

---

**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 30, 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On November 30, 2016, VAALCO Energy, Inc. (the “Company”) received a notice from the New York Stock Exchange (the “NYSE”) that it was not in compliance with the NYSE’s continued listing requirements. Specifically, Section 802.01B of the NYSE Listed Company Manual, which provides that an NYSE-listed company is not in compliance if its average global market capitalization over a consecutive 30 trading-day period is less than \$50 million and, at the same time, its stockholders’ equity is less than \$50 million.

The Company will, within 45 days from the receipt of the notice, submit a business plan to the NYSE demonstrating the Company’s ability to regain compliance with the NYSE’s continued listing standards within 18 months. Upon receipt of the plan, the NYSE has 45 days to review and determine if the plan reasonably demonstrates the Company’s ability to regain compliance with the minimum listing standards. If the NYSE accepts the plan, the Company will be subject to quarterly monitoring for compliance with the business plan and the Company’s common stock will continue to trade on the NYSE during the 18-month period, subject to the Company’s compliance with other NYSE continued listing requirements. If the Company fails to comply with the business plan or the NYSE does not accept the plan, the NYSE may commence suspension and delisting procedures. The NYSE may choose to shorten the usual compliance period if prior to the end of the 18 months the Company’s market capitalization is over \$50 million for two consecutive quarters.

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. The Company’s common stock will continue to be traded on the NYSE under the symbol “EGY”, subject to the Company’s compliance with other NYSE continued listing requirements, but will be assigned the notation .BC after the listing symbol to signify that the Company is not currently in compliance with the NYSE’s continued listing standards.

**Item 7.01 Regulation FD Disclosure.**

On December 2, 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.

<b>Exhibit Number</b>	<b>Description</b>
-----------------------	--------------------

99.1	Press Release, dated December 2, 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: **December 2, 2016**

By: **/s/ Elizabeth D. Prochnow**  
Name: **Elizabeth D. Prochnow**  
Title: **Controller and Chief Accounting Officer**

---

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated December 2, 2016

---



**VAALCO ENERGY RECEIVES NOTICE  
REGARDING NYSE LISTING CRITERIA**

**HOUSTON – December 2, 2016** – VAALCO Energy, Inc. (NYSE: EGY) (“VAALCO” or the “Company”) announced today that it had received notification on November 30, 2016, from the New York Stock Exchange (“NYSE”) that the Company's market capitalization had fallen below the NYSE's continued listing standard. VAALCO is considered below criteria established by the NYSE because the Company's average market capitalization fell below \$50 million over a trailing consecutive 30 trading-day period and its last reported stockholders' equity was less than \$50 million.

In accordance with NYSE procedures, the Company has 45 days from the receipt of the notice to submit a business plan to the NYSE demonstrating the Company's ability to regain compliance with the NYSE's continued listing standards within 18 months. VAALCO is actively working to develop and submit such a business plan outlining the growth initiatives already underway within the required time frame. Upon receipt of the plan, the NYSE has 45 days to review and determine if the plan reasonably demonstrates the Company's ability to regain compliance with the minimum listing standards.

If the NYSE accepts the plan, the Company will be subject to quarterly monitoring for compliance with the business plan and the Company's common stock will continue to trade on the NYSE during the 18-month period, subject to the Company's compliance with other NYSE continued listing requirements. The NYSE may choose to shorten the usual compliance period if prior to the end of the 18 months the Company's market capitalization is over \$50 million for two consecutive quarters.

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.

As previously announced, VAALCO's common stock trading price is also currently below the NYSE \$1.00 per share minimum price requirement. The Company is committed to working with the NYSE to regain compliance and maintain the listing of its common stock.

**About VAALCO**

VAALCO Energy, Inc. is a Houston-based independent energy company principally engaged in the acquisition, development and production of crude oil. The Company's

properties and acreage are located primarily in Gabon and Equatorial Guinea 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 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 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, 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.

For further information:

Investor Contact:

Elizabeth Prochnow 713-623-0801