

VAALCO ENERGY INC /DE/
Form DEFA14A
April 19, 2017

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:

*** Exercise Your *Right* to Vote ***

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 01, 2017**

VAALCO ENERGY, INC.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 06, 2017

Date: June 01, 2017 **Time:** 9:00
AM CDT

Location:

Houston
Marriott
Westchase
Hotel
2900
Briarpark
Drive
Houston,
Texas
77042

You are receiving this communication because you hold shares in the above named company.

VAALCO ENERGY, INC.
9800 Richmond Avenue, Suite 700
Houston, Texas 77042

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to
obtain proxy materials and voting
instructions.**

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report on Form 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:

www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is **NO** charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will **NOT** be forwarded to your investment advisor. Please make the request as instructed above on or before May 18, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees

- | | | | |
|----|-----------------|----|---------|
| | Cary | | |
| | Bounds | 02 | Andrew |
| | L. | | |
| 01 | Fawthrop | 03 | Michael |
| | Keane | 04 | A. John |
| | Knapp, Jr. | 05 | John J. |
| | Myers, Jr. | | |
| 06 | Steven J. Pully | | |

The Board of Directors recommends you vote FOR proposals 2 and 3.

- 2** To ratify the appointment of BDO USA LLP as the Company's independent auditors for 2017.

- 3** To approve, on an advisory basis, the compensation of our named executive officers.

The Board of Directors recommends you vote FOR 1 YEAR for proposal 4.

- 4** To approve, on a non-binding advisory basis, the frequency of executive compensation advisory votes.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

