
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

*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 or organization)

76-0274813
(I.R.S. Employer Identification No.)

**2500 CityWest Blvd., Suite 400
Houston, Texas**
(Address of Principal Executive Offices)

77042
(Zip Code)

VAALCO Energy, Inc. 2020 Long Term Incentive Plan
(Full title of the plan)

Matthew R. Powers
Executive Vice President, General Counsel and Corporate Secretary
2500 CityWest Blvd., Suite 400
Houston, Texas 77042
(713) 623-0801
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Jordan Hirsch
Hunton Andrews Kurth LLP
600 Travis St., Suite 4200
Houston, Texas 77002
(713) 220-4349

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On June 4, 2026, the stockholders of VAALCO Energy, Inc. (the “*Registrant*”) approved an increase in the number of shares of the Registrant’s common stock, par value \$0.10 per share (the “*Common Stock*”) reserved for issuance pursuant to awards under the VAALCO Energy, Inc. 2020 Long Term Incentive Plan (as amended by the First Amendment to the 2020 Long Term Incentive Plan, effective as of June 3, 2021, the Second Amendment to the 2020 Long Term Incentive Plan, effective as of June 6, 2024 and the Third Amendment to the 2020 Long Term Incentive Plan, effective as of June 4, 2026, the “*2020 LTIP*”) by 5,250,000 shares (the “*Additional Shares*”). Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed by the Registrant to register the offer and sale of (i) the Additional Shares of the Registrant’s Common Stock reserved for issuance under the 2020 LTIP and (ii) 525,000 shares of Common Stock that may become available for issuance pursuant to the share counting and share recycling provisions of the 2020 LTIP, including upon the expiration, cancellation, forfeiture or other termination of awards. The Registrant has previously filed Registration Statements on Form S-8 with respect to the 2020 LTIP with the Securities and Exchange Commission (the “*SEC*”) on June 25, 2020 (File No. 333-239424), June 11, 2021 (File No. 333-257028) and June 6, 2024 (File No. 333-279986) (collectively, the “*Prior Registration Statements*”). The Prior Registration Statements are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The Prior Registration Statements are currently effective.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the SEC are hereby incorporated by reference in this Registration Statement, other than information in a report or document that is “furnished” and not “filed” pursuant to the applicable rules and regulations of the SEC:

- (a) the Registrant’s Annual Reports on Form 10-K and Form 10-K/A (the “Annual Report”) for the fiscal year ended December 31, 2025, filed with the SEC on March 16, 2026 and March 20, 2026, respectively;
- (b) the portions of the Registrant’s Proxy Statement on Schedule 14A, filed with the SEC on April 24, 2026, that were incorporated by reference into the Annual Report;
- (c) the Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2026, filed with the SEC on May 11, 2026;
- (d) the Registrant’s Current Reports on Form 8-K, filed with the SEC on February 10, 2026 and June 4, 2026; and
- (e) the description of the Registrant’s common stock contained in Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2025, including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to the Registration Statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions. For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Under no circumstances will any information furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8.

Exhibits.

Exhibit Number	Description of Document
4.1	<u>Description of Securities (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed on March 16, 2026).</u>
4.2	<u>VAALCO Energy, Inc. 2020 Long Term Incentive Plan (incorporated by reference to Appendix B of the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 29, 2020).</u>
4.3	<u>First Amendment to the VAALCO Energy, Inc. 2020 Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, filed with the SEC on June 8, 2021).</u>
4.4	<u>Second Amendment to the VAALCO Energy, Inc. 2020 Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, filed with the SEC on June 6, 2024).</u>
4.5	<u>Third Amendment to the VAALCO Energy, Inc. 2020 Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, filed with the SEC on June 4, 2026).</u>
5.1*	<u>Opinion of Hunton Andrews Kurth LLP, counsel to the Registrant.</u>
23.1*	<u>Consent of KPMG LLP.</u>
23.2*	<u>Consent of Netherland, Sewell & Associates, Inc. - Independent Petroleum Engineers.</u>
23.3*	<u>Consent of Hunton Andrews Kurth LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

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 Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 4, 2026.

VAALCO ENERGY, INC.
(Registrant)

Date: June 4, 2026

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Lynn Willis and George W. M. Maxwell, acting singly, his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this registration statement or any such amendment and (iv) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he or she might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact or any of their substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ George W. M. Maxwell</u> George W. M. Maxwell	Chief Executive Officer and Director (Principal Executive Officer)	June 4, 2026
<u>/s/ Ronald Y. Bain</u> Ronald Y. Bain	Chief Financial Officer (Principal Financial Officer)	June 4, 2026
<u>/s/ Lynn Willis</u> Lynn Willis	Chief Accounting Officer and Controller (Principal Accounting Officer)	June 4, 2026
<u>/s/ Andrew L. Fawthrop</u> Andrew L. Fawthrop	Director and Chairman of the Board	June 4, 2026
<u>/s/ Cathy Stubbs</u> Cathy Stubbs	Director	June 4, 2026
<u>/s/ Fabrice Nze-Bekale</u> Fabrice Nze-Bekale	Director	June 4, 2026
<u>/s/ Edward LaFehr</u> Edward LaFehr	Director	June 4, 2026

