

Bounds Cary M
Form 4/A
March 05, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bounds Cary M

2. Issuer Name **and** Ticker or Trading
Symbol
VAALCO ENERGY INC /DE/
[EGY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
9800 RICHMOND AVE., SUITE
700

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Chief Executive Officer & COO

(Street)
HOUSTON, TX 77042

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/04/2019

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2019		F(1)		13,772	D	\$ 2.33
Commom Stock	02/28/2019		A		85,837	A	\$ 2.33

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (right to purchase)	\$ 1.23	02/28/2019		A		162,145		<u>(2)</u>	02/28/2024	Common Stock	162,145
Stock Appreciation Right	\$ 1.23	02/28/2019		A		324,290		<u>(3)</u>	02/28/2024	Common Stock	324,290

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bounds Cary M 9800 RICHMOND AVE. SUITE 700 HOUSTON, TX 77042	X Chief Executive Officer & COO

Signatures

/s/ Cary Bounds, by Michael Silver,
attorney-in-fact

03/05/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Shares withheld to satisfy tax withholding obligations upon vesting of restricted stock.

(2) Employee Stock Options vest in equal installments on February 28, 2020, February 28, 2021 and February 28, 2022.

(3) Stock Appreciation Rights vest in equal installments on February 28, 2020, February 28, 2021 and February 28, 2022.

Remarks:

Amendment filed to revise shares withheld for tax withholding obligations upon vesting of restricted stock in initial filing.

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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