

GRAN TIERRA ENERGY, INC.
Form 10-Q/A
November 19, 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 September 30, 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 October 31, 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 115,787,191. Of this total, there were 104,803,065 shares of the registrant's common stock outstanding and 10,984,126 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 Amendment No. 1 to Quarterly Report on Form 10-Q/A is being filed solely to correct the inadvertent omission of Exhibit 10.3, which was listed on the Exhibit Index, but was not filed with the Form 10-Q for the quarter ended September 30, 2008 (the "Form 10-Q"). No other changes have been made to the Form 10-Q, other than to include Exhibit 10.3 and to revise the Exhibit Index. This Form 10-Q/A also includes Exhibits 31.1 and 31.2, as required by Securities and Exchange Commission rules.

2.

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: November 19, 2008

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

Date: November 19, 2008

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

3.

EXHIBIT INDEX

Exhibit

| No. | Description | Reference |
|------------|---|--|
| 2.1 | Arrangement Agreement, dated as of July 28, 2008, by and among Gran Tierra Energy Inc., Solana Resources Limited and Gran Tierra Exchangeco Inc. | Incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K, filed with the SEC on August 1, 2008. |
| 2.2 | Amendment No. 2 to Arrangement Agreement, which includes the Plan of Arrangement, including appendices. | Incorporated by reference to Exhibit 2.2 to the Registration Statement on Form S-3 (Reg. No. 333-153376), filed with the SEC on October 10, 2008. |
| 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 Amending 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 September 22, 2008 (File No.000-52594). |
| 10.1 | Form of Shareholder Support Agreement Respecting the Arrangement Involving Solana Resources Limited, Gran Tierra Energy Inc. and Gran Tierra Exchangeco Inc. (Solana Shareholders) | Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed with the SEC on August 1, 2008. |
| 10.2 | Form of Shareholder Support Agreement Respecting the Arrangement Involving Solana Resources Limited, Gran Tierra Energy Inc. and Gran Tierra Exchangeco Inc. (Gran Tierra Stockholders) | Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, filed with the SEC on August 1, 2008. |
| 10.3 | Amendment No. 2 to Colombian Participation Agreement, dated as of July 3, 2008, between Gran | Filed herewith. |

Tierra Energy Inc. and Crosby Capital, LLC.

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|------|---|-------------------|
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer | Filed herewith. |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer | Filed herewith. |
| 32 | Section 1350 Certifications. | Previously filed. |

4.
