VAALCO ENERGY INC /DE/
Form 10-Q
August 11, 2008
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 30, 2008

¨ **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from ______ to ______

Commission file number 0-20928

VAALCO Energy, Inc.

(Exact name of small business issuer as specified in its charter)

Delaware	**76-0274813**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

4600 Post Oak Place

Suite 309

Houston, Texas	**77027**
(Address of principal executive offices)	**(Zip code)**

(713) 623-0801

(Issuer s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨ Accelerated filer x Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by a check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes ¨ No x.

As of July 31, 2008, there were outstanding 58,242,682 shares of common stock, $0.10 par value per share, of the registrant.

Table of Contents

VAALCO ENERGY, INC. AND SUBSIDIARIES

Table of Contents

Table of Contents

VAALCO ENERGY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(in thousands of dollars, except number of shares and par value amounts)

	June 30, 2008	December 31, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 108,583**	$ 76,450
Funds in escrow	**4,764**	4,764
Receivables:		
Trade	**15,200**	19,766
Accounts with partners	**130**	3,829
Other	**1,828**	1,646
Crude oil inventory	**1,576**	927
Materials and supplies	**425**	339
Prepayments and other	**3,253**	2,162
Total current assets	**135,759**	109,883
Property and equipment successful efforts method:		
Wells, platforms and other production facilities	**80,921**	80,052
Undeveloped acreage	**12,841**	12,841
Work in progress	**20,678**	11,822
Equipment and other	**2,361**	2,261
	116,801	106,976
Accumulated depreciation, depletion and amortization	**(52,945)**	(42,984)
Net property and equipment	**63,856**	63,992
Other assets:		
Deferred tax asset	**1,435**	1,457
Funds in escrow	**10,873**	10,871
Other long term assets	**262**	355
TOTAL	**$ 212,185**	$ 186,558
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	**$ 40,414**	$ 23,904
Accounts with partners	**2,099**	
Income taxes payable		200
Total current liabilities	**42,513**	24,104
Long term debt	**5,000**	5,000

Asset retirement obligations	**7,358**	6,728
Total liabilities	**54,871**	35,832
Commitments and contingencies		
Minority interest in consolidated subsidiaries	**8,416**	8,396
Stockholders equity:		
Common stock, $0.10 par value, 100,000,000 authorized shares 61,103,324 and 61,054,824 shares issued with 2,860,642 and 1,560,342 in treasury at June 30, 2008 and December 31, 2007, respectively	**6,110**	6,105
Additional paid-in capital	**51,899**	51,294
Retained earnings	**102,311**	87,483
Less treasury stock, at cost	**(11,422)**	(2,552)
Total stockholders equity	**148,898**	142,330
TOTAL	**$ 212,185**	$ 186,558

See notes to unaudited condensed consolidated financial statements.

Table of Contents

VAALCO ENERGY, INC. AND SUBSIDIARIES

CONDENSED STATEMENTS OF CONSOLIDATED OPERATIONS

(unaudited)

(in thousands of dollars, except per share amounts)

	Three months ended June 30, 2008	Three months ended June 30, 2007	Six months ended June 30, 2008	Six months ended June 30, 2007
Revenues:				
Oil and gas sales	**$ 55,354**	$ 24,128	**$ 97,512**	$ 53,259
Operating costs and expenses:				
Production expenses	**4,537**	2,977	**8,931**	7,243
Exploration expense	**1,337**	426	**8,049**	5,482
Depreciation, depletion and amortization	**5,239**	4,067	**10,173**	8,730
General and administrative expenses	**3,566**	1,470	**5,553**	4,315
Total operating costs and expenses	**14,679**	8,940	**32,706**	25,770
Operating income	**40,675**	15,188	**64,806**	27,489
Other income (expense):				
Interest income	**843**	978	**1,356**	1,832
Interest expense	**(55)**	(570)	**(419)**	(828)
Other, net	**5**	56	**(28)**	136
Total other income (expense)	**793**	464	**909**	1,140
Income from continuing operations before income taxes, and minority interest	**41,468**	15,652	**65,715**	28,629
Income tax expense	**26,488**	11,329	**47,870**	18,521
Minority interest in earnings of subsidiaries	**1,953**	582	**3,017**	1,785
Income from continuing operations	**13,027**	3,741	**14,828**	8,323
Discontinued operations: (Note 8)				
Loss from discontinued operations, net of tax		(24)		(51)
Net income	**$ 13,027**	$ 3,717	**$ 14,828**	$ 8,272
Basic income per share from continuing operations	**$ 0.22**	$ 0.06	**$ 0.25**	$ 0.14
Loss from discontinued operations				
Basic income per share	**$ 0.22**	$ 0.06	**$ 0.25**	$ 0.14
Diluted income per share from continuing operations	**$ 0.22**	$ 0.06	**$ 0.25**	$ 0.14
Loss from discontinued operations				
Diluted income per share	**$ 0.22**	$ 0.06	**$ 0.25**	$ 0.14
Basic weighted shares outstanding	**58,879**	59,124	**59,108**	59,082

Diluted weighted average shares outstanding	**59,626**	60,281	**59,700**	60,355

See notes to unaudited condensed consolidated financial statements.

