

GRAN TIERRA ENERGY INC.

Form SC 13G

March 16, 2015

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

**SCHEDULE
13G***

Under the
Securities
Exchange Act of
1934
(Amendment
No.)

Gran Tierra
Energy Inc.
(Name of Issuer)

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

38500T101
(CUSIP Number)

March 6, 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 13
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).

NAMES OF
REPORTING
PERSONS

1

Amber Capital
Management LP

2

CHECK
THE
APPROPRIATE
BOX IF A
MEMBER (b) "

3

OF A
GROUP

4

SEC USE ONLY
CITIZENSHIP OR
PLACE OF
ORGANIZATION

Cayman Islands
SOLE
VOTING
5 POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

0
SHARED
VOTING
6 POWER
15,780,536
SOLE
DISPOSITIVE
7 POWER

0
SHARED
DISPOSITIVE
8 POWER

9

15,780,536
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING

PERSON

15,780,536

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

5.7%

TYPE OF

REPORTING

PERSON

OO

		NAMES OF REPORTING PERSONS
1		Amber Capital UK LLP
		CHECK THE APPROPRIATE 2 BOX IF A MEMBER (b) " " OF A GROUP 3 SEC USE ONLY CITIZENSHIP OR PLACE OF 4 ORGANIZATION
		United Kingdom SOLE VOTING 5 POWER
		0 SHARED VOTING 6 POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		15,780,536 SOLE DISPOSITIVE 7 POWER
		0 SHARED DISPOSITIVE 8 POWER
9		15,780,536 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

15,780,536

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

5.7%

TYPE OF

REPORTING

PERSON

IA

NAMES OF
REPORTING
PERSONS

1

Amber Capital LP

2

CHECK
THE
APPROPRIATE
BOX IF A
MEMBER (b) "

3

OF A
GROUP
SEC USE ONLY
CITIZENSHIP OR
PLACE OF
ORGANIZATION

4

Delaware, United
States

5 SOLE
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 0
SHARED
VOTING
POWER
15,780,536
SOLE
DISPOSITIVE
POWER

7 0
SHARED
DISPOSITIVE
POWER

9

15,780,536
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING

PERSON

15,780,536

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

5.7%

TYPE OF

REPORTING

PERSON

PN

NAMES OF
REPORTING
PERSONS

1 Amber Global
Opportunities Master
Fund Ltd.

2 CHECK
THE
APPROPRIATE
BOX IF A
MEMBER (b) " "
OF A
GROUP
3 SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION

Cayman Islands
SOLE
VOTING
5 POWER

NUMBER OF
SHARES **6** 0
SHARED
VOTING
POWER
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH **7** 15,780,536
SOLE
DISPOSITIVE
POWER

8 0
SHARED
DISPOSITIVE
POWER

9 15,780,536
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH

REPORTING
PERSON

15,780,536
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

REPRESENTED BY
AMOUNT IN ROW
(9)

11

5.7%
TYPE OF
REPORTING
PERSON

12

OO

NAMES OF
REPORTING
PERSONS

1

Michel Brogard

2

CHECK
THE
APPROPRIATE
BOX IF A
MEMBER (b) "

3

OF A
GROUP
SEC USE ONLY
CITIZENSHIP OR
PLACE OF
ORGANIZATION

4

Unites States
SOLE
VOTING
5 POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

0
SHARED
VOTING
6 POWER
15,780,536
SOLE
DISPOSITIVE
7 POWER

0
SHARED
DISPOSITIVE
8 POWER

9

15,780,536
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

15,780,536

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

5.7%

TYPE OF

REPORTING

12

PERSON

IN

NAMES OF
REPORTING
PERSONS

Joseph Oughourlian
CHECK

THE
APPROPRIATE

BOX IF A
MEMBER (b) "

OF A
GROUP

SEC USE ONLY
CITIZENSHIP OR

PLACE OF

ORGANIZATION

France

SOLE
VOTING
POWER

0
SHARED
VOTING
POWER

15,780,536
SOLE
DISPOSITIVE
POWER

0
SHARED
DISPOSITIVE
POWER

15,780,536
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

15,780,536

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	5.7% TYPE OF REPORTING PERSON IN

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:¹

This statement is filed by:

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

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;

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

Michel Brogard ("Mr. Brogard"), a 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

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

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;

¹Add Reporting Persons, as appropriate.

- (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;
- (v) Mr. Brogard: 900 Third Avenue, Suite 1103, New York, New York, 10022; and
- (vi) 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. Brogard is a citizen of the United States of America. 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);

Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(h)''

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);

(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 276,108,951 shares of Common Stock issued and outstanding as of February 24, 2015 as reported by the Company in its Annual Report on Form 10-K for the period ended December 31, 2014 filed on March 2, 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.

Not applicable.

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.

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: March 16, 2015

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/ Michel Brogard
Michel Brogard

/s/ Joseph Oughourlian
Joseph Oughourlian

EXHIBIT 1

JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: March 16, 2015

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/ Michel Brogard
Michel Brogard

/s/ Joseph Oughourlian
Joseph Oughourlian