

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 13, 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, 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 13, 2022 in connection with the consummation of the arrangement, VAALCO issued an announcement announcing that VAALCO has applied for the readmission of shares of VAALCO’s common stock, par value \$0.10 per share, and the admission of the consideration shares of common stock, par value \$0.10 per share, to the standard segment of the Official List of the U.K. Financial Conduct Authority and to trading on the main market of the London Stock Exchange (“Admission”). VAALCO expects that that Admission will occur 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, 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 13, 2022.

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 13, 2022

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

**VAALCO ENERGY ANNOUNCES APPLICATION FOR ADMISSION**

HOUSTON – October 13, 2022 – VAALCO Energy, Inc. (NYSE: "EGY"; LSE: "EGY") ("**VAALCO**" or the "**Company**") is pleased to note that, in connection with completion of the previously announced business combination with TransGlobe Energy Corporation (AIM & TSX: "TGL" & NASDAQ: "TGA"), an application has been made to the Financial Conduct Authority and to the London Stock Exchange for readmission of shares of VAALCO's existing common stock and admission of the consideration shares of common stock to the standard segment of the Official List of the FCA and to trading on the main market of the London Stock Exchange (together, "**Admission**").

VAALCO expects that Admission of 120,190,799 shares of common stock of par value \$0.10 per share will occur at 8.00am BST on 14 October 2022.

Following Admission, VAALCO will have total issued share capital of 120,190,799 common shares, of which 11,057,521 common shares will be held in treasury and 758,440 common shares will be unvested common shares, which are subject to forfeiture. Therefore, the total voting rights in the Company following Admission will be 109,133,278.

Enquiries:**VAALCO Investor Contact**

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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; and (ii) expectations regarding the listing of the common stock on the London Stock Exchange. 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.