Table of Contents

VAALCO ENERGY, INC. AND SUBSIDIARIES

CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS

(Unaudited)

(in thousands of dollars)

	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	**$ 14,828**	$ 8,272
Adjustments to reconcile net income to net cash provided by (used in) operating activities		
Depreciation, depletion and amortization	**10,173**	8,730
Amortization of debt issuance costs	**93**	431
Dry hole costs	**6,399**	
Stock based compensation	**494**	1,138
Minority interest in earnings of subsidiaries	**3,017**	1,785
Change in operating assets and liabilities:		
Trade receivables	**4,566**	(2,882)
Accounts with partners	**5,798**	14,671
Other receivables	**(182)**	(1,257)
Crude oil inventory	**(649)**	(842)
Materials and supplies	**(86)**	
Deferred tax asset	**22**	1,385
Prepayments and other	**(1,091)**	243
Accounts payable and accrued liabilities	**12,071**	(10,625)
Income taxes payable	**(200)**	
Net cash provided by operating activities	**55,253**	21,049
CASH FLOWS FROM INVESTING ACTIVITIES		
Funds in escrow, net	**(2)**	(16)
Additions to property and equipment	**(4,968)**	(7,772)
Dry hole costs	**(6,399)**	
Other		
Net cash used in investing activities	**(11,369)**	(7,788)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from the issuance of common stock	**116**	204
Purchase of treasury shares	**(8,870)**	
Distribution to minority interest	**(2,997)**	(1,998)
Other		(42)
Net cash used in financing activities	**(11,751)**	(1,836)
NET CHANGE IN CASH AND CASH EQUIVALENTS	**32,133**	11,425
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	**76,450**	60,979
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**108,583**	72,404

Supplemental disclosure of cash flow information		
Income taxes paid	**$ 45,771**	$ 18,780
Interest paid	**$ 265**	$ 225
Supplemental disclosure of non cash flow information		
Change in investment in property and equipment not paid	**$ (4,439)**	$ (4,267)

See notes to unaudited condensed consolidated financial statements.

Table of Contents

VAALCO ENERGY, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND ACCOUNTING POLICIES

The condensed consolidated financial statements of VAALCO Energy, Inc. and subsidiaries (collectively, VAALCO or the Company), included herein are unaudited, but include all adjustments consisting of normal recurring accruals which the Company deems necessary for a fair presentation of its financial position, results of operations and cash flows for the interim period. Such results are not necessarily indicative of results to be expected for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company s Form 10-K for the year ended December 31, 2007, which also contains a summary of the significant accounting policies followed by the Company in the preparation of its consolidated financial statements. These policies were also followed in preparing the quarterly report included herein. The Company follows the successful efforts method of accounting for oil and gas exploration and development costs.

VAALCO is a Houston-based independent energy company, principally engaged in the acquisition, exploration, development and production of crude oil and natural gas. VAALCO owns producing properties and conducts exploration activities as the operator of two production sharing contracts in Gabon, West Africa, conducts exploration activities in one concession in Angola, West Africa and conducts exploration activities on two blocks in the British North Sea. Domestically, the Company has interests in the Texas Gulf Coast area.

VAALCO s subsidiaries holding interests in Gabon are VAALCO Energy (International), Inc., VAALCO Gabon (Etame), Inc. and VAALCO Production (Gabon), Inc. In Angola VAALCO holds its concession interest in VAALCO Angola (Kwanza), Inc. In Great Britain VAALCO holds its North Sea interests in VAALCO UK (North Sea), Ltd. VAALCO Energy (USA), Inc. holds interests in certain properties in the United States.

2. EARNINGS PER SHARE

The Company accounts for earnings per share in accordance with Statement of Financial Accounting Standards (SFAS) No. 128 *Earnings per Share*, (EPS). SFAS No. 128 requires the presentation of basic and diluted EPS on the face of the income statement. Basic EPS is calculated using the average number of shares of common stock outstanding during each period. Diluted EPS assumes the exercise of all stock options and warrants having exercise prices less than the average market price of the common stock using the treasury stock method.

