

VAALCO ENERGY INC /DE/
Form 8-K
December 12, 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

December 10, 2007

Date of Report (Date of earliest event reported)

VAALCO ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

0-20928
(Commission File Number)

76-0274813
(I.R.S. Employer

Identification No.)

4600 Post Oak Place, Suite 309

Houston, TX
(Address of principal executive offices)

(713) 623-0801

77027
(Zip Code)

(Registrant's telephone number, including area code)

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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 (see General Instruction A.2. below):

- .. 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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The Board of Directors of VAALCO Energy, Inc. (the Company) adopted the Amended and Restated Bylaws of the Company (the Restated Bylaws) on December 10, 2007, to allow for the issuance of uncertificated shares. By being able to issue uncertificated shares, the Company may now participate in the Direct Registration System, which is currently administered by the Depository Trust Company. The Restated Bylaws also provide that each registered stockholder shall be entitled to a stock certificate upon request.

The full text of the Restated Bylaws is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Amended and Restated Bylaws of VAALCO Energy, Inc., effective as of December 10, 2007.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VAALCO ENERGY, INC.

Date: December 10, 2007

By: /s/ W. Russell Scheirman
W. Russell Scheirman
President and Chief Financial Officer

Page 3 of 4

Exhibit Index

| Exhibit No. | Description |
|--------------------|--|
| 3.1 | Amended and Restated Bylaws of VAALCO Energy, Inc., effective as of December 10, 2007. |