

VAALCO ENERGY INC /DE/  
Form DEFA14A  
April 29, 2019

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:
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\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on June 06, 2019

VAALCO ENERGY, INC.

Meeting Information  
Meeting Type: Annual Meeting  
For holders as of: April 08,  
2019  
Date: June 06,  
2019            Time: 9:00 AM  
CDT  
Location:        Hotel Sorella  
                    CITYCENTRE  
                    800 Sorella  
                    Court  
                    Houston, Texas  
                    77024

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

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

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. 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](http://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:

BY

- 1) INTERNET: [www.proxyvote.com](http://www.proxyvote.com)

BY

- 2) 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 23, 2019 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](http://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
- 01 Cary M.  
Bounds
- 02 Andrew L.  
Fawthrop
- 03 A. John  
Knapp, Jr.
- 04 Steven J.  
Pully
- 05 William R.  
Thomas

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  
2019.
3. To approve, on  
an advisory  
basis, the  
compensation of  
our named  
executive  
officers.

NOTE: Such other  
business as may  
properly come

before the meeting  
or any adjournment  
thereof.

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