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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report**  
**June 4, 2014**  
(Date of earliest event reported)

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**VAALCO Energy, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-32167**  
(Commission File Number)

**76-0274813**  
(I.R.S. Employer  
Identification Number)

**4600 Post Oak Place, Suite 300**  
**Houston, Texas 77027**  
(Address of principal executive offices, including zip code)

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

- 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))
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**Item 5.07 Submission of Matters to a vote of Security Holders**

On June 4, 2014, The Company held its 2014 Annual Meeting of Shareholders. The following table presents the final voting results for the items that were presented for shareholder approval:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>	
(1) Election of Directors				
Steven P. Guidry	41,246,094	1,527,108	8,139,982	
W. Russell Scheirman	38,747,977	4,025,225	8,139,982	
Frederick W. Brazelton	40,631,515	2,141,687	8,139,982	
O. Donaldson Chapoton	40,623,303	2,149,899	8,139,982	
James B. Jennings	41,565,886	1,207,316	8,139,982	
John J. Myers, Jr.	40,987,500	1,785,702	8,139,982	
	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
(2) Proposal to approve Long Term Incentive Plan	28,395,846	13,838,328	539,027	8,139,983
(3) Ratification of the appointment of Deloitte & Touche LLP as the Company's independent accountants for the fiscal year ending December 31, 2014	50,138,743	675,330	99,111	0
(4) Proposal to approve, by non-binding vote, our executive compensation	39,107,785	3,429,565	235,852	8,139,982

All six nominated directors were elected to serve terms of one year, the Long Term Incentive Plan was approved, the appointment of Deloitte & Touche LLP as the independent accountant for 2014 was ratified, and the non-binding vote on executive compensation was approved.

For additional information on these proposals, please see the Company's definitive proxy statement filed with Securities and Exchange Commission on April 23, 2014.

**Item 8.01 Other Events.**

On June 6, 2014, the Company announced that its Board of Directors has appointed Steven P. Guidry, VAALCO's Chief Executive Officer, to the additional role of Chairman of the Board. The Company also announced that the Board has determined that James B. Jennings will continue in his current role as Lead Director.

The press release is attached hereto as Exhibit 99.1

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**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits. The Exhibit listed below is being furnished with this Form 8-K.

Exhibit 99.1      Press Release dated June 6, 2014

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**SIGNATURES**

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.

June 6, 2014

**VAALCO Energy, Inc.**

By: /s/ Gregory R. Hullinger  
Gregory R. Hullinger  
Chief Financial Officer



FOR IMMEDIATE RELEASE

**VAALCO BOARD OF DIRECTORS APPOINTS STEVEN P. GUIDRY AS CHAIRMAN OF THE BOARD**

*Recognizes Robert L. Gerry III for his 17 Years of Distinguished Service to the Company*

**HOUSTON, TEXAS – June 6, 2014** – VAALCO Energy, Inc. (NYSE: EGY) today announced that the Board of Directors has appointed Steven P. Guidry, VAALCO’s Chief Executive Officer, to the additional role of Chairman of the Board. VAALCO also announced that the Board has determined that James B. Jennings will continue in his current role as Lead Director.

In addition, the Board and management team of VAALCO today recognized Robert L. Gerry III, for his 17 years of distinguished service to the Company. Mr. Gerry served as Chairman of the Board of Directors and Chief Executive Officer for VAALCO Energy, Inc. from August 1997 through October 20, 2013, a total of 16 years. As of October 21, 2013 Mr. Gerry has served as Executive Chairman. Beginning June 5, 2014, Mr. Gerry will provide consulting services to the Company through the end of 2015.

“On behalf of the Board and management team, and everyone at VAALCO, I would like to extend a heartfelt thank you to Bobby for his tremendous contributions to our company,” said Steve Guidry, VAALCO’s Chairman and Chief Executive Officer. “Bobby has been instrumental in leading VAALCO’s growth and development and he will truly be missed. All of us at VAALCO wish him all the best in his future endeavors. I am proud to take on the role of Chairman and I am excited about VAALCO’s many opportunities to continue to create shareholder value.”

Robert Gerry stated that, “Today VAALCO is poised to enter into a new growth phase under the leadership of Steve Guidry. I believe the last few years have merely set the stage for Steve to bring his many talents to bear to realize the full potential of VAALCO. I have thoroughly enjoyed working alongside all of the talented people at VAALCO and I want to thank not only them, but also the Board of Directors for their commitment and support. I know that I am leaving the Company in good hands with Steve, and I am confident that under his leadership, VAALCO will continue on its path of growth and success.”

When Mr. Gerry joined as VAALCO’s CEO in August 1997, the Company had a total of six employees and two consultants based in Houston and production of only 800 barrels of oil per day. Today, VAALCO has over 100 employees worldwide and has produced over 80 million barrels of oil.

Mr. Gerry presided over exploration and development of VAALCO’s key producing asset, the Etame Marin concession, offshore Gabon. Under his leadership, VAALCO expanded its portfolio of interests in West Africa to include the Mutumba Iroru Block onshore Gabon, Block 5 offshore Angola, and Block P in Equatorial Guinea. Mr. Gerry has managed the company through many financial and operating matters, always with a focus on creating shareholder value.

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Mr. Gerry currently serves on the Board of Directors of Integrity Bank, an independent bank located in Houston, Texas and on the Board of Texas Children's Hospital. Mr. Gerry is a member of the University of Texas Press Advisory Council. Mr. Gerry also served on the Board of Directors of Plains Exploration and Production Company from 2004 through December 31, 2010. From February 1994 until August 1997, Mr. Gerry served as Vice-Chairman of Nuevo Energy Company. Prior to being appointed Vice-Chairman of Nuevo, Mr. Gerry had served as President and Chief Operating Officer of Nuevo since its formation in March 1990. Mr. Gerry served as Senior Vice President of Energy Assets International Corporation from January 1989 until March 1990.

#### **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, Angola and Equatorial Guinea in West Africa.

#### **Investor Contact**

Gregory R. Hullinger  
Chief Financial Officer  
713-623-0801

#### **Media Contact**

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