

GRAN TIERRA ENERGY, INC.  
Form 8-K  
February 02, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 29, 2010

GRAN TIERRA ENERGY INC.

(Exact name of Registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation)

98-0479924  
(I.R.S. Employer Identification No.)

Commission file number: 000-52594

300, 611 - 10th Avenue S.W.  
Calgary, Alberta, Canada T2R 0B2  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (403) 265-3221

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 Unregistered Sales of Equity Securities

On three separate dates beginning on October 27, 2009 and ending on January 29, 2010, Gran Tierra Energy Inc. issued 1,927,778 shares of its common stock to three individual holders of exchangeable shares, which exchangeable shares were issued by a subsidiary of Gran Tierra Energy in a share exchange on November 10, 2005, and were exchangeable for shares of Gran Tierra Energy's common stock.

The shares were issued to these holders in reliance on Regulation S promulgated by the SEC as no investor was a resident of the United States.

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SIGNATURE

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 hereunto duly authorized.

Dated: February 1, 2010

GRAN TIERRA ENERGY INC

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