

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**VAALCO ENERGY, INC.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  
  - (2) Aggregate number of securities to which transaction applies:
  
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  - (4) Proposed maximum aggregate value of transaction:
  
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  
  - (2) Form, Schedule or Registration Statement No.:
  
  - (3) Filing Party:
  
  - (4) Date Filed:



**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held at 10:00 a.m., June 2, 2010.**

Name  
Address  
City, State Zip Code

As part of our efforts to cut unnecessary expenses and conserve the environment, Vaalco Energy, Inc. has elected to provide Internet access to the proxy statement and annual report rather than mailing paper reports. This reduces postage and printing expenses and paper waste. The proxy statement and annual report are available at:  
<http://www.cfpproxy.com/5427>

The annual stockholder meeting will be held at 10:00 a.m. on June 2, 2010, at the St. Regis Houston Hotel -Plaza Room, Houston, TX 77027. The matters to be covered are noted below:

1. Election of eight (8) directors;
2. Appointment of Deloitte & Touche, LLP independent registered public accounting firm for the year ending 2010; and such other matters as may properly come before the Annual Meeting, or any adjournments thereof.

The Board of Directors is not aware of any other such business. Stockholder of record at the close of business on April 1, 2010 are entitled to vote at the Meeting.

**Your Board of Directors recommends a vote "FOR" each of the above proposals.**

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

Shortly, you will receive a proxy card that will reflect the proposals to be voted on at the Annual Meeting. You may vote on-line, by phone, by mail or in person. If you wish to vote on-line or by phone, you will need your Stockholder Control Number that can be found on the bottom right hand corner of this notice. No other personal information will be required in order to vote in this manner.

**If you want to receive a paper copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for these reports by May 21, 2010 to facilitate timely delivery, you will need your Stockholder Control Number that can be found in the lower right hand corner of this letter. Then, either:**

- Call our toll-free number, (800) 951-2405; or
- Visit our website at <http://www.cfpproxy.com/5427>; or
- Send us an email at [fulfillment@rtco.com](mailto:fulfillment@rtco.com).

and enter the Stockholder Control Number when prompted or, if you send us an email, enter it in the subject line.

Directions to the meeting are included in the Notice/Proxy Statement.

**We ask that you cast your vote promptly. Due to new regulatory changes that will affect your vote on the election of directors, you must vote your proxy for your shares to be represented and voted for the election of directors. Please help save the company additional solicitation costs by voting today.**

Thank you for your continued support!

Stockholder Control Number'



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