

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

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

**(Amendment No. )**

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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](http://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](http://www.proxyvote.com)
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL\*:* [sendmaterial@proxyvote.com](mailto: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.



