

VAALCO ENERGY INC /DE/
Form DEFA14A
April 17, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

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)

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Supplement to Notice of the Annual Meeting and Proxy Statement

Annual Meeting

This Supplement provides updated information with respect to the 2013 Annual Meeting of Stockholders, or the Meeting of VAALCO Energy, Inc., or the Company, to be held on June 5, 2013 at 10:00 a.m., local time at the St. Regis Houston Hotel, 1919 Briar Oaks Lane, Houston, Texas 77027 for purposes set forth in the Notice of 2013 Annual Meeting of Stockholders dated April 10, 2013, or the Notice. Except as specifically amended or supplemented by the information contained in this Supplement, all information set forth in the Notice, Proxy Statement and proxy card remain accurate and should be considered in voting your shares.

Withdrawal of Nominee for Election as Director

On April 12, 2013, Mr. Robert H. Allen notified the Board of Directors that due to other time commitments, he has withdrawn his name for nomination for re-election at the Meeting and will retire from the Company's Board of Directors effective June 5, 2013. The Company's Board expects to evaluate suitable candidates and appoint a replacement director after the 2013 annual meeting. Proxy voting forms already returned by stockholders will remain valid and shares represented thereby will be voted at the Meeting unless revoked.

Election of Directors

Agenda Item 1 for the Meeting consists of the election of Directors to serve until our 2013 Annual Meeting of Stockholders and until their successors are duly elected and qualified, or until their death, resignation or removal. Because Mr. Allen will no longer stand for re-election, shares represented by proxy voting forms received by the Company will be voted for the remaining six (6) nominees as instructed on the proxy card and will not be voted for Mr. Allen. The following are the Board's nominees for election as Directors:

| Name | Director Since |
|------------------------|----------------|
| Robert L. Gerry III | 1997 |
| W. Russell Scheirman | 1991 |
| Frederick W. Brazelton | 2008 |
| Luigi P. Caflisch | 2005 |
| O. Donaldson Chapoton | 2006 |
| John J. Myers | 2010 |

Biographical information with respect to all nominees and share ownership information with respect to all nominees is set forth in the Proxy Statement under the captions Directors, Nominees and Executive Officers and Information on Stock Ownership.

Other Matters

None of the other agenda items presented in the Proxy Statement are affected by this Supplement, and you should carefully review the Proxy Statement prior to voting your shares. The Company knows of no matters to be submitted to the Meeting other than those presented in the Proxy Statement, as amended and supplemented by this Supplement. If any other matters properly come before the Meeting, it is the intention of the persons named on the proxy card to vote the shares they represent in accordance with their best judgment on each of such matters.

By Order of the Board of Directors

/s/ W. Russell Scheirman
 W. Russell Scheirman
 President and Chief Operating Officer

Houston, Texas

April 17, 2013