

VAALCO ENERGY INC /DE/  
Form 8-A12B  
May 03, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**VAALCO ENERGY, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of Incorporation or Organization)

**76-0274813**  
(I.R.S. Employer Identification No.)

**4600 Post Oak Place, Suite 309**

**Houston, Texas**  
(Address of Principal Executive Offices)

**77027**  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

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Securities Act registration statement file number to which this form relates: N/A.

Securities to be registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class to be so Registered</b>	<b>Name of Each Exchange on Which Each Class is to be Registered</b>
Common Stock, \$0.10 par value per share	American Stock Exchange

Securities to be registered under Section 12(g) of the Act:

**None**  
**(Title of class)**

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**Item 1. Description of the Registrant's Securities to be Registered.**

The description of the Registrant's Common Stock, \$0.10 par value per share ( Common Stock ), set forth in the Registrant's Registration Statement on Form 10 (Registration No. 0-20928), as originally filed by the Registrant with the Securities and Exchange Commission (the SEC ) on December 3, 1992, as amended by a Form 8 filed by the Registrant with the SEC on January 7, 1993 and a Form 8 filed by the Registrant with the SEC on January 25, 1993, is incorporated herein by reference.

The Registrant's Common Stock currently trades on the Over-The-Counter Bulletin Board under the symbol VEIX.OB . The Registrant has applied to have its Common Stock listed on the American Stock Exchange.

**Item 2. Exhibits.**

The following documents are filed as exhibits hereto:

Exhibit Number	Description
4.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference from Exhibit 4.1 of the Registrant's Registration Statement on Form S-3, Reg. No. 333-59095 dated July 15, 1998)
4.2	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant (incorporated by reference from Exhibit 4.2 of the Registrant's Registration Statement on Form S-3, Reg. No. 333-59095 dated July 15, 1998)
4.3	Bylaws of the Registrant (incorporated by reference from Exhibit 4.3 of the Registrant's Registration Statement on Form S-3, Reg. No. 333-59095 dated July 15, 1998)
4.4	Amendment to Bylaws of the Registrant (incorporated by reference from Exhibit 4.4 of the Registrant's Registration Statement on Form S-3, Reg. No. 333-59095 dated July 15, 1998)
4.5	Designation of Convertible Series A Preferred Stock of the Registrant (incorporated by reference from Exhibit 4.1 of the Registrant's Report on Form 8-K filed on May 6, 1998)
4.6	Specimen Stock Certificate of the Registrant's Common Stock (incorporated by reference from Exhibit 4.5 of the Registrant's Registration Statement on Form S-8, Reg. No. 333-67858, dated August 17, 2001)

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 3, 2004

**VAALCO ENERGY, INC.**

By: /s/ W. Russell Scheirman, II

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W. Russell Scheirman, II

President and Chief Financial Officer

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**EXHIBIT INDEX**

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