Diluted Shares consist of the following:

	Three months ended		**Six months ended**	
Item	**June 30, 2008**	**June 30, 2007**	**June 30, 2008**	**June 30, 2007**
Basic weighted average common stock issued and outstanding	58,878,846	59,124,086	59,107,639	59,082,113
Dilutive options	746,802	1,156,992	592,152	1,273,363
Total diluted shares	59,625,648	60,281,078	59,699,791	60,355,476

Options to purchase 1,697,640 and 1,828,420 shares were excluded in the three months and six months ended June 30, 2008 and 2007, respectively, because they would have been anti-dilutive.

6

Table of Contents

3. NEW ACCOUNTING PRONOUNCEMENTS

FASB Statement 157, Fair Value Measurements The Company adopted Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements*, on January 1, 2008. SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. In February 2008, the Financial Accounting Standards Board (FASB) issued FASB Staff Position (FSP) No. FAS 157-1 and No. FAS 157-2, which delays the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years and removes certain leasing transactions from the scope of SFAS No. 157. We do not currently have any significant assets or liabilities that are measured at fair value on a recurring basis.

FASB Statement 141(R), Business Combinations, and FASB Statement 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51 In December 2007, the FASB issued FASB Statement 141(R), *Business Combinations*, which replaced FASB Statement 141, *Business Combinations,* (SFAS 141(R)). In December 2007, the FASB also issued FASB Statement 160, *Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51,* (SFAS 160). These statements significantly change the accounting for business combinations and noncontrolling interests. Among other things, and compared to the predecessor guidance, these statements will require more assets acquired and liabilities assumed to be measured at fair value as of the acquisition date, liabilities related to contingent consideration to be remeasured to fair value each subsequent reporting period, an acquirer in preacquisition periods to expense all acquisition-related costs, and noncontrolling interests in subsidiaries initially to be measured at fair value and classified as a separate component of equity. These statements are to be applied prospectively for fiscal years beginning after December 15, 2008. The Company is evaluating SFAS 141(R) and SFAS 160 to determine the impact of these statements on our consolidated financial statements.

FASB Statement 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115 In February 2007, the FASB issued FASB Statement 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115*, (SFAS 159). SFAS 159 permits companies to choose to measure many financial instruments and certain other items at fair value, with changes in fair value reflected in earnings. SFAS 159 is effective as of the beginning of the first fiscal year that begins after November 15, 2007. The Company adopted SFAS 159 as of January 1, 2008 and did not elect the fair value option for any instruments that were not previously reported at fair value.

Table of Contents

4. STOCK-BASED COMPENSATION

Stock options are granted under the Company s long-term incentive plan and have an exercise price that may not be less than the fair market value of the underlying shares on the date of grant. In general, stock options granted will become exercisable over a period determined by the Compensation Committee which in the past has been a five year life, with the options vesting over a three year period. In addition, stock options will become exercisable upon a change in control, unless provided otherwise by the Compensation Committee. At June 30, 2008 there were 3,121,196 shares subject to options authorized but not granted.

During the six months ended June 30, 2008, the Company granted no stock options.

For the three months and six months ended June 30, 2008, the Company recognized non-cash compensation expense of $0.2 million and $0.5 million respectively, (or $0.00 and $0.01 per basic and diluted share, respectively), related to stock options. For the three months and six months ended June 30, 2007, the Company recognized non-cash compensation expense of $0.6 million and $1.1 million, respectively (or $0.01 and $0.02 per basic and diluted share, respectively). These amounts were recorded as general and administrative expense. Because the Company does not pay significant United States taxes, no amounts were recorded for tax benefits related to excess stock based compensation deductions.

A summary of the unit option activity for the six months ended June 30, 2008 is provided below:

	Number of Units Underlying Options (in thousands)	**Weighted Average Exercise Price**	**Weighted Average Remaining Contractual Term**	**Aggregate Intrinsic Value (in millions)**
Outstanding at beginning of period	3,251	$ 5.91	3.44	
Granted				
Exercised	49	2.39	3.31	
Forfeited				
Outstanding at end of period	3,202	5.97	2.93	$ 8.0
Exercisable at end of period	2,154	$ 4.93	2.67	$ 7.5

The intrinsic value of a stock option is the amount by which the current market value of the underlying stock exceeds the exercise price of the option. As of June 30, 2008, unrecognized compensation costs totaled $0.8 million. The expense is expected to be recognized over a weighted average period of 0.5 years. No stock options vested during the six months ended June 30, 2008.

