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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-144849**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-114448**
*UNDER
THE SECURITIES ACT OF 1933*

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

Delaware
(State or other jurisdiction
of incorporation)

76-0274813
(IRS Employer
Identification No.)

9800 Richmond Avenue, Suite 700
Houston, Texas
(Address of principal executive offices)

77042
(Zip Code)

VAALCO Energy, Inc. 2007 Stock Incentive Plan
VAALCO Energy, Inc. 2003 Stock Incentive Plan
(Full title of the plans)

Elizabeth D. Prochnow
Controller and Chief Accounting Officer
9800 Richmond Avenue, Suite 700
Houston, Texas 77042
(713) 623-0801
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the following Registration Statements on Form S-8 (collectively, the "Registration Statements"), originally filed by VAALCO Energy, Inc. (the "Company"), with the Securities and Exchange Commission:

- Registration Statement No. 333-114448, filed on April 4, 2014, registering 4,000,000 shares of the Company's Common Stock, \$0.10 par value ("Shares"), to be issued to participants under the VAALCO Energy, Inc. 2003 Stock Incentive Plan.
- Registration Statement No. 333-144849, filed on July 27, 2007, registering 3,000,000 Shares to be issued to participants under the VAALCO Energy, Inc. 2007 Stock Incentive Plan (collectively with the VAALCO Energy, Inc. 2003 Stock Incentive Plan, the "Plans").

The Company is no longer issuing securities under the Plans. This Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 is being filed in order to deregister all Shares that were registered under the Forms S-8 and remain unissued under the Plans.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas on February 22, 2017.

VAALCO Energy, Inc.
(Registrant)

Date: February 22, 2017

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated below.

<u>/s/ Cary Bounds</u> Cary Bounds	Chief Executive Officer and Director (Principal Executive Officer)	February 22, 2017
<u>/s/ Elizabeth D. Prochnow</u> Elizabeth D. Prochnow	Controller and Chief Accounting Officer (Principal Financial and Principal Accounting Officer)	February 22, 2017
<u>/s/ Andrew L. Fawthrop</u> Andrew L. Fawthrop	Director and Chairman of the Board	February 22, 2017
<u>/s/ Michael Keane</u> Michael Keane	Director and Vice Chairman of the Board	February 22, 2017
<u>/s/ A. John Knapp, Jr.</u> A. John Knapp, Jr.	Director	February 22, 2017
<u>/s/ John J. Myers, Jr.</u> John J. Myers, Jr.	Director	February 22, 2017
<u>/s/ Steven J. Pully</u> Steven J. Pully	Director	February 22, 2017
