3,975,000 |
|   | 10   | SHARED DISPOSITIVE POWER<br>- 0 -   |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>3,975,000*   |                                     |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                     |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>6.8%   |                                     |
| 14  | TYPE OF REPORTING PERSON<br>IN   |                                     |

\* Includes 1,938,905 Shares owned directly.

|   |  |                                   |
|---|--|-----------------------------------|
| 1   | NAME OF REPORTING PERSON<br>Pete J. Dickerson  |                                   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                   |
| 3   | SEC USE ONLY   |                                   |
| 4   | SOURCE OF FUNDS  |                                   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United Kingdom   |                                   |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>- 0 -        |
|   | 8  | SHARED VOTING POWER<br>- 0 -      |
|   | 9  | SOLE DISPOSITIVE POWER<br>- 0 -   |
|   | 10   | SHARED DISPOSITIVE POWER<br>- 0 - |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>- 0 -  |                                   |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                   |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>0%   |                                   |
| 14  | TYPE OF REPORTING PERSON<br>IN   |                                   |

|   |  |                                   |
|---|--|-----------------------------------|
| 1   | NAME OF REPORTING PERSON<br>Michael Keane  |                                   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                   |
| 3   | SEC USE ONLY   |                                   |
| 4   | SOURCE OF FUNDS  |                                   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>USA  |                                   |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>- 0 -        |
|   | 8  | SHARED VOTING POWER<br>- 0 -      |
|   | 9  | SOLE DISPOSITIVE POWER<br>- 0 -   |
|   | 10   | SHARED DISPOSITIVE POWER<br>- 0 - |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>- 0 -  |                                   |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                   |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>0%   |                                   |
| 14  | TYPE OF REPORTING PERSON<br>IN   |                                   |

|   |  |                                   |
|---|--|-----------------------------------|
| 1   | NAME OF REPORTING PERSON<br>Joshua E. Schechter  |                                   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |                                   |
| 3   | SEC USE ONLY   |                                   |
| 4   | SOURCE OF FUNDS  |                                   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>          |                                   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>USA  |                                   |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>- 0 -        |
|   | 8  | SHARED VOTING POWER<br>- 0 -      |
|   | 9  | SOLE DISPOSITIVE POWER<br>- 0 -   |
|   | 10   | SHARED DISPOSITIVE POWER<br>- 0 - |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>- 0 -  |                                   |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |                                   |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>0%   |                                   |
| 14  | TYPE OF REPORTING PERSON<br>IN   |                                   |

The following constitutes Amendment No. 3 (“Amendment No. 3”) to the Schedule 13D filed by the undersigned (the “Schedule 13D”). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On November 24, 2015, the Reporting Persons issued a press release to explain in clear and simple terms the legal questions the Issuer has raised with regard to the Reporting Persons’ intended consent solicitation. In the press release, the Reporting Persons explained that: (i) the Issuer’s Board does not have a duty to shut down stockholder action by enforcing a provision in the Issuer’s certificate of incorporation (the “Charter”) that is invalid under Delaware law, (ii) the Board has called a special meeting of stockholders to invalidate an already invalid Charter provision because it the amendment will require a supermajority vote which will make stockholder action more challenging, (iii) the Board’s claims that it is “committed to stockholder democracy” are inconsistent with the Boards actions, including calling the special meeting and adopting the poison pill and (iv) despite the Board’s claims that the Reporting Persons have “threatened litigation” the Reporting Persons have not and do not desire litigation, however, should the Board attempt to enforce invalid Charter provisions, we will vigorously defend our right and the rights of all of the Issuer’s stockholders to replace directors as permitted under Delaware law. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On November 20, 2015, counsel to the Reporting Persons, Olshan Frome Wolosky LLP, delivered a letter (the “November 20 Letter”) to the Issuer on behalf of the Reporting Persons in response to two letters the Reporting Persons received from the Issuer’s outside counsel, Vinson & Elkins LLP (“V&E”) on November 16, 2015. One of the letters (the “Notice Letter”) received from V&E sets forth the Issuer’s two objections to the Reporting Persons’ Notice of Action by Written Consent (the “Notice”). In its first objection, the Issuer claims that Proposal #2 (the “Removal Proposal”) in the Notice, which seeks to remove two directors without cause, is invalid because the Issuer’s Charter states that directors may only be removed for cause and therefore Board is bound by its fiduciary duties to adhere to the Charter. The Issuer’s second objection was that the director questionnaires submitted by the Reporting Persons with the Notice are invalid because they were not on the Issuer’s forms. In the second letter (the “Special Meeting Letter”), V&E offered to convene a special meeting for stockholders to vote on an amendment to the Charter to remove the “for cause” requirement in exchange for the Reporting Persons entering into an agreement which contained several restrictions on potential actions by the Reporting Persons. In the November 20 Letter the Reporting Persons responded to both the Notice Letter and the Special Meeting Letter. With respect to the Issuer’s first objections to the Notice, the Reporting Persons stated in the November 20 Letter that there is no legitimate basis for the Board’s argument and believe that under Delaware law the Issuer’s stockholders have the right to remove directors without cause. With respect to the Issuer’s second objection to the Notice, the Reporting Persons explained in the November 20 Letter that they do not believe the forms are materially different, but agreed to re-submit the questionnaires on the Issuer’s form. The Issuer has since dropped this requirement. In the November 20 Letter, with respect to the Special Meeting proposal, the Reporting Persons rejected the Issuer’s offer since the Reporting Persons believe the Issuer’s stockholders already have the right to remove directors without cause.

