

GRAN TIERRA ENERGY, INC.
Form 8-A12B
April 07, 2008

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Gran Tierra Energy Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State of Incorporation or Organization)

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

300, 611 - 10th Avenue, S.W., Calgary,
Alberta, Canada

T2R 0B2
(Zip code)

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to
be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Common Stock, par value \$0.001

American Stock Exchange LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following.

Securities Act registration statement number to which this form relates:

(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

N/A

(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

A description of the Common Stock to be registered hereunder is contained in the section entitled "Description of Capital Stock," commencing at page 85 of the Prospectus included in the Registrant's Post-Effective Amendment No. 1 to Form SB-2 on Form S-1 Registration Statement, No 333-132352, filed with the Securities and Exchange Commission (the "Commission") on January 25, 2008, and is incorporated herein by reference.

Item 2. Exhibits.

Exhibit Number	Description
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	Certificates 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	Third 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 January 22, 2008 (File No. 000-52594).).
3.6	Form of Stock Certificate. (Incorporated by reference to Exhibit 3.6 to the Form 8-A Registration Statement filed with the Securities and Exchange Commission on January 22, 2008 (File No. 000-52594).).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

GRAN TIERRA ENERGY INC.
(Registrant)

Date: April 3, 2008

By: /s/ Martin Eden

Name: Martin Eden
Title: Chief Financial Officer

EXHIBIT INDEX

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