5. GUARANTEES

In September 2007, the Company entered into an amendment with the owner of the FPSO chartered for the Etame field to extend the contract until September 2015. In connection with

Table of Contents

the charter of the FPSO, the Company as operator of the Etame field guaranteed the charter payments through September 2013. The charter continues for two years beyond that period unless one year s prior notice is given to the owner of the FPSO. The Company obtained several guarantees from its partners for their share of the charter payment. The Company s share of the charter payment is 28.1%. The Company believes the need for performance under the charter guarantee is remote. The estimated obligations for the annual charter payment and the Company s share of the charter payments through the end of the charter are as follows: *(in thousands)*

Year	**Full Charter Payment**	**Company Share**
2008	$ 8,882	$ 2,494
2009	$ 17,269	$ 4,848
2010	$ 16,962	$ 4,762
2011	$ 16,762	$ 4,706
2012	$ 16,659	$ 4,677
Thereafter	$ 12,460	$ 3,498

The Company has recorded a liability of $0.5 million at June 30, 2008 representing the guarantee s fair value.

6. COMMITMENTS

In January 2006, the consortium elected to extend the Etame Marin block for an additional five-year term commencing July 2006. The extension consists of a three-year and a two-year follow-on term. The first term carries a minimum work obligation of one exploration well for a minimum $7.0 million exploration expenditure commitment ($2.1 million net to the Company). An additional exploration well is required during the optional two year extension.

In November 2005, the Company signed a production sharing contract for the Mutamba Iroru block onshore Gabon. The five year contract awards the Company exploration rights along the central coast of Gabon. During the first three years of the contract the Company is required to drill one exploration well and expend a minimum of $4.0 million. During the optional two year extension to the contract, the Company is required to acquire specified levels of seismic data, drill one exploration well and expend a minimum of $5.0 million. The Company is currently interpreting data from past operators of the area and expects to drill one or two wells in 2008.

In November 2006, the Company signed a production sharing contract for Block 5 offshore Angola. The seven year contract awards the Company exploration rights to 1.4 million acres offshore central Angola. The Company s working interest in the Contract is 40%. Additionally, the Company is required to carry the Angolan National Oil Company Sonangol P&P for 10% of the work program. During the first four years of the contract, the Company is required to acquire and process 1,000 square kilometers of 3-D seismic, drill two exploration wells and expend a minimum of $29.5 million ($14.8 million net to the Company). During the optional three year extension to the contract, the Company is required to acquire 600 square kilometers of 3-D seismic data, drill two exploration wells and expend a minimum of $27.2 million ($13.6 million net to the Company). The Company acquired the 1,175 square kilometers of 3-D data called for in the first exploration period at a cost of $7.5 million ($3.75 million net to the Company) in January 2007.

Table of Contents

In December 2007, the Company signed a farm-in agreement for Block 9/28d offshore the United Kingdom in the British North Sea. The Company is obligated to pay its share of the drilling of one well on the block and a portion of the share of the farminee s share of the well. The well was spudded in December 2007 and reached total depth in January 2008. The well was suspended as a non-commercial discovery in January 2008. In 2007, the Company incurred $8.0 million in exploration costs associated with the well. An additional $6.4 million was incurred in the first quarter of 2008. The Company is carrying no capitalized amounts on its books for this well.

In January 2008, the Company signed a farm-in agreement for a 25% working interest in Block 48/25c offshore in the British North Sea. The Company is obligated to pay its share of the drilling of one well on the block and a portion of the share of the farminee s share of the well. Block 48/25c is located in the Southern Gas Basin and an exploration well is expected to be drilled during the third quarter of 2008. It is anticipated that the Company share of costs for this well will be approximately $8.0 million.

7. SEGMENT INFORMATION

The Company s operations are based in Gabon, Angola, the British North Sea and in the United States. Management reviews and evaluates the operation of each geographic segment separately. The operations of all segments include exploration for and production of hydrocarbons where commercial reserves have been found and developed. Revenues are based on the location of hydrocarbon production. The Company evaluates each segment based on income (loss) from operations. Segment activity for the three months and six months ended June 30, 2008 and 2007 are as follows: *(in thousands)*

Three months ended June 30,	**Gabon**	**Angola**	**North Sea**	**Corporate and Other**	**Total**
2008					
Revenues	$ 55,296	$	$	$ 58	$ 55,354
Income from operations	45,457	(638)	179	(4,323)	40,675
2007					
Revenues	24,067			61	24,128
Income from operations	16,986	(40)		(1,758)	15,188

Six months ended June 30,	**Gabon**	**Angola**	**North Sea**	**Corporate and Other**	**Total**
2008					
Revenues	$ 97,404	$	$	$ 107	$ 97,512
Income from operations	77,106	(859)	(6,355)	(5,085)	64,806
2007					
Revenues	53,132			127	53,259
Income from operations	35,964	(3,806)		(4,669)	27,489

