

VAALCO ENERGY INC /DE/

Form 3

October 05, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Group 42, Inc.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

09/25/2015

3. Issuer Name **and** Ticker or Trading Symbol  
VAALCO ENERGY INC /DE/ [EGY]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)312 PEARL PKWY., CIA  
BUILDING II, SUITE,Â

(Street)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☒ Other

(give title below) (specify below)

See Explanation of Responses

SAN ANTONIO,Â TXÂ 78215

(City)

(State)

(Zip)

1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Common Stock <sup>(1)</sup>

2,499,692

D <sup>(2)</sup> ÂReminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Group 42, Inc. 312 PEARL PKWY., CIA BUILDING II, SUITE SAN ANTONIO, TX 78215	Â	Â X	Â	See Explanation of Responses
Bell Paul A 1654463 312 PEARL PKWY., CIA BUILDING II, SUITE SAN ANTONIO, TX 78215	Â	Â X	Â	See Explanation of Responses

## Signatures

/s/ Michael Keane, Chairman of the Board, on behalf of Group 42, Inc. 10/05/2015

\_\_Signature of Reporting Person Date

/s/ Michael Keane, for Paul. A. Bell 10/05/2015

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 3 is filed jointly by Group 42, Inc. ("Group 42") and Paul A. Bell (collectively, the "Reporting Persons") who are filing this report because each of the Reporting Persons is a member of a Section 13(d) group disclosed in a Schedule 13D filed on behalf of the Reporting Persons and certain other stockholders of the Issuer on September 25, 2015. Each Reporting Person is a member of a reporting

(1) group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock. As such, each Reporting Person may be deemed to beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. The securities reported herein do not include any securities held by any group member other than the Reporting Persons, as such shares are being reported in a separate Form 3 filing.

All of the reported shares are beneficially owned by Group 42. Paul A. Bell, in his capacity as President, Chief Executive Officer and controlling stockholder of Group 42, may be deemed the beneficial owner of the shares beneficially owned by Group 42. Mr. Bell

(2) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

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### Remarks:

Exhibit 24 - Confirming Statement of Paul A. Bell.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.