

Item 3.02. Unregistered Sales of Equity Securities.

On four separate dates beginning on March 25, 2008 and ending on April 3, 2008, we sold an aggregate of 1,090,811 shares of our common stock for an aggregate purchase price of \$1,187,846.95. These shares were issued to 8 holders of warrants to purchase shares of our common stock upon exercise of the warrants. The shares were issued to these holders in reliance on Section 4(2) under the Securities Act, in that they were issued to the original purchasers of the warrants, who had represented to us in the private placement of the warrants that they were accredited investors as defined in Regulation D under the Securities Act.

SIGNATURE

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.

Dated April 7, 2008

GRAN TIERRA ENERGY INC.

By: /s/ Martin Eden
Martin Eden
Chief Financial Officer