Table of Contents

VAALCO ENERGY, INC. AND SUBSIDIARIES

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report includes forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act). All statements other than statements of historical fact included in this report (and the exhibits hereto), including without limitation, statements regarding the Company s financial position and estimated quantities and net present values of reserves, and statements proceed by, followed by or that otherwise include the word believes, expects, anticipates, intends, projects, target, goal, objective, should, or similar expressions or variations of such are forward looking statements. The Company can give no assurances that the assumptions upon which such statements are based will prove to have been correct. Important factors that could cause actual results to differ materially from the Company s expectations (Cautionary Statements) include volatility of oil and gas prices, future production costs, future production quantities, operating hazards, weather, and statements set forth in the Risk Factors section included in the Company s Forms 10-K. All subsequent written and oral forward looking statements attributable to the Company or persons acting on its behalf are expressly qualified by the Cautionary Statements.

INTRODUCTION

The Company operates oil production sharing contracts in Gabon and Angola, and has interests in two blocks in the British North Sea. In addition, the Company has minor onshore and offshore domestic United States production in Texas and Louisiana. In Gabon, the Company operates the Etame Marin block, a 750,000 acre block offshore southern Gabon. Three fields on the Etame Marin block are under production, the Etame, Avouma and South Tchibala fields. During the six months of 2008, these fields produced 4.0 million barrels of oil (0.9 million barrels net to the Company). The Company is also developing the Ebouri field on the Etame Marin block. Construction of the production platform was completed in April 2008 and the platform is being shipped to Gabon for installation. First production from the Ebouri field is expected in late 2008. In addition to developing the Ebouri field, the Company has plans to drill three exploration wells on the Etame Marin block beginning later in 2008.

Also in Gabon, the Company operates the Mutamba Iroru block, a 270,000 acre onshore license which the Company acquired in 2005. The Company anticipates drilling two exploration wells on the block later in 2008. There is currently no production from the Mutamba Iroru block.

In Angola, the Company operates Block 5, a 1.4 million acre offshore license which the Company acquired in December 2006. The Company has leased 1140 square kilometers of 3-D data over the block and has a commitment to drill two exploration wells prior to December 1, 2010. The Company expects to drill the first of the exploration wells during the first half of 2009.

CAPITAL RESOURCES AND LIQUIDITY

Cash Flows

Net cash provided by operating activities for the six months ended June 30, 2008 was $55.3 million, as compared to $21.0 million for the six months ended June 30, 2007. The increase in cash provided by operations for the six months ended June 30, 2008 compared to for the six months ended June 30, 2007 was primarily due to higher net income and due to changes in working capital other than cash which contributed $20.2 million for the six months ended June 30, 2008, compared to an increase in working capital other than cash of $0.5 million for the six months ended June 30, 2007.

Net cash used in investing activities for the six months ended June 30, 2008 was $11.4 million, compared to net cash used in investing activities for the six months ended June 30, 2007 of $7.8 million. For the six months ended June 30, 2008, the Company invested $5.0 million in the Etame Marin block operations for the development of the Ebouri field and completed the drilling of a dry well in the North Sea at a cost of $6.4 million for the period. For the six months ended June 30, 2007, the Company invested $7.8 million in Etame Marin block operations primarily for development of the Avouma and South Tchibala fields.

For the six months ended June 30, 2008, cash used in financing activities was $11.8 million, consisting of distributions to a minority interest owner of $3.0 million and purchase of shares of $8.9 million. For the six months ended June 30, 2007, cash used by financing activities of $1.8 million consisted primarily of $2.0 million used for distributions to minority interest holders. In addition, the Company received $0.2 million in proceeds from the issuance of common stock.

Capital Expenditures

During the six months ended June 30, 2008, the Company incurred $9.4 million of capital expenditures (including amounts carried in accounts payable at June 30, 2008), primarily associated with the construction of the Ebouri development platform. During the remainder of 2008, the Company anticipates commencing an exploration program with three exploration and development wells on the Etame Marin block, two exploration wells on the Mutamba block and one well in the British North Sea. The budget for the exploration wells is approximately $35.0 million net to the Company. In addition, the Company will complete the installation and commissioning of the Ebouri platform and drill one or two development wells at a remaining cost of $16 to $24 million net to the Company.

Liquidity

Historically, the Company s primary sources of capital have been cash flows from operations, private sales of equity, borrowings and purchase money debt. At June 30, 2008, the Company had cash of $108.6 million. The Company believes that this cash combined with cash flow from operations will be sufficient to fund the Company s remaining 2008 capital expenditure budget, required debt service payments and additional investments in working capital resulting from potential growth. As operator of the Etame Marin block and Block 5 in Angola, the Company enters into project related activities on behalf of its working interest partners. The Company generally obtains advances from it partners prior to significant funding commitments.