Calculation of Filing Fee Tables

Form S-8
(Form Type)VAALCO Energy, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

CALCULATION OF REGISTRATION FEE

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of registration fee
Equity	Common Stock, par value \$0.10 per share	Other ⁽²⁾	5,775,000 ⁽³⁾	\$5.43	\$31,358,250	0.0001381	\$4,330.57
Total Offering Amounts						\$31,358,250	\$4,330.57
Total Fee Offsets							\$0.00
Net Fee Due							\$4,330.57

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), the number of shares registered hereunder also includes an indeterminable number of shares of Common Stock, par value \$0.10 per share (the "Common Stock") of VAALCO Energy, Inc. as may be issued in connection with stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low sale prices per share of Common Stock on the New York Stock Exchange on June 1, 2026.
- (3) Represents (i) 5,250,000 shares of Common Stock reserved for issuance under the VAALCO Energy, Inc. 2020 Long Term Incentive Plan, as amended (the "2020 LTIP") and (ii) 525,000 shares of Common Stock that may become available for issuance pursuant to the share counting and share recycling provisions of the 2020 LTIP, including upon the expiration, cancellation, forfeiture or other termination of awards.

HUNTON

HUNTON ANDREWS KURTH LLP
600 TRAVIS, SUITE 4200
HOUSTON, TEXAS 77002-2929

TEL 713 • 220 • 4200
FAX 713 • 220 • 4285

FILE NO: 112565.0000001

June 4, 2026

VAALCO Energy, Inc.
2500 CityWest Blvd., Suite 400
Houston, Texas 77042

Re: Common Stock of VAALCO Energy, Inc. — Registration Statement on Form S-8.

Ladies and Gentlemen:

We have acted as counsel to VAALCO Energy, Inc., a Delaware corporation (the “Company”), in connection with the proposed issuance of up to 5,775,000 shares (“Shares”) of common stock, par value \$0.10 per share (“Common Stock”), of the Company, pursuant to the LTIP (as defined below). The issuance of the Shares is being registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to the Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the U.S. Securities and Exchange Commission (the “SEC”) on the date hereof.

In rendering the opinions set forth herein, we have read and examined and relied on originals or copies, certified or otherwise identified to our satisfaction, of (a) the certificate of incorporation and bylaws of the Company, (b) the VAALCO Energy, Inc. 2020 Long Term Incentive Plan, effective as of April 27, 2020, as amended by (i) the First Amendment thereto, effective as of June 3, 2021, (ii) the Second Amendment thereto, effective as of June 6, 2024 and the Third Amendment thereto, effective as of June 4, 2026 (such plan, as so amended, being referred to herein as the “LTIP”), (c) resolutions of the board of directors of the Company relating to the LTIP and authorizing the issuance of the Shares, (d) the Registration Statement and (e) such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth herein. In our examination, we have assumed, without independent investigation (a) the genuineness of the signatures on all documents that we have examined, (b) the legal capacity of all natural persons, (c) the authenticity of all documents supplied to us as originals, (d) the conformity to the authentic originals of all documents supplied to us as certified, photostatic, facsimile, electronic or otherwise reproduced copies and (e) the

ATLANTA AUSTIN BANGKOK BOSTON BRUSSELS CHARLOTTE DALLAS DUBAI HOUSTON
LONDON LOS ANGELES MIAMI NEW YORK RICHMOND SAN FRANCISCO TOKYO TYSONS WASHINGTON, DC
www.Hunton.com

authenticity of the originals of such latter documents. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied, to the extent we deem appropriate, upon (a) oral or written statements and representations of officers and other representatives of the Company and (b) statements and certifications of public officials and others.

We have also assumed that (a) all Shares issued pursuant to the LTIP will be issued in accordance with the terms of the LTIP and that at the time of such issuance, the Company will have received consideration for such Shares at least equal to the par value thereof and (b) all such Shares will be duly registered by the registrar for the Common Stock in the stock register maintained by such registrar.

Our opinions expressed herein are limited to the General Corporation Law of the State of Delaware, and we express no opinion as to the laws of any other jurisdiction.

Based upon the foregoing, and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that when Shares have been issued and delivered in accordance with the terms of the LTIP, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to all references to us in the Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC.

This opinion is expressed only as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in law.

Very truly yours,

/s/ Hunton Andrews Kurth LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated March 16, 2026, with respect to the consolidated financial statements of VAALCO Energy, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Houston, Texas
June 4, 2026



CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

We hereby consent to the inclusion in or incorporation by reference into this Registration Statement on Form S-8 (including any amendments or supplements thereto, related appendices, and financial statements) (this "Registration Statement") of VAALCO Energy, Inc. (the "Company") of our reports dated February 26, 2026, and February 27, 2026, as well as the two reports dated March 3, 2026, with respect to the estimates of revenues from the Company's oil and gas reserves as of December 31, 2025. We also hereby consent to all references to our firm or such reports included in or incorporated by reference into this Registration Statement.

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /s/ Richard B. Talley, Jr.
Richard B. Talley, Jr., P.E.
Chairman and Chief Executive Officer

Houston, Texas
June 4, 2026