

VAALCO ENERGY INC /DE/

Form S-8 POS

February 22, 2017

As filed with the Securities and Exchange Commission on February 22, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT NO. 333-144849

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT NO. 333-114448

UNDER

THE SECURITIES ACT OF 1933

VAALCO Energy, Inc.

(Exact name of registrant as specified in its charter)

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| | |
|---|--|
| Delaware (State or other jurisdiction of incorporation) | 76-0274813 (IRS Employer Identification No.) |
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| | |
|---|---------------------|
| 9800 Richmond Avenue, Suite 700 Houston, Texas | 77042 (Zip Code) |
|---|---------------------|

(Address of principal executive offices)

VAALCO Energy, Inc. 2007 Stock Incentive Plan

VAALCO Energy, Inc. 2003 Stock Incentive Plan

(Full title of the plans)

Elizabeth D. Prochnow

Controller and Chief Accounting Officer

9800 Richmond Avenue, Suite 700

Houston, Texas 77042

(713) 623-0801

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the following Registration Statements on Form S-8 (collectively, the “Registration Statements”), originally filed by VAALCO Energy, Inc. (the “Company”), with the Securities and Exchange Commission:

- Registration Statement No. 333-114448, filed on April 4, 2014, registering 4,000,000 shares of the Company’s Common Stock, \$0.10 par value (“Shares”), to be issued to participants under the VAALCO Energy, Inc. 2003 Stock Incentive Plan.
- Registration Statement No. 333-144849, filed on July 27, 2007, registering 3,000,000 Shares to be issued to participants under the VAALCO Energy, Inc. 2007 Stock Incentive Plan (collectively with the VAALCO Energy, Inc. 2003 Stock Incentive Plan, the “Plans”).

The Company is no longer issuing securities under the Plans. This Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 is being filed in order to deregister all Shares that were registered under the Forms S-8 and remain unissued under the Plans.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas on February 22, 2017.

VAALCO Energy, Inc.

(Registrant)

Date: February 22, 2017

By:/s/ Elizabeth D. Prochnow

Name: Elizabeth D. Prochnow

Title: Controller and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated below.

| | | |
|--|---|----------------------|
| /s/ Cary Bounds Cary Bounds | Chief Executive Officer and Director (Principal Executive Officer) | February 22, 2017 |
| /s/ Elizabeth D. Prochnow Elizabeth D. Prochnow | Controller and Chief Accounting Officer (Principal Financial and Principal Accounting Officer) | February 22, 2017 |
| /s/ Andrew L. Fawthrop Andrew L. Fawthrop | Director and Chairman of the Board | February 22, 2017 |
| /s/ Michael Keane | Director and Vice Chairman of the Board | February 22, 2017 |

Michael Keane

| | | |
|--|----------|----------------------|
| /s/ A. John Knapp, Jr. A. John Knapp, Jr. | Director | February 22, 2017 |
| /s/ John J. Myers, Jr. John J. Myers, Jr. | Director | February 22, 2017 |
| /s/ Steven J. Pully Steven J. Pully | Director | February 22, 2017 |
