

GRAN TIERRA ENERGY INC.
Form 3
July 01, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Mawdsley Susan Lynn</p> <p>(Last) (First) (Middle)</p> <p>C/O GRAN TIERRA ENERGY INC.,Â 200, 150-13 AVENUE SW</p> <p>(Street)</p> <p>CALGARY,Â A0Â T2R 0V2</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/24/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GRAN TIERRA ENERGY INC. [GTE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	09/12/2014	09/12/2021	Common Stock	13,334	\$ 5.8	D	Â
Stock Options (Right to Buy)	02/28/2015	02/28/2022	Common Stock	8,333	\$ 5.83	D	Â
Stock Options (Right to Buy)	03/01/2016	03/07/2018	Common Stock	19,960	\$ 6.28	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	02/28/2019	Common Stock	21,285	\$ 7.09	D	Â
Stock Options (Right to Buy)	Â <u>(2)</u>	03/03/2020	Common Stock	22,900	\$ 2.75	D	Â
Stock Options (Right to Buy)	Â <u>(3)</u>	03/01/2021	Common Stock	20,500	\$ 2.66	D	Â
Restricted Stock Units	Â <u>(4)</u>	03/01/2017	Common Stock	2,572	\$ <u>(4)</u>	D	Â
Restricted Stock Units	Â <u>(5)</u>	03/01/2018	Common Stock	5,560	\$ <u>(5)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mawdsley Susan Lynn C/O GRAN TIERRA ENERGY INC. 200, 150-13 AVENUE SW CALGARY, Â A0Â T2R 0V2	Â	Â	Â See Remarks	Â

Signatures

/s/ Diane Phillips,
Attorney-In Fact

07/01/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) One-third of the stock options were vested on 02/28/15, an additional one-third of the stock options were vested on 02/28/16 and the remaining one-third of the stock options will vest on 02/28/17.
 - (2) One-third of the stock options were vested on 03/04/16, an additional one-third of the stock options will vest on 03/04/17 and the remaining one-third of the stock options will vest on 03/04/17.
 - (3) One-third of the stock options will vest on 03/02/17, an additional one-third of the stock options will vest on 03/02/18 and the remaining one-third of the stock options will vest on 03/02/19.
 - (4) Each restricted stock unit represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units vest in three equal consecutive annual instalments with the remaining one-third vesting on March 1, 2017.

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- (5) Each restricted stock unit represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units vest in three equal consecutive annual instalments with the remaining two-thirds vesting on March 1, 2017 and March 1, 2018.

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Remarks:

OfficerÂ TitleÂ -Â VPÂ FinanceÂ andÂ CorporateÂ Controller.Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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