

VAALCO ENERGY INC /DE/  
Form 8-K  
September 17, 2007

**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) September 14, 2007

**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  
(I.R.S. Employer  
Identification No.)

4600 Post Oak Place, Suite 309  
(Address of principal executive offices)

77027  
(Zip Code)

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

(Former name or former address, if changed since last report.)

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 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))

**Item 3.03 Material Modification to Rights of Security Holders**

On September 14, 2007, VAALCO Energy, Inc. issued a press release announcing the authorization of a stock buy back program and the adoption of a stockholder rights plan. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release issued by VAALCO Energy, Inc., on September 14, 2007.



**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.**

September 17, 2007

By:

/s/ W. Russell Scheirman

W. Russell Scheirman  
President and Chief Financial Officer