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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 001-32167

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

9800 Richmond Avenue, Suite 700
Houston, Texas 77042
(713) 623-0801

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Preferred Share Purchase Rights¹
(Titles of each class of securities covered by this Form)

Common Stock, par value \$25.00 per share
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input checked="" type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: None

¹ The Preferred Share Purchase Rights (the "Rights") expired on December 23, 2015 pursuant to the terms of the Rights Agreement, dated as of September 26, 2015, between VAALCO Energy, Inc. (the "Company") and Computershare Trust Company, N.A., as amended by Amendment No. 1 dated December 22, 2015. The Company initially filed a Form 8-A to register the Rights on September 28, 2015.

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.

Date: January 8, 2016

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