Table of Contents

In June 2005, the Company executed a loan agreement with the IFC for a $30.0 million revolving credit facility which is secured by the assets of the Company s Gabon subsidiary. The facility extends through October 2009 at which point it can be extended, or converted to a term loan. Under the revolving credit facility, the IFC holds a pledge of the Company s interest in the Etame Marin block, and pledge of the shares of VAALCO Gabon (Etame), Inc., the subsidiary which owns the Company s interest in the Etame Marin block. The IFC also has a security interest in any crude oil sales contract the Company enters into for the sale of crude oil from the Etame Marin block.

Substantially all of the Company s crude oil and gas is sold at the well head at posted or index prices under short-term contracts. In Gabon, the Company markets its crude oil under an agreement with Shell. While the loss of Shell as a buyer might have a material adverse effect on the Company in the near term, management believes that the Company would be able to obtain other customers for its crude oil.

Domestically, the Company produces from wells in Brazos County Texas and offshore in the Gulf of Mexico, which contributed $107,000 to revenues in the six months ended June 30, 2008. Domestic production is sold via separate contracts for oil and gas. The Company has access to several alternative buyers for oil and gas sales domestically.

Oil and Gas Exploration Costs

The Company uses the successful efforts method of accounting for its oil and gas exploration and development costs. All expenditures related to exploration, with the exception of costs of drilling exploratory wells are charged as an expense when incurred. The costs of exploratory wells are capitalized pending determination of whether commercially producible oil and gas reserves have been discovered. If the determination is made that a well did not encounter potentially economic oil and gas quantities, the well costs are charged as an expense. During the six months ended June 30, 2008, the Company spent $6.4 million on a well in the British North Sea which was suspended as a non-commercial oil discovery and $1.6 million on other exploration activities including 2-D seismic acquisition in Gabon.

Table of Contents

RESULTS OF OPERATIONS

Three months ended June 30, 2008 compared to three months ended June 30, 2007

Revenues

Total revenues were $55.4 million for the three months ended June 30, 2008 compared to $24.1 million for the comparable period in 2007. The Company sold approximately 464,000 net barrels of oil equivalent at an average price of $119.18 in three months ended June 30, 2008. In the three months ended June 30, 2007, the Company sold approximately 351,000 barrels of oil equivalent at an average price of $68.77 per barrel. Crude oil production from the Etame, Avouma and South Tchibala fields is averaging 21,500 BOPD compared to approximately 20,500 BOPD in the three months ended June 30, 2007. Crude oil sales are a function of the number and size of crude oil liftings in each quarter from the FPSO and thus crude oil sales do not always coincide with volumes produced in any given quarter.

Operating Costs and Expenses

Total production expenses for the three months ended June 30, 2008 were $4.5 million compared to $3.0 million in the three months ended June 30, 2007. The Company matches production expenses with crude oil sales. Any production expenses associated with unsold crude oil inventory are capitalized. Expenses in the three months ended June 30, 2008 were higher than in the three months ended June 30, 2007 due to increased volumes sold as well as higher boat rental costs, higher FPSO costs, higher helicopter costs and higher fuel costs.

Exploration expense was $1.3 million for the three months ended June 30, 2008 compared to $0.4 million in the comparable period in 2007. For the three months ended June 30, 2008, exploration expense consisted of aeromagnetic gravity data acquired over the Mutamba Iroru block, onshore Gabon, seismic acquisition and processing costs associated with the Company s Etame Marin block and seismic processing costs in Angola. Exploration expense for the three months ended June 30, 2007 consisted primarily of seismic processing costs in Gabon and Angola.

Depreciation, depletion and amortization expenses were $5.2 million in the three months ended June 30, 2008 compared to $4.1 million in the three months ended June 30, 2007. The higher depreciation, depletion and amortization expenses during the three months ended June 30, 2008 compared to the three months ended June 30, 2007 was due to higher volumes of oil sold.

General and administrative expenses for the three months ended June 30, 2008 and 2007 were $3.6 million and $1.5 million for each period, respectively. The higher general and administrative costs in 2008 were due in part to non-recurring legal and solicitation costs associated with the Company s annual meeting. During the three months ended June 30, 2008, the Company incurred $0.3 million of general and administrative costs for the Company s Angola office, which was not open during the three months ended June 30, 2007. Also during the three months ended June 30, 2008 and June 30, 2007, the Company incurred stock based compensation expense of $0.2 million and $0.5 million, respectively. In both of the three months ended June 30, 2008 and 2007, the Company benefited from overhead reimbursement associated with production and development operations on the Etame Marin block.

