

GRAN TIERRA ENERGY, INC.  
Form 8-K  
September 22, 2008

**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):** September 19, 2008

**GRAN TIERRA ENERGY INC.**

**(Exact name of Registrant as specified in its charter)**

**Nevada**

**98-0479924**

**(State or other jurisdiction of incorporation) (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))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective September 19, 2008, the Board of Directors of Gran Tierra Energy Inc. (“*Gran Tierra*”) amended the Gran Tierra Bylaws (the “*Bylaws*”). The amendments amend Article II, Sections 4, 7, 9 and 10, and Article VIII, Section 1, of the Bylaws, in all cases to reflect and clarify that when determining at a stockholders meeting whether a quorum is present, and whether at a stockholders meeting or a vote by written consent a matter voted upon is passed, votes are counted rather than shares of stock. Gran Tierra has a share of special voting stock outstanding that is entitled to cast the number of votes equal to the number of exchangeable shares outstanding and, therefore, the number of votes and number of Gran Tierra shares outstanding do not coincide.

The Bylaws, as so amended and restated, are attached hereto as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated Bylaws.

**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: September 19, 2008

GRAN TIERRA ENERGY INC

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

**EXHIBIT INDEX**

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