

VAALCO ENERGY INC /DE/
Form 3
October 05, 2015

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

OMB APPROVAL

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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 *

Radoff Bradley Louis
(Last) (First) (Middle)

1177 WEST LOOP
SOUTH, SUITE 1625

(Street)

HOUSTON, TX 77027

(City) (State) (Zip)

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 Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
See Explanation of Responses

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 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 (1) (2) | 1,951,095 | I | See Footnote (3) |
| Common Stock (1) (2) | 85,000 | I | See Footnote (4) |
| Common Stock (1) (2) | 1,938,905 | D (5) | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

| Date Exercisable | Expiration Date | Title | Derivative Security (Instr. 4) Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------|-----------------|-------|--|--|---|------------|
|------------------|-----------------|-------|--|--|---|------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|------------------------------|
| | Director | 10% Owner | Officer | Other | |
| Radoff Bradley Louis 1177 WEST LOOP SOUTH SUITE 1625 HOUSTON, TX 77027 | Â | Â X | Â | | See Explanation of Responses |
| BLR Partners, LP 1177 WEST LOOP SOUTH SUITE 1625 HOUSTON, TX 77027 | Â | Â X | Â | | See Explanation of Responses |
| BLRPart, LP 1177 WEST LOOP SOUTH SUITE 1625 HOUSTON, TX 77027 | Â | Â X | Â | | See Explanation of Responses |
| BLRGP Inc. 1177 WEST LOOP SOUTH SUITE 1625 HOUSTON, TX 77027 | Â | Â X | Â | | See Explanation of Responses |
| Fondren Management LP 1177 WEST LOOP SOUTH SUITE 1625 HOUSTON, TX 77027 | Â | Â X | Â | | See Explanation of Responses |
| FMLP Inc. 1177 WEST LOOP SOUTH SUITE 1625 HOUSTON, TX 77027 | Â | Â X | Â | | See Explanation of Responses |
| Radoff Family Foundation 1177 WEST LOOP SOUTH SUITE 1625 HOUSTON, TX 77027 | Â | Â X | Â | | See Explanation of Responses |

Signatures

By: /s/ Bradley L. Radoff

10/05/2015

**Signature of Reporting Person

Date

BLR Partners LP; By: BLRPart, LP and BLRGP Inc.; By /s/ Bradley L. Radoff, Sole Director

10/05/2015

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| | |
|---|--------------------|
| __Signature of Reporting Person BLRPart, LP; By: BLRGP Inc.; By /s/ Bradley L. Radoff, Sole Director | Date 10/05/2015 |
| __Signature of Reporting Person BLRGP Inc.; By /s/ Bradley L. Radoff, Sole Director | Date 10/05/2015 |
| __Signature of Reporting Person Fondren Management, LP; By: FMLP Inc.; By /s/ Bradley L. Radoff, Sole Director | Date 10/05/2015 |
| __Signature of Reporting Person FMLP Inc.; By/ s/ Bradley L. Radoff, Sole Director | Date 10/05/2015 |
| __Signature of Reporting Person The Radoff Family Foundation; By: /s/ Bradley L. Radoff, Director | Date 10/05/2015 |

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).

(1) This Form 3 is filed jointly by BLR Partners LP ("BLR Partners"), BLRPart, LP ("BLRPart GP"), BLRGP Inc. ("BLRGP"), Fondren Management, LP ("Fondren Management"), FMLP Inc. ("FMLP"), The Radoff Family Foundation ("Radoff Foundation"), and Bradley L. Radoff (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 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.

(2) Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its 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.

(3) Shares of Common Stock beneficially owned by BLR Partners. BLRPart GP, as the general partner of BLR Partners, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by BLR Partners. BLRGP, as the general partner of BLRPart GP, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by BLR Partners. Fondren Management, as the investment manager of BLR Partners, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by BLR Partners. FMLP, as the general partner of Fondren Management, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by BLR Partners. Mr. Radoff, as the sole shareholder and sole director of each of BLRGP and FMLP may be deemed the beneficial owner of the shares of Common Stock beneficially owned by BLR Partners.

(4) Shares of Common Stock beneficially owned by Radoff Foundation. Mr. Radoff, as the director of Radoff Foundation, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Radoff Foundation.

(5) Shares of Common Stock beneficially owned by Mr. Radoff.

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

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