Table of Contents

Other Income (Expense)

Interest income received on amounts on deposit was $0.8 million in the three months ended June 30, 2008 compared to $1.0 million in the three months ended June 30, 2007. The decrease in interest income received on amounts on deposit reflects lower interest rates in 2008. Interest expense and financing charges for the IFC loan was $0.1 million for the three months ended June 30, 2008 compared to $0.6 million for the three months ended June 30, 2007, reflecting interest on amounts borrowed on the IFC loan, net of capitalized interest expense.

Income Taxes

Income taxes amounted to $26.5 million and $11.3 million for the three months ended June 30, 2008 and 2007, respectively. In the three months ended June 30, 2008 and in the three months ended June 30, 2007, the income taxes were all paid in Gabon. Income taxes in the three months ended June 30, 2008 were higher due to higher oil prices, which increased taxable revenues.

Discontinued Operations

Loss from discontinued operations in the Philippines in the three months ended June 30, 2007 was $24,000. The Philippines offices were closed in 2007 and no costs were incurred in 2008.

Minority Interest

The Company incurred $2.0 million and $0.6 million in minority interest charges in the three months ended June 30, 2008 and 2007, respectively. These minority interest charges were associated with VAALCO Energy (International), Inc., a subsidiary that is 90.01% owned by the Company.

Net Income

Net income for the three months ended June 30, 2008 was $13.1 million, compared to net income of $3.7 million for the same period in 2007. Higher oil prices and crude volumes sold, which were partially offset by higher operating costs, contributed to the higher net income in 2008.

Six months ended June 30, 2008 compared to six months ended June 30, 2007

Revenues

Total revenues were $97.5 million for the six months ended June 30, 2008 compared to $53.3 million for the comparable period in 2007. The Company sold approximately 910,000 net barrels of oil equivalent at an average price of $107.06 in the six months ended June 30, 2008. In the six months ended June 30, 2007, the Company sold approximately 861,000 barrels of oil equivalent at an average price of $61.81 per barrel. Crude oil sales are a function of the number and size of crude oil liftings in each quarter from the FPSO and thus crude oil sales do not always coincide with volumes produced in any given quarter.

Table of Contents

Operating Costs and Expenses

Total production expenses for the six months ended June 30, 2008 were $8.9 million compared to $7.2 million in the six months ended June 30, 2007. The Company matches production expenses with crude oil sales. Any production expenses associated with unsold crude oil inventory are capitalized. Expenses in the six months ended June 30, 2008 were higher due to higher insurance costs, higher costs of boat and helicopter rentals, higher fuel costs and due to higher FPSO costs.

Exploration expense was $8.0 million for the six months ended June 30, 2008 compared to $5.5 million in the comparable period in 2007. Exploration expense for the six months ended June 30, 2008 included $6.4 million of dry hole costs associated with a well drilled by the Company in the North Sea. Also included in exploration expense were aeromagnetic gravity data acquired over the Mutamba Iroru block, onshore Gabon, seismic acquisition and processing costs associated with the Company s Etame Marin concession and seismic processing costs in Angola. Exploration expense for the six months ended June 30, 2007 included $3.8 million associated with licensing 1,000 square kilometers of 3-D seismic data for Block 5 in Angola and $1.4 million for acquisition and processing of 400 square kilometers of 3-D seismic offshore Gabon.

Depreciation, depletion and amortization expenses were $10.2 million in the six months ended June 30, 2008 compared to $8.7 million in the six months ended June 30, 2007. The higher depreciation, depletion and amortization expenses during the six months ended June 30, 2008 compared to the six months ended June 30, 2007 was due to higher volumes of oil sold, and due to increasing percentages of total production coming from the Avouma and South Tchibala fields, which have higher depletion rates than from the Etame field.

General and administrative expenses for the six months ended June 30, 2008 and 2007 were $5.6 million and $4.3 million for each period, respectively. The higher general and administrative costs in 2008 were due in part to non-recurring legal and solicitation costs associated with the Company s annual meeting. The Company also incurred $0.5 million of general and administrative costs in Angola in the six months ended June 30, 2008 to operate the Company s office which opened there in September 2007. During the six months ended June 30, 2008, the Company incurred $0.5 million of stock based compensation compared to $1.1 million incurred in the six months ended June 30, 2007.

Other Income (Expense)

Interest income received on amounts on deposit was $1.4 million in the six months ended June 30, 2008 compared to $1.8 million in the six months ended June 30, 2007. The decrease in interest income received on amounts on deposit reflects lower interest rates in 2008. Interest expense and financing charges was $0.4 million for the six months ended June 30, 2008 compared to $0.8 million for the six months ended June 30, 2007 all associated with the Company s IFC loan.

