

---

**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): June 1, 2017**

---

**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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 1, 2017, VAALCO Energy, Inc. (the “Company”) held its 2017 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders were requested to: (1) elect six directors, to serve on the Company’s Board of Directors for a term of office expiring at the Company’s 2018 Annual Meeting of Stockholders; (2) ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for 2017; (3) approve, on an advisory basis, the compensation of the Company’s named executive officers; and (4) approve, on a non-binding advisory basis, the frequency of executive compensation advisory votes. The following are the final voting results on proposals considered and voted upon at the meeting, each of which is more fully described in the Company’s proxy statement filed on April 19, 2017:

- Each of the directors nominated by the Board for election were elected for a term of office expiring at the Company’s 2018 Annual Meeting of Stockholders. Votes regarding the election of the directors nominated for election were as follows:

| <u>NOMINEE</u>     | <u>VOTES FOR</u> | <u>WITHHELD</u> | <u>BROKER NON-VOTES</u> |
|--------------------|------------------|-----------------|-------------------------|
| Cary Bounds        | 24,237,210       | 5,439,284       | 19,545,917              |
| Andrew L. Fawthrop | 23,159,794       | 6,516,700       | 19,545,917              |
| John J. Myers, Jr. | 23,151,963       | 6,524,531       | 19,545,917              |
| Michael Keane      | 28,369,223       | 1,307,271       | 19,545,917              |
| A. John Knapp, Jr. | 23,310,138       | 6,366,356       | 19,545,917              |
| Steven J. Pully    | 23,325,763       | 6,350,731       | 19,545,917              |

- BDO USA, LLP was ratified as the Company’s independent registered public accounting firm for 2017. The voting results were as follows:

| <u>VOTES FOR</u> | <u>VOTES AGAINST</u> | <u>VOTES ABSTAINED</u> | <u>BROKER NON-VOTES</u> |
|------------------|----------------------|------------------------|-------------------------|
| 48,609,546       | 116,838              | 496,027                | 0                       |

- The Board proposal seeking approval, on an advisory basis, of the compensation of the Company’s named executive officers was approved. The voting results were as follows:

| <u>VOTES FOR</u> | <u>VOTES AGAINST</u> | <u>VOTES ABSTAINED</u> | <u>BROKER NON-VOTES</u> |
|------------------|----------------------|------------------------|-------------------------|
| 21,907,284       | 7,505,488            | 263,722                | 19,545,917              |

- The Board proposal seeking approval, on a non-binding advisory basis, of the frequency of executive compensation advisory votes was approved. The voting results were as follows:

| <u>1 YEAR</u> | <u>2 YEARS</u> | <u>3 YEARS</u> | <u>ABSTAIN</u> |
|---------------|----------------|----------------|----------------|
| 25,033,986    | 305,353        | 4,180,813      | 156,342        |

In accordance with these results and its previous recommendation, the Board of Directors determined that future advisory votes on named executive compensation will be held every year until the next required advisory vote on the frequency of stockholder votes on the compensation of named executive officers.

In addition, the Nominating and Governance Committee of the Board of Directors nominated Mr. Knapp to serve as the Audit Committee Chairman for the 2017-2018 year and the Board ratified the change as of the date of the Annual Meeting.

**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: June 6, 2017

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