

**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): March 18, 2011

VAALCO Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-20928
(Commission
File Number)

76-0274813
(IRS Employer
Identification No.)

4600 Post Oak Place, Suite 309
Houston, Texas 77027
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code:
(713) 623-0801

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:

- Written communication 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))

Section 5 — Corporate Governance and Management**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 18, 2011, Mr. William S. Farish notified the Board of Directors of VAALCO Energy, Inc. (the “Company”) of his decision to retire and not stand for re-election as a director of the Company at the 2011 annual meeting of stockholders. Mr. Farish will continue to serve on the Board of Directors of the Company for the remainder of his current term. Mr. Farish’s decision was not in connection with any disagreement with the Company.

Section 7 — Regulation FD**Item 7.01. Regulation FD Disclosure.**

On March 22, 2011, the Company issued a press release announcing the decision of Mr. Farish not to stand for re-election at the Company’s 2011 annual meeting of stockholders. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information set forth in the attached Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Section 9 — Financial Statements and Exhibits**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 22, 2011.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VAALCO ENERGY, INC.

Dated: March 23, 2011

By: /s/ W. Russell Scheirman
W. Russell Scheirman
President and Chief Operating Officer

Exhibit Index

Exhibit

Number Description

99.1 Press Release dated March 22, 2011.



FOR IMMEDIATE RELEASE

VAALCO ENERGY ANNOUNCES DIRECTOR WILL NOT SEEK RE-ELECTION

HOUSTON, TEXAS – March 22, 2011 – VAALCO Energy, Inc. (“VAALCO”) (NYSE: EGY) today announced that one of its directors, William S. Farish, has informed the Board of Directors that he intends not to seek re-election at VAALCO’s 2011 annual meeting of stockholders. He will continue to serve as a director until the adjournment of the 2011 annual meeting of stockholders. Mr. Farish has served on VAALCO’s board since 2004 and currently serves as a member of the board’s Compensation Committee and Nominating and Corporate Governance Committee.

“Will Farish has served our board with distinction and we are grateful for his dedication to VAALCO and its stockholders,” said Robert L. Gerry, III, Chairman and Chief Executive Officer. “His leadership and expertise have contributed to our success, and on behalf of our Board of Directors and the company, I want to thank him for his dedication and service to VAALCO and we wholeheartedly wish him well.”

About VAALCO

VAALCO Energy, Inc. is a Houston based independent energy company principally engaged in the acquisition, exploration, development and production of crude oil. VAALCO’s strategy is to increase reserves and production through the exploration and exploitation of oil and natural gas properties with high emphasis on international opportunities. The company’s properties and exploration acreage are located primarily in Gabon and Angola, West Africa and the United States.

Investor Contact

Greg Hullinger
Chief Financial Officer
713-623-0801

Media Contact

Tim Lynch / Jaime Wert
Joele Frank, Wilkinson Brimmer Katcher
212-355-4449