

GRAN TIERRA ENERGY INC.
Form DEFA14A
April 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Gran Tierra Energy Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

(1)

Aggregate number of securities to which transaction applies:

(2)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(3)

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(4)

Total fee paid:

(5)

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

Form, Schedule or Registration Statement No.:

(2)

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(3)

Date Filed:

(4