

VAALCO ENERGY INC /DE/  
Form 8-K  
March 23, 2011

**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.)

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**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.

Exhibit Number	Description
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.