

GRAN TIERRA ENERGY INC.

Form 4

July 12, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hazell Evan

2. Issuer Name **and** Ticker or Trading  
Symbol  
GRAN TIERRA ENERGY INC.  
[GTE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/08/2016

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

C/O GRAN TIERRA ENERGY  
INC., 200,150 13 AVENUE SW

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

CALGARY, A0 T2R 0V2

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subscription Receipt	(1) (2)	07/08/2016	P		25,000		(1)(2)	(3)	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hazell Evan C/O GRAN TIERRA ENERGY INC. 200,150 13 AVENUE SW CALGARY, A0 T2R 0V2	X

## Signatures

/s/ Diane Phillips,  
Attorney-In Fact  
07/12/2016  
Date

\*\*Signature of Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Each Subscription Receipt entitles the reporting person to receive from Gran Tierra Energy Inc. (the "Company"), without the payment of  
(1) additional consideration or further action on the part of the reporting person and upon satisfaction of the Escrow Release Conditions (as defined below) on or before 5:00 p.m. (Toronto time) on October 31, 2016 (the "Deadline"), one share of common stock of the Company.

"Escrow Release Conditions" mean (i) other than payment of the purchase price, all conditions precedent to the completion of the acquisition of PetroLatina Energy Limited by the Company (the "Acquisition") pursuant to the purchase agreement relating to the Acquisition (the "Purchase Agreement"), as may be amended from time to time, have been satisfied in accordance with the terms of the  
(2) Purchase Agreement or waived (provided that no such amendment or waiver is materially adverse to the registered owners of Subscription Receipts); and (ii) the parties to the Purchase Agreement are ready, willing and able to consummate the transactions contemplated thereby concurrent with the release of the Escrowed Funds (as defined in the subscription receipt agreement between the Company and Computershare Trust Company of Canada (the "Subscription Receipt Agreement")).

If the Escrow Release Conditions are not satisfied by the Deadline or another Termination Event (as defined in the Subscription Receipt Agreement) occurs, the reporting person will receive, instead of one share of common stock in the Company: an amount equal to the  
(3) Subscription Price (as defined in the Subscription Receipt Agreement) in respect of each Subscription Receipt held, plus the reporting person's pro rata share of the Earned Interest (as defined in the Subscription Receipt Agreement), less applicable withholding taxes, all in the manner and on the terms and conditions set out in the Subscription Receipt Agreement. Upon delivery of such payment, all rights evidenced by the Subscription Receipts shall be satisfied and such Subscription Receipts shall be void and of no value or effect.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.