Income Taxes

Income taxes amounted to $47.9 million and $18.5 million for the six months ended June 30, 2008 and 2007, respectively. In the six months ended June 30, 2008 and 2007, the income taxes were all paid in Gabon. The higher income taxes paid in Gabon in six months ended June 30, 2007 were due to higher oil prices and crude volumes sold.

Table of Contents

Discontinued Operations

Expense from discontinued operations in the Philippines in the six months ended June 30, 2007 was $0.1 million. The Philippines offices were closed in 2007 and no costs were incurred in 2008.

Minority Interest

The Company incurred $3.0 million and $1.8 million in minority interest charges in the six months ended June 30, 2008 and 2007, respectively. These minority interest charges were associated with VAALCO Energy (International), Inc., a subsidiary that is 90.01% owned by the Company.

Net Income

Net income for the six months ended June 30, 2008 was $14.9 million, compared to net income of $8.3 million for the same period in 2007. Higher oil prices and crude volumes sold, partially offset by higher operating costs, contributed to the higher net income in 2008.

Table of Contents

ITEM 3. QUANTATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company s results of operations are dependent upon the difference between prices received for its oil and gas production and the costs to find and produce such oil and gas. Oil and gas prices have been and are expected in the future to be volatile and subject to fluctuations based on a number of factors beyond the control of the Company. The Company does not presently have any active hedges in place, but may do so in the future.

ITEM 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed by the Company in the reports it file or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to the Company s management, including the Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosure. The Company s management, including the Company s principal executive officer and principal financial officer, has evaluated the effectiveness of the Company s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Company s principal executive officer and principal financial officer have concluded that the Company s disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q. There were no changes in the Company s internal controls over financial reporting that occurred during the Company s last fiscal quarter that have materially affected, or are reasonably likely to materially affect the Company s internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS

We have no material changes to the disclosure on this matter in our annual report on Form 10-K for the year ended December 31, 2007.

ITEM 2. ISSUER PURCHASES OF EQUITY SECURITIES FOR THREE MONTHS ENDED JUNE 30, 2008

The following table provides information regarding the number of shares of common stock of the Company purchased by the Company during the three months ended June 30, 2008.

	Number of shares purchased	Average price per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs
April 2008				
May 2008	500,000	7.69	500,000	
June 2008	500,000	7.44	500,000	
Total	1,000,000	7.59	1,000,000	(See note 1)

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Note 1 On September 14, 2007, the Company announced its intention to purchase up to $20 million of shares of its common stock for the treasury. The announcement did not specify an amount of shares or expiration date. Purchases may be made in both the open market and through negotiated transactions, and purchases may be increased, decreased or discontinued at any time without prior notice.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the annual meeting of stockholders held on June 4, 2008 the Common Stockholders elected, by a majority vote of shares entitled to vote at the meeting, three Class I Directors to serve on the Company s Board of Directors. The stockholders also approved the appointment of Deloitte & Touche as independent auditors of the Company.

Directors Elected by Common Stockholders	Votes Cast For	Votes Cast Against	Withheld
William S. Farish	31,258,517	0	1,010,234
Arnie R. Nielsen	31,160,729	0	1,108,022
W. Russell Scheirman	30,621,043	0	1,647,708

Table of Contents

Regarding the proposal to approve the appointment of Deloitte & Touche as the Company s independent auditors, 31,818,711 votes were cast for the proposal and 450,000 votes were cast against or abstained from voting for the proposal.

ITEM 6. EXHIBITS

(a) **Exhibits**

3. Articles of Incorporation and Bylaws

3.1 Restated Certificate of Incorporation (incorporated by reference to exhibit 4.1 to the Company s Registration Statement on Form S-3 filed with the Commission on July 15, 1998, Reg. No. 333-59095).

3.2 Certificate of Amendment to Restated Certificate of Incorporation (incorporated by reference to exhibit 4.2 to the Company s Registration Statement on Form S-3 filed with the Commission on July 15, 1998, Reg. No. 333-59095).

3.3 Amended and Restated Bylaws dated March 24, 2005 filed with the Commission on May 2, 2005. (incorporated by reference to the Company s quarterly report on Form 10Q for the quarter ended March 31, 2005).

31. Rule 13a-14(a)/15d-14(a) Certifications

31.1 Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002

Section 1350 Certificates

32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002.

32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002.

Table of Contents

SIGNATURES

In accordance with the requirements of 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.

(Registrant)

By /s/ W. RUSSELL SCHEIRMAN
W. Russell Scheirman, President,

Chief Financial Officer and Director
(on behalf of the Registrant and as the principal financial officer)
Dated: August 11, 2008

21

Table of Contents

EXHIBIT INDEX

Exhibits

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