

GRAN TIERRA ENERGY, INC.
Form 8-K
July 01, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 28, 2011

Gran Tierra Energy Inc.
(Exact name of Registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-52594
(Commission
File Number)

98-0479924
(IRS Employer
Identification No.)

300, 625 - 11th Avenue S.W.
Calgary, Alberta, Canada T2R 0E1
(Address of principal executive offices)

(403) 265-3221
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

Gran Tierra Energy Inc. held its Annual Meeting of Stockholders on June 28, 2011. The following is a brief description of each matter voted upon at the Annual Meeting, as well as the final tally of the number of votes cast for or withheld for each director, and for or against each other matter (or in the case of proposal 3, the votes for one year, two years and three years), and the number of abstentions and broker non-votes with respect to each matter. A more complete description of each matter is set forth in the Gran Tierra Energy's definitive proxy statement filed with the Securities and Exchange Commission on May 2, 2011.

1. Gran Tierra Energy's stockholders elected each of the directors proposed by Gran Tierra Energy for re-election, to serve until Gran Tierra Energy's 2012 Annual Meeting of Stockholders or until his respective successor has been elected and qualified. The tabulation of votes on this matter was as follows:

| Nominee | Shares Voted For | Shares Withheld |
|--------------------|---------------------|--------------------|
| Dana Coffield | 152,406,562 | 121,389 |
| Jeffrey Scott | 148,979,041 | 3,548,910 |
| Verne Johnson | 149,064,598 | 3,463,353 |
| Nicholas G. Kirton | 152,316,422 | 211,529 |
| Ray Anthony | 112,301,811 | 40,226,140 |
| J. Scott Price | 147,544,683 | 4,983,268 |
| Gerald Macey | 152,400,604 | 127,347 |

There were 36,236,526 broker non-votes for this proposal.

2. Gran Tierra Energy's stockholders approved, on an advisory basis, a resolution approving the compensation of Gran Tierra Energy's named executive officers, as disclosed in Gran Tierra Energy's proxy statement. The tabulation of votes on this matter was as follows:

| | |
|--------------------------|-------------|
| Shares voted for: | 146,834,714 |
| Shares voted against: | 618,939 |
| Shares abstaining: | 5,074,298 |
| Broker non-votes | 36,236,526 |

3. Gran Tierra Energy's stockholders approved, on an advisory basis, a resolution approving the preferred frequency of stockholder advisory votes on the compensation of Gran Tierra Energy's named executive officers, of one year. The tabulation of votes on this matter was as follows:

Shares voted for 99,896,738

one year:

Shares voted for 268,839

two years:

Shares voted for 50,635,183

three years:

Shares abstaining: 1,727,191

Broker non-votes 36,236,526

4. Gran Tierra Energy's stockholders ratified the selection of Deloitte & Touche LLP as the independent registered public accounting firm of Gran Tierra Energy for its fiscal year ending December 31, 2011. The tabulation of votes on this matter was as follows:

Shares voted for: 188,199,877

Shares voted 386,175

against:

Shares abstaining: 178,425

Broker non-votes 0

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 hereunto duly authorized.

Gran Tierra Energy Inc.

By: /s/ Dana Coffield
Name: Dana Coffield
Title: Chief Executive Officer

Dated: June 30, 2011
