

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

VAALCO Energy, Inc.
(Name of Issuer)

Common Stock, \$0.10 par value per share
(Title of Class of Securities)

91851C201
(CUSIP Number)

Fred Coats
Kornitzer Capital Management, Inc.
5420 W. 61st Place
Mission, Kansas 66205
(913) 677-7778

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

February 22, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check
the following box .

Note: Schedules filed in paper format shall include a signed original and five
copies of the schedule, including all exhibits. See Rule.13d-7 for other parties
to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities,
and for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

1. Names of Reporting Persons.
Kornitzer Capital Management, Inc. ("KCM")

2. Check the Appropriate Box if a Member of a Group
(a)
(b)

3. SEC Use Only

4. Source of Funds
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) .

6. Citizenship or Place of Organization
Kansas

Number of Shares
Beneficially
Owned by
Each Reporting
Person With:

7. Sole Voting Power
4,699,835

8. Shared Voting Power

0

9. Sole Dispositive Power
206,800

10. Shared Dispositive Power
4,493,035

11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,699,835

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares .

13. Percent of Class Represented by Amount in Row (11)
7.89%

14. Type of Reporting Person
IA

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned. This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is amended and restated as follows:

The source of the funds used in making the purchases of the Shares was investment advisory clients' personal funds. The amount of funds was \$12,113,548.98.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is amended and restated as follows:

(a) The Reporting Person beneficially owns 4,699,835 shares which represents 7.89% of the total outstanding shares of the Issuer.

(b) The Reporting Person has the sole power to vote 4,699,835 shares, the sole power to dispose 206,800 shares, and the shared power to dispose 4,493,035 shares. The power to dispose is shared with Great Plains Trust Company ("GPTC"), 7700 Shawnee Mission Parkway, Suite 101, Overland Park, Kansas 66202. The principal business of GPTC is providing trust, pension, and asset management services. During the last five years, no officer or director of GPTC has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. All the directors and officers of GPTC are citizens of the United States of America.

(c) Following are the transactions in the Shares by the Reporting Person during the past 60 days (all transactions listed were open market trades):

12/26/2018	SELL	11,705 shares	\$ 1.3382 per share open market trade
12/27/2018	SELL	2,000 shares	\$ 1.4000 per share open market trade
12/28/2018	SELL	10,400 shares	\$ 1.3774 per share open market trade
1/3/2019	BUY	2,005 shares	\$ 1.5800 per share open market trade
1/8/2019	BUY	500 shares	\$ 1.8000 per share open market trade
1/9/2019	BUY	500 shares	\$ 1.8000 per share open market trade
1/23/2019	SELL	1,500 shares	\$ 1.8854 per share open market trade
1/30/2019	BUY	1,000 shares	\$ 1.8700 per share open market trade
2/4/2019	BUY	1,000 shares	\$ 1.8600 per share open market trade
2/21/2019	SELL	15,000 shares	\$ 2.4644 per share open market trade
2/22/2019	SELL	80,000 shares	\$ 2.4817 per share open market trade

(d) No person other than the Reporting Person is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of the Shares.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 25, 2019

KORNITZER CAPITAL MANAGEMENT, INC.

/s/ John C. Kornitzer

By: John C. Kornitzer, President