

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):
October 11, 2022

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
(I.R.S. Employer Identification No.)

9800 Richmond Avenue, Suite 700
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 (see General Instructions A.2. below):

- 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 Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 7.01. Regulation FD Disclosure.

As previously announced, VAALCO Energy, Inc., a Delaware corporation (“VAALCO”) and VAALCO Energy Canada ULC (“AcquireCo”), an Alberta unlimited liability company and an indirect wholly-owned subsidiary of VAALCO, entered into an Arrangement Agreement, dated as of July 13, 2022 (“arrangement agreement”), with TransGlobe Energy Corporation, an Alberta corporation (“TransGlobe”), pursuant to which, among other things, AcquireCo will acquire all of the issued and outstanding common shares of TransGlobe (the “arrangement”) with TransGlobe continuing as a direct wholly-owned subsidiary of AcquireCo and an indirect wholly-owned subsidiary of VAALCO.

On October 11, 2022, VAALCO issued an announcement announcing, among other things, (i) that VAALCO’s U.K. prospectus has been approved by the U.K. Financial Conduct Authority (“FCA”) and made available on VAALCO’s website; and (ii) an updated expected timetable of principal events in connection with the arrangement. The UK prospectus relates to the re-admission of shares of VAALCO’s common stock, par value \$0.10 per share, and admission of the consideration shares of common stock, par value \$0.10 per share (collectively the “Shares”) to the standard segment of the Official List of the FCA and to trading on the main market of the London Stock Exchange (together, the “Admission”), in connection with the arrangement. It is expected that Admission will become effective and that dealings in VAALCO’s Shares on the main market under the ticker “EGY” will commence at 8.00 a.m. BST on October 14, 2022. A copy of the announcement is furnished as Exhibit 99.1 hereto and is incorporated into this Item 7.01 by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended (the “Securities Act”), except as otherwise stated in such filings. Similarly, the information on VAALCO’s website shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.****Exhibit
No.****Description**

99.1	Announcement, dated October 11, 2022.
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SIGNATURE

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VAALCO Energy, Inc.

Date: October 11, 2022

By: /s/ Jason Doornik
Jason Doornik
Chief Accounting Officer and Controller

**VAALCO ENERGY ANNOUNCES THE PUBLICATION OF THE PROSPECTUS IN CONNECTION WITH STRATEGIC BUSINESS COMBINATION WITH
TRANSGLOBE**

HOUSTON – October 11, 2022 – VAALCO Energy, Inc. (NYSE: "EGY"; LSE: "EGY") ("VAALCO" or the "Company") is pleased to confirm that its prospectus (the "Prospectus") has been approved by the Financial Conduct Authority (the "FCA") and published by the Company today, Tuesday, 11 October 2022, on its website at www.vaalco.com. The Prospectus relates to the re-admission of shares of VAALCO's common stock, par value \$0.10 per share, and admission of the consideration shares of common stock, par value \$0.10 per share (collectively the "Shares") to the standard segment of the Official List of the FCA and to trading on the main market of the London Stock Exchange (together, the "Admission"), in connection with the previously announced combination with TransGlobe Energy Corporation (AIM & TSX: "TGL" & NASDAQ: "TGA") ("TransGlobe") (the "Transaction").

It is expected that Admission will become effective and that dealings in the Company's Shares on the main market under the ticker "EGY" will commence at 8.00 a.m. BST on 14 October 2022. Further details of the expected timetable of principal events are set out below.

A copy of the Prospectus is being submitted to the National Storage Mechanism and will be available for inspection (subject to securities laws) at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Stifel, Nicolaus & Company, Incorporated ("Stifel") is acting as sole financial adviser and Mayer Brown International LLP, and Osler, Hoskin & Harcourt LLP are acting as legal counsel to the Company in relation to the Admission.

Expected Timetable of Principal Events

The dates given in the table below are indicative only and are based on VAALCO's current expectations and may be subject to change without notice. All times shown in this Prospectus are Eastern Time unless otherwise stated. The expected timetable of principal events set out below assumes that all conditions to the arrangement will be satisfied on or prior to October 13, 2022.

October 11, 2022	VAALCO publishes its prospectus
October 11, 2022 at 2:30 PM (Calgary time)	Court hearing in respect of the final order
October 13, 2022 at close of business (London Time)	TransGlobe's depository interests in CREST disabled
October 13, 2022 at 11:00 PM (Calgary Time)	Effective Time of the arrangement
October 14, 2022 at 7:00 AM (London Time)	Trading of TransGlobe common shares on AIM cancelled
October 14, 2022 at 8:00 AM (London Time)	VAALCO's existing shares re-admitted to trading, and consideration shares admitted to trading, on the Standard Listing segment of the Official List and to the LSE
October 14, 2022 at 9:30 AM	TransGlobe common shares delisted on Nasdaq
Within two days following receipt by the TSX of the required documents relating to the completion of the arrangement	TransGlobe common shares delisted from TSX

Enquiries:**VAALCO Investor Contact**

Al Petric +1 713 543 3422

Chris Delange

VAALCO Financial Advisor

Stifel, Nicolaus & Company, Incorporated +44 20 7710 7600

Callum Stewart

Simon Mensley

VAALCO Financial PR

Buchanan +44 20 7466 5000

VAALCO@buchanan.uk.com

Ben Romney

Chris Judd

Forward Looking Statements

This document includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in this document that address activities, events, plans, expectations, objectives or developments that VAALCO expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements may include statements related to: (i) the proposed Transaction, and its expected terms, timing and closing, including receipt of required approvals, if any, satisfaction of other customary closing conditions; (ii) expectations regarding the listing of the Shares on the London Stock Exchange; and (iii) expectations regarding the delisting of TransGlobe's common shares from each of the AIM, the TSX and Nasdaq. These statements are based on assumptions made by VAALCO based on its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond VAALCO's control. These risks include, but are not limited to: the ability to obtain regulatory approvals (if any) in connection with the proposed arrangement; the ability to complete the proposed arrangement on the anticipated terms and timetable; the possibility that various closing conditions for the arrangement may not be satisfied or waived; and other risks described (i) under the caption "Risk Factors" in VAALCO's 2021 Annual Report on Form 10-K, filed with the Securities and Exchange Commission ("SEC") on March 11, 2022 and VAALCO's Second Quarter Quarterly Report on Form 10-Q, filed with the SEC on August 10, 2022; and (ii) in TransGlobe's 2021 Annual Report on Form 40-F, filed with the SEC on March 17, 2022. More information on potential factors that could affect VAALCO's or TransGlobe's ability to complete the proposed Transaction were included in the preliminary and the definitive proxy statements that VAALCO has filed with the SEC in connection with VAALCO's solicitation of proxies for the meeting of stockholders held to approve, among other things, the issuance of the consideration shares in connection with the proposed Transaction. There may be additional risks that VAALCO does not presently know, or that VAALCO currently believes are immaterial, that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect VAALCO's expectations, plans or forecasts of future events and views as of the date of this announcement. Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. No obligation is being undertaken to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

No Offer or Solicitation

This document shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Transaction. This document is for information purposes only and shall not constitute a recommendation to participate in the Transaction or to purchase any securities. This document does not constitute an offer to sell or issue, or the solicitation of an offer to buy, acquire or subscribe for any securities in any jurisdiction, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of section 10 of the Securities Act, or by means of a prospectus approved by the Financial Conduct Authority, or an exemption therefrom.
