

GRAN TIERRA ENERGY INC.

Form SC 13G/A

February 04, 2016

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G/A***

Under the
Securities
Exchange Act of
1934

(Amendment No.
1)

Gran Tierra
Energy Inc.
(Name of Issuer)

Common Stock,
\$0.001 par value
per share
(Title of Class of
Securities)

38500T101
(CUSIP Number)

December 31,
2015
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule 13G is
filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

(Page 1 of 10
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1

2

3

4

5

6

7

8

9

3

19,423,527

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

7.1%

TYPE OF

REPORTING

12

PERSON

OO

CUSIP No. 38500T101 13G/A Page 3 of 10 Pages

		NAMES OF REPORTING PERSONS
1		
		Amber Capital UK LLP CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
2		
3		SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4		
		United Kingdom SOLE VOTING POWER
5		
		0 SHARED VOTING POWER
6		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		17,357,357 SOLE DISPOSITIVE POWER
7		
		0 SHARED DISPOSITIVE POWER
8		
		17,357,357
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,357,357

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

6.3%

TYPE OF

REPORTING

12

PERSON

IA

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		NAMES OF REPORTING PERSONS
1		
		Amber Capital LP
		CHECK
		THE
2		APPROPRIATE
		BOX IF A
		MEMBER (b) "
		OF A
3		GROUP
		SEC USE ONLY
		CITIZENSHIP OR
4		PLACE OF
		ORGANIZATION
		Delaware, United
		States
		SOLE
5		VOTING
		POWER
		0
		SHARED
NUMBER OF	6	VOTING
SHARES		POWER
BENEFICIALLY		19,423,527
OWNED BY		SOLE
EACH		DISPOSITIVE
REPORTING	7	POWER
PERSON WITH		
		0
		SHARED
		DISPOSITIVE
8		POWER
		19,423,527
9		AGGREGATE
		AMOUNT
		BENEFICIALLY
		OWNED BY EACH
		REPORTING
		PERSON

19,423,527

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

7.1%

TYPE OF

REPORTING

12

PERSON

PN

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		NAMES OF REPORTING PERSONS
1		
		Amber Global Opportunities Master Fund Ltd. CHECK THE APPROPRIATE
2		BOX IF A MEMBER (b) "
		OF A GROUP
3		SEC USE ONLY CITIZENSHIP OR
4		PLACE OF ORGANIZATION
		Cayman Islands SOLE VOTING
	5	POWER
		0 SHARED VOTING
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	POWER
		17,357,357 SOLE DISPOSITIVE
	7	POWER
		0 SHARED DISPOSITIVE
	8	POWER
9		17,357,357 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

17,357,357

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

6.3%

TYPE OF

REPORTING

PERSON

OO

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	NAMES OF REPORTING PERSONS
1	
	Joseph Oughourlian
	CHECK
	THE
	APPROPRIATE
2	BOX IF A
	MEMBER (b) "
	OF A
	GROUP
3	SEC USE ONLY
	CITIZENSHIP OR
	PLACE OF
4	ORGANIZATION
	France
	SOLE
	VOTING
5	POWER
	0
	SHARED
	VOTING
6	POWER
NUMBER OF SHARES	
BENEFICIALLY	19,423,527
OWNED BY	SOLE
EACH	DISPOSITIVE
REPORTING	7 POWER
PERSON WITH	
	0
	SHARED
	DISPOSITIVE
8	POWER
	19,423,527
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,423,527

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

7.1%

TYPE OF

REPORTING

12

PERSON

IN

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Item 1(a). NAME OF ISSUER.

The name of the issuer is Gran Tierra Energy Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 300, 625 – 11th Avenue S.W.

Calgary, Alberta, Canada T2R 0E1.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

Amber Capital Management LP ("Amber Capital Management"), duly incorporated in the Cayman Islands and, in
(i) its capacity as manager controls Amber UK and Amber Capital, with respect to the Common Stock directly held by Amber Global (as defined below) and Valdivia Energy LP ("Valdivia"), a Delaware limited partnership;

Amber Capital UK LLP ("Amber UK"), a Limited Liability Partnership incorporated, authorized and regulated by
(ii) the Financial Conduct Authority in the United Kingdom, with respect to the Common Stock directly held by Amber Global;

Amber Capital LP ("Amber Capital"), a Delaware limited partnership, with respect to the Common Stock directly
(iii) held by Amber Global and Valdivia;

Amber Global Opportunities Master Fund Ltd. ("Amber Global") , a Cayman Island exempted company, with
(iv) respect to the Common Stock directly held by it; and

Joseph Oughourlian ("Mr. Oughourlian"), managing member of Amber Capital Management GP Ltd., the general
(v) partner of Amber Capital Management, with respect to the Common Stock directly held by Amber Global and Valdivia.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Sections 13 of the Securities Exchange Act of 1934, the beneficial owner of these shares.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is:

(i) Amber Capital Management: PO Box 309 Ugland House, Grand Cayman, KY1-1104, Cayman Islands;

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- (ii) Amber UK: Kent House, 14-17 Market Place, London, United Kingdom W1W 8AJ;
- (iii) Amber Capital: 900 Third Avenue, Suite 1103, New York, New York, 10022, USA;
- (iv) Amber Global: PO Box 309 Ugland House, Grand Cayman, KY1-1104, Cayman Islands; and
- (v) Mr. Oughourlian: 14-17 Market Place, London, United Kingdom, W1W 8AJ.

Item 2(c). CITIZENSHIP:

Amber Capital Management is a limited partnership organized under the laws of the Cayman Islands. Amber UK is a limited liability partnership organized under the laws of the United Kingdom. Amber Capital is a limited partnership organized under the laws of the State of Delaware. Amber Global is an exempted company organized under the laws of the Cayman Islands. Mr. Oughourlian is a citizen of France.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.001 par value per share (the "Common Stock").

Item 2(e). CUSIP NUMBER:

38500T101

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) "Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
Employee benefit plan or endowment fund in accordance with
- (f) "Rule 13d-1(b)(1)(ii)(F);
- (g) "Parent holding company or control person in accordance with
Rule 13d-1(b)(1)(ii)(G);
- (h) "Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
(i) ..Investment Company Act (15 U.S.C. 80a-3);

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- (j) "Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please
specify the type of institution: _____

Item 4. OWNERSHIP.

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The percentages used herein are calculated based upon 274,499,439 shares of Common Stock issued and outstanding as of October 30, 2015 as reported by the Company in its Quarterly Report on Form 10-Q for the period ended September 30, 2015 filed on November 4, 2015.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Item 2.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 4,
2016

AMBER CAPITAL
MANAGEMENT lp

By: /s/ Jamie Craver
Name: Jamie Craver
Title: Authorized Person

amber capital Uk LLP

By: /s/ Jamie Craver
Name: Jamie Craver
Title: Authorized Person

amber capital LP

By: /s/ Jamie Craver
Name: Jamie Craver
Title: Authorized Person

Amber Global
Opportunities Master
Fund Ltd.

By: /s/ Jamie Craver
Name: Jamie Craver
Title: Authorized Person

/s/ Joseph Oughourlian
Joseph Oughourlian