
**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 4, 2026

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.)

2500 CityWest Blvd. Suite 400
Houston, Texas
(Address of principal executive offices)

77042
(Zip Code)

(713) 623-0801
Registrant's telephone number, including area code:

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.10	EGY	New York Stock Exchange
Common Stock, par value \$0.10	EGY	London Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As described in Item 5.07 of this Current Report on Form 8-K (this “Current Report”), at the Annual Meeting of Stockholders (the “Annual Meeting”) of VAALCO Energy, Inc. (the “Company”) held on June 4, 2026, the Company’s stockholders approved Amendment No. 3 (the “Amendment”) to the VAALCO Energy, Inc. 2020 Long Term Incentive Plan, as amended (the “2020 LTIP”). The Amendment (i) increased the number of shares authorized for issuance pursuant to awards under the 2020 LTIP by 5,250,000 shares, for a total number of 20,000,000 shares, (ii) revised the share reservation and recycling rules to better maintain share availability, and (iii) extended the term of the 2020 LTIP by ten years, through June 4, 2036. The Amendment previously had been adopted by the board of directors of the Company upon the recommendation of the Compensation Committee of the board of directors, subject to stockholder approval. The Amendment became effective on June 4, 2026, following approval by the Company’s stockholders.

A description of the material terms of the Amendment was included under the heading “Proposal No. 4-Approval of an Amendment to the VAALCO Energy, Inc. 2020 Long Term Incentive Plan,” in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (the “SEC”) on April 24, 2026 (the “Proxy Statement”). The above description of the 2020 LTIP does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached as Exhibit 10.1 to this Current Report and is incorporated herein by reference.

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

The Annual Meeting was held on June 4, 2026. A total of 74,670,428 shares of the Company's common stock were present in person or represented by proxy at the Annual Meeting. The matters submitted for a vote and the related results are set forth below. A more detailed description of each proposal was included in the Proxy Statement.

Proposal No. 1: Election of five directors, each to serve for a one-year term.

<u>Nominee</u>	<u>Votes Cast For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Andrew L. Fawthrop	51,970,868	4,069,034	18,630,526
George W. M. Maxwell	54,474,662	1,565,240	18,630,526
Cathy Stubbs	54,705,957	1,333,945	18,630,526
Fabrice Nze-Bekale	50,812,199	5,227,703	18,630,526
Edward LaFehr	54,748,788	1,291,114	18,630,526

Proposal No. 2: Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026.

<u>Votes Cast For</u>	<u>Votes Cast Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
73,741,558	180,973	747,897	-

Proposal No. 3: Approval, on an advisory basis, of the compensation of the Company's named executive officers.

<u>Votes Cast For</u>	<u>Votes Cast Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
53,859,111	1,487,492	693,299	18,630,526

Proposal No. 4: Approval of the Amendment to increase the number of shares reserved for issuance, revise share reservation and recycling rules, and extend the term of the 2020 LTIP.

<u>Votes Cast For</u>	<u>Votes Cast Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
47,926,781	7,359,271	753,850	18,630,526

Each of the proposals acted upon by the Company's stockholders at the Annual Meeting was approved by the requisite vote.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
10.1	<u>Amendment No. 3 to the VAALCO Energy, Inc. 2020 Long-Term Incentive Plan</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: June 4, 2026

By: /s/ Lynn Willis
Name: Lynn Willis
Title: Chief Accounting Officer and Controller

Third Amendment to Vaalco Energy, Inc. 2020 Long Term Incentive Plan

This Third Amendment (this “Amendment”) to the VAALCO ENERGY, INC. 2020 LONG TERM INCENTIVE PLAN (the “Plan”), effective as of June 4, 2026, is made and entered into by VAALCO Energy, Inc., a Delaware corporation (the “Company”). Terms used in this Amendment with initial capital letters that are not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

