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

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**FORM 8-K**

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

Date of Report (Date of earliest event reported): August 3, 2021

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**GRAN TIERRA ENERGY INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34018**  
(Commission File Number)

**98-0479924**  
(IRS Employer  
Identification No.)

**Suite 900, 520-3 Avenue SW**

**Calgary, Alberta, Canada**  
**T2P 0R3**  
(Address of Principal Executive Offices)  
(Zip Code)

**(403) 265-3221**  
(Registrant's Telephone Number, Including Area Code)

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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:

- ☐ 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)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	GTE	NYSE American Toronto Stock Exchange London Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

**Bylaws Amendment**

On August 3, 2021, the board of directors (the “Board”) of Gran Tierra Energy Inc. (the “Company”) approved an amendment (the “Amendment”) to the Company’s bylaws (the “Bylaws”), effective immediately as of the date of the Board’s approval. The Amendment reduces the quorum for all meetings of stockholders (unless otherwise provided by applicable law or the Company’s certificate of incorporation) from the presence, in person or by proxy, of a majority of the voting power of the outstanding shares of stock entitled to vote to the presence, in person or by proxy, of thirty-three and one-third percent (33 & 1/3%) of the voting power of the outstanding shares of stock entitled to vote.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated by reference herein in its entirety.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Amendment No. 1 to Bylaws of Gran Tierra Energy Inc.</u></a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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**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: August 3, 2021

GRAN TIERRA ENERGY INC.

/s/ Ryan Ellson

By: Ryan Ellson  
Chief Financial Officer

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**AMENDMENT NO. 1 TO  
BYLAWS  
OF  
GRAN TIERRA ENERGY INC.  
(Incorporated under the Laws of the State of Delaware)**

**Adopted: August 3, 2021**

The Bylaws of Gran Tierra Energy Inc., a Delaware corporation (the “Corporation”), effective October 31, 2016 (the “Bylaws”), having received the requisite approval from the Board of Directors of the Corporation under Article VIII, Section (2) of the Bylaws, shall be amended as follows, effective immediately:

Section (4)a of Article II of the Bylaws is hereby amended and restated in its entirety as follows:

“a. **Quorum.** Except as otherwise provided by applicable law or by the Corporation’s certificate of incorporation (the “Certificate of Incorporation”), the holders of outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (the “Voting Stock”), which shares represent at least thirty-three and one-third percent (33 & 1/3%) of the total number of votes which may be cast by all holders of Voting Stock by virtue of holding such Voting Stock, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. The Chairman of the Meeting (as defined below) or a majority of the shares so represented may adjourn or recess the meeting at any time and for any reason, whether or not there is a quorum. When a meeting is adjourned or recessed to another time or place, notice need not be given of the adjourned or recessed meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned or recessed meeting are announced at the meeting at which the adjournment or recess is taken. At the adjourned or recessed meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment or recess is for more than thirty (30) days, a notice of the adjourned or recessed meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment or recess a new record date for stockholders entitled to vote is fixed for the adjourned or recessed meeting, the Board of Directors shall fix a new record date for notice of such adjourned or recessed meeting, and shall give notice of the adjourned or recessed meeting to each stockholder of record entitled to vote at such adjourned or recessed meeting as of the record date fixed for notice of such adjourned or recessed meeting.”

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