

GRAN TIERRA ENERGY, INC.
Form 10-Q/A
May 13, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
(Amendment No. 1)

- ☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)**
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED March 31, 2008
OR

- ☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)**
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____
TO _____

Commission file number 000-52594
GRAN TIERRA ENERGY INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

98-0479924
(I.R.S. employer
identification number)

300, 611 10th Avenue SW
Calgary, Alberta, Canada
(Address of principal executive offices)

T2R 0B2
(Zip code)
(403) 265-3221
(Registrant'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 Securities Exchange Act of 1934 during the preceding 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 ☒ 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 ☒

Non-Accelerated Filer ☐ (do not check if a smaller reporting company) Smaller Reporting Company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES ☐ NO ☒

On May 5, 2008, the total number of outstanding shares of the registrant's common stock and outstanding exchangeable shares of Gran Tierra Goldstrike Inc., which are exchangeable into the registrant's common stock, was

104,846,056. Of this total, there were 93,335,740 shares of the registrant's common stock outstanding and 11,510,316 shares of common stock issuable upon the exchange of exchangeable shares. In addition, the registrant had outstanding one share of special voting stock, through which the holders of exchangeable shares may exercise their voting rights with respect to Gran Tierra Energy Inc. The special voting stock generally votes together with the common stock on all matters on which the holders of the registrant's common stock are entitled to vote. The trustee holder of the share of special voting stock has the right to cast a number of votes equal to the number of then outstanding exchangeable shares.

EXPLANATORY NOTE

This Form 10-Q/A is being filed to correct typographical errors on the signature page and certifications filed as Exhibits 31.1, 31.2 and 32.1 to the Form 10-Q for the quarter ended March 31, 2008 (the "Form 10-Q"), to complete the dates appearing thereon. No other changes have been made to the Form 10-Q, other than to revise the Exhibit Index. This Form 10-Q/A also includes Exhibits 31.3 and 31.4, as required by Securities and Exchange Commission rules, as reflected on the revised Exhibit Index.

Signature page to Form 10-Q:

SIGNATURES

Pursuant to 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.

GRAN TIERRA ENERGY INC.

Date: May 12, 2008

/s/ Dana Coffield
By: Dana Coffield
Its: Chief Executive Officer

Date: May 12, 2008

/s/ Martin Eden
By: Martin Eden
Its: Chief Financial Officer

SIGNATURES

Pursuant to 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.

GRAN TIERRA ENERGY INC.

Date: May 13, 2008

/s/ Dana Coffield
By: Dana Coffield
Its: Chief Executive Officer

Date: May 12, 2008

/s/ Martin Eden
By: Martin Eden
Its: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description	Reference
3.1	Articles of Incorporation.	Incorporated by reference to Exhibit 3.1 to the Form SB-2, as amended, filed with the Securities and Exchange Commission on December 31, 2003 (File No. 333-111656).
3.2	Certificate Amending Articles of Incorporation.	Incorporated by reference to Exhibit 3.2 to the Form SB-2, as amended, and filed with the Securities and Exchange Commission on December 31, 2003 (File No. 333-111656).
3.3	Certificate Amending Articles of Incorporation.	Incorporated by reference to Exhibit 3.4 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 10, 2005 (File No. 333-111656).
3.4	Certificate of Amendment to Articles of Incorporation.	Incorporated by reference to Exhibit 3.5 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 1, 2006 (File No. 333-111656).
3.5	Amended and Restated Bylaws of Gran Tierra Energy Inc.	Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on April 11, 2008 (File No.000-52594).
31.1	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer to Form 10-Q	Filed herewith.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer to Form 10-Q	Filed herewith.
31.3	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer to Form 10-Q/A	Filed herewith.
31.4	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer to Form	Filed herewith.

10-Q/A

32 Section 1350 Certifications to Form 10-Q. Filed herewith.