The Reporting Persons issued a press release on November 20, 2015, in which they set forth their response to the Issuer’s arguments that the consent solicitation is invalid and sets forth their rejection of the Issuer’s offer of a special meeting and its offer of one Board seat. The press release states that the Reporting Persons intend to proceed with the consent solicitation and urge the Board to comply with their fiduciary duties and immediately set a record date. The press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference. Also on November 20, 2015, the Reporting Persons filed a revised preliminary consent solicitation statement on Schedule 14A with the Securities and Exchange Commission.

The Reporting Persons have engaged, and intend to continue to engage, in discussions with management and the Board of the Issuer regarding Board representation and the composition of the Issuer’s Board, generally.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended to add the following exhibits:

- 99.1 Press Release, dated November 24, 2015.
- 99.2 Press Release, dated November 20, 2015.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 24, 2015

BLR Partners LP

By: BLRPart, LP  
General Partner

By: BLRGP Inc.  
General Partner

By: /s/ Bradley L. Radoff

Name: Bradley L. Radoff  
Title: Sole Director

BLRPart, LP

By: BLRGP Inc.  
General Partner

By: /s/ Bradley L. Radoff

Name: Bradley L. Radoff  
Title: Sole Director

BLRGP Inc.

By: /s/ Bradley L. Radoff

Name: Bradley L. Radoff  
Title: Sole Director

Fondren Management, LP

By: FMLP Inc.  
General Partner

By: /s/ Bradley L. Radoff

Name: Bradley L. Radoff  
Title: Sole Director

FMLP Inc.

By: /s/ Bradley L. Radoff

Name: Bradley L. Radoff  
Title: Sole Director

The Radoff Family Foundation

By: /s/ Bradley L. Radoff

Name: Bradley L. Radoff  
Title: Director

/s/ Bradley L. Radoff

Bradley L. Radoff, Individually and as attorney-in-fact for Pete J. Dickerson,  
Michael Keane and Joshua E. Schechter

Group 42, Inc.

By: /s/ Paul A. Bell

Name: Paul A. Bell  
Title: President and Chief Executive Officer

/s/ Paul A. Bell

Paul A. Bell





### Group 42 and Bradley Radoff Set the Record Straight for VAALCO Shareholders

*Believe that Company's Statements Are Aimed at Confusing Shareholders and Derailing Valid Consent Solicitation Process*

*Group 42 and Bradley Radoff Will Proceed with Intended Consent Solicitation and Will Be Relentless in Effort to Ensure the Board Honors Rights of Majority of Shareholders*

**NEW YORK, Nov 24, 2015**— Group 42, Inc. and Bradley Radoff (and related entities) (“the Group”), together the beneficial owners of approximately 11.1% of the outstanding shares of VAALCO Energy, Inc. (“VAALCO” or the “Company”) (NYSE: EGY), and the Company’s largest stockholder, today issued the following statement to explain in clear and simple terms the legal questions VAALCO has misleadingly raised with regard to the Group’s intended consent solicitation:

- Our consent solicitation is a legal, valid and proper process to replace directors on VAALCO’s Board. VAALCO’s claim is that their directors have a duty to enforce a Charter provision that is invalid under Delaware law. **We do not agree that any Delaware Board has a duty to shut down shareholder action in order to enforce an invalid provision in violation of the state statute.**
- Our consent solicitation is the most efficient, effective and democratic way for the shareholders’ voices to be heard. So why is the Board offering to call a special meeting instead? Simple. Because as disclosed in the Company’s filing with the SEC this morning, at such a special meeting, as a pre-condition to shareholders voting on our proposals they will first have to approve by the vote of 66 2/3% of the outstanding shares an amendment to the invalid Charter provision that does not need to be amended for a valid removal of directors. In other words, **by adding a requirement that shareholders invalidate the already invalid provision the Board is making it more likely that they will keep their jobs.**
- The Board’s claim that it is “committed to shareholder democracy” seems disingenuous at best given their actions. **We do not view as “shareholder democracy” an attempt to force shareholders to pursue an unnecessary special meeting process that imposes hurdles to shareholders voicing their positions.** Certainly not when there is a perfectly valid consent solicitation process that we, their largest shareholder, are already pursuing. A Board committed to shareholder democracy would not have adopted a poison pill despite their shareholders unequivocally voting against a poison pill just a few years ago.
- The Board claims that we have “threatened litigation” and otherwise tries to imply that our pursuit of a valid consent solicitation is a choice for protracted and expensive litigation. This is once again not true. We have not threatened litigation because we do not see any reason to go to court when the Delaware statute is extremely clear in its language that “any director or the entire board may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors...” If the Board’s view of shareholder democracy involves challenging in court shareholders’ ability to remove directors despite the clear language of the statute then this is their prerogative. **We do not desire litigation**, however, should the Board attempt to enforce invalid charter provisions we will most vigorously defend our right and the rights of all the Company’s shareholders to replace VAALCO directors as permitted by the Delaware statute. Similarly, if we successfully gather sufficient number of consents to remove VAALCO directors and the Board attempts to disregard shareholders and challenges the results we will be relentless in seeking validation of the results in the Delaware courts if necessary and seeing the shareholders’ will implemented.

It is clear to us that the Board is simply trying to avoid accountability for VAALCO’s share price being down 56% this year, the reckless drilling of a \$27.2 million dry hole, and G&A costs that are impossible to justify in light of the current environment.

So instead the Board is apparently trying to change the conversation with confusing and misleading statements that run counter to the facts and the law. We feel it is important to set the record straight with shareholders and make clear that our intended consent solicitation is legal and valid. As a result, we remain committed to proceeding with soliciting consents to replace a majority of the Company’s Board of Directors. We will not allow VAALCO’s transparent attempts to mislead investors to get in the way of overdue change at the Company.

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Further, we reiterate our Group's willingness to meet with the Board at any time to discuss a reasonable settlement that would bring meaningful change to VAALCO. We remain disappointed that despite our extensive efforts to engage with the Board over the past four months, they continue to only repeat the same inadequate offer, demonstrating a complete lack of good faith to resolve this situation. Our only objective is to deliver value for all shareholders of VAALCO, and we remain steadfast in this conviction.

**About Group 42, Inc.:**

Group 42 is a U.S.-based holding company that delivers innovative energy services to international and enterprise class customers around the globe. Through its subsidiaries and international joint ventures, it partners with other multinational energy companies that have expertise in applying technology-oriented solutions. Group 42 operates in North America, Asia Pacific, the Arabian Gulf, West Africa and the North Sea.

**About Bradley L. Radoff:**

Bradley L. Radoff is a private investor based in Houston, Texas.

**Investors:**

**Innisfree M&A Incorporated**

Scott Winter / Jonathan Salzberger  
212-750-5833

**Media Contacts:**

**Sloane & Company**

Elliot Sloane, 212-446-1860  
or Dan Zacchei, 212-446-1882

**CERTAIN INFORMATION CONCERNING THE PARTICIPANTS**

Group 42, Inc. ("Group 42"), together with the other participants named herein (collectively, the "Group 42-BLR Group"), has made a preliminary filing with the Securities and Exchange Commission ("SEC") of a consent statement and an accompanying consent card to be used to solicit consents from stockholders of VAALCO Energy, Inc., a Delaware corporation ("VAALCO" or the "Company"), for a number of proposals, the ultimate effect of which would be to remove four current members of the Board of Directors of VAALCO, and replace them with the Stockholder Group's four highly qualified director nominees.

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THE GROUP 42-BLR GROUP STRONGLY ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ THE CONSENT STATEMENT AND OTHER CONSENT MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH CONSENT MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS CONSENT SOLICITATION WILL PROVIDE COPIES OF THE CONSENT STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' CONSENT SOLICITOR.

Group 42, Inc., Paul A. Bell, BLR Partners LP ("BLR Partners"), BLRPart, LP ("BLRPart GP"), BLRGP Inc. ("BLRGP"), Fondren Management, LP ("Fondren Management"), FMLP Inc. ("FMLP"), The Radoff Family Foundation ("Radoff Foundation"), Bradley L. Radoff, Pete J. Dickerson, Michael Keane, and Joshua E. Schechter are participants in this solicitation.

As of the date hereof, Group 42 owned directly 2,499,692 shares of Common Stock. Paul A. Bell, who serves on the board and as the President and Chief Executive Officer of Group 42, may be deemed to beneficially own the 2,499,692 shares owned by Group 42. As of the date hereof, BLR Partners owned directly 1,951,095 shares of Common Stock. BLRPart GP, as the general partner of BLR Partners, may be deemed to beneficially own the 1,951,095 shares owned by BLR Partners. BLRGP, as the general partner of BLRPart GP, may be deemed to beneficially own the 1,951,095 shares owned by BLR Partners. Fondren Management, as the investment manager of BLR Partners, may be deemed to beneficially own the 1,951,095 shares owned by BLR Partners. FMLP, as the general partner of Fondren Management, may be deemed to beneficially own the 1,951,095 shares owned by BLR Partners. As of the date hereof, the Radoff Foundation owned directly 85,000 shares of Common Stock. As of the date hereof, Bradley L. Radoff owned directly 1,938,905 shares of Common Stock and, as the sole stockholder and sole director of each of BLRGP and FMLP and a director of Radoff Foundation, may be deemed to beneficially own the 1,951,095 shares owned by BLR Partners and the 85,000 shares owned by the Radoff Foundation. As of the date hereof, none of Messrs. Dickerson, Keane or Schechter beneficially owned any shares of Common Stock.

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## Group 42 and Bradley Radoff to Proceed with Intended Consent Solicitation to Replace Four Members of Current VAALCO Board

*Confident that Consent Solicitation is Lawful and Most Efficient Pathway to Deliver Needed Change at VAALCO*

*Believe VAALCO's Proposal of "Special Meeting" to Amend Charter is a Transparent Stall Tactic to Confuse Shareholders and Delay Their Voices Being Heard*

**NEW YORK, Nov 20, 2015**— Group 42, Inc. and Bradley Radoff (and related entities) ("the Group"), together the beneficial owners of approximately 11.1% of the outstanding shares of VAALCO Energy, Inc. ("VAALCO" or the "Company") (NYSE: EGY), and the Company's largest stockholder, today issued the following statement:

We have reviewed VAALCO's claims regarding the legality of our consent solicitation with legal counsel in Delaware and we remain fully confident that our intended consent solicitation is legal and proper under established Delaware law and that the Charter provision on which the Company purports to rely is invalid because it conflicts with Delaware law. As a result, we are proceeding with our consent solicitation to replace four members of the VAALCO Board and reverse the tide of operational, financial and governance missteps that have led to the destruction of significant shareholder value under the oversight of the current Board of Directors.

We also view VAALCO's suggestion of a December "Special Meeting" as a transparent tactic to confuse shareholders and delay their voices being heard. If the Board is truly committed to "shareholder democracy" as they claim, then they can simply take all necessary steps to enforce the shareholders' will for Board change should a majority of the shareholders consent to our solicitation. This is the simplest and most genuine way for the Board to comply with their fiduciary duties and show respect for their shareholders' wishes.

It is also the view of Group 42 and Bradley Radoff that the public offer from VAALCO to add one director representative of our Group on the Board without any of the incumbents taking responsibility and stepping down is woefully insufficient to effect the real, meaningful transformation that is immediately needed on the Board. We have made every effort **over the past four months, including several private communications**, to reach a mutually-agreeable resolution but so far the Board has **only** continued to repeat the same deeply inadequate offer. We do not see this as a good faith attempt to resolve our differences nor do we think shareholders deserve so little input in the boardroom.

We are very disappointed that this Board is choosing to resort to unsubstantiated challenges to our consent solicitation and pushes for complicated special meeting procedures instead of simply taking responsibility for the destruction of shareholder value on their watch and willingly replacing some discredited incumbents to make room for fresh ideas in the boardroom and the shareholder democracy they claim to support.

With these facts in mind, we urge VAALCO's Board of Directors to comply with their fiduciary duty and immediately set a record date for the consent solicitation in order to resolve this matter as expeditiously as possible for the benefit of all shareholders.

### **About Group 42, Inc.:**

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### **About Bradley L. Radoff:**

Bradley L. Radoff is a private investor based in Houston, Texas.

### **Investors:**

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