RECITALS

WHEREAS, pursuant to Article 9 of the Plan, the Company’s Board of Directors (the “Board”) may amend the Plan provided that, under certain circumstances, such amendment must be approved by the requisite vote of the shareholders of the Company entitled to vote thereon;

WHEREAS, the Company desires to amend the Plan to:

- (1) revise certain provisions of Section 5.1 thereof to increase the maximum number of shares of Common Stock that may be delivered pursuant to Awards granted under the Plan, and remove the limitation on the number of shares that are subject to Incentive Stock Option treatment;
- (2) revise certain provisions of Section 5.3 thereof pertaining to the reuse of shares;
- (3) revise Section 5.4 thereof to eliminate the Fungible Share Provision thereof; and
- (4) extend the term of the Plan;

WHEREAS, the Board approved this Amendment on April 23, 2026, subject to approval by the Company’s shareholders; and

WHEREAS, this Amendment was submitted to the shareholders of the Company for their approval and was approved on June 4, 2026.

NOW, THEREFORE, in accordance with Article 9 of the Plan, the Company hereby amends the Plan as follows:

1. Section 5.1 of the Plan is amended by deleting said section in its entirety and substituting in lieu thereof the following new Section 5.1:

5.1 Number Available for Awards. Subject to adjustment as provided in Articles 11 and 12, the maximum number of shares of Common Stock that may be delivered pursuant to Awards granted under the Plan is twenty million (20,000,000), all of which shall be subject to Incentive Stock Option treatment. Shares to be issued may be made available from authorized but unissued Common Stock, Common Stock held by the Company in its treasury, or Common Stock purchased by the Company on the open market or otherwise. During the term of this Plan, the Company will at all times reserve and keep available the

number of shares of Common Stock that shall be sufficient to satisfy the requirements of this Plan.

2. Section 5.3 of the Plan is amended by deleting said section in its entirety and substituting in lieu thereof the following new Section 5.3:

5.3 Reuse of Shares.

(a) To the extent that any Award under this Plan shall be forfeited, shall expire or be canceled, in whole or in part, then the number of shares of Common Stock covered by the Award or stock option so forfeited, expired or canceled shall again be available for awards under Section 5.1 of this Plan. Awards that may be satisfied either by the issuance of shares of Common Stock or by cash or other consideration shall be counted against the maximum number of shares of Common Stock that may be issued under this Plan only during the period that the Award is outstanding or to the extent the Award is ultimately satisfied by the issuance of shares of Common Stock. Shares of Common Stock otherwise deliverable pursuant to an Award that are withheld upon exercise or vesting of an Award for purposes of paying the exercise price or tax withholdings shall again be available for awards under Section 5.1 of this Plan. Awards will not reduce the number of shares of Common Stock that may be issued pursuant to this Plan if the settlement of the Award is in cash.

(b) Effective on the date that the stockholders of the Company approve this Plan, and except as otherwise set forth in this Section 5.3(a), above, the Prior Plan shall immediately and automatically become irrevocably frozen as follows: (i) thereafter no awards shall be granted under the Prior Plan, and (ii) awards that were granted and outstanding as of such date shall continue to exist in accordance with the terms of such underlying award agreements and the terms of the Prior Plan.

3. Section 5.4 of the Plan is amended by deleting said section in its entirety and substituting in lieu thereof the following new Section 5.4:

5.4 Share Reservation Provision. The aggregate number of shares of Common Stock available for issuance under the Plan shall be reduced on a one-for-one basis for each share delivered in settlement of Awards.

4. Article 10 of the Plan is amended by deleting said section in its entirety and substituting in lieu thereof the following new Article 10:

ARTICLE 10. TERM. The Plan shall be effective from the date that this Plan is adopted by the Board. Unless sooner terminated by action of the Board, the Plan will terminate on June 4, 2036, but Incentives granted before that date will continue to be effective in accordance with their terms and conditions.

5. Except as expressly amended by this Amendment, the Plan shall continue in full force and effect in accordance with the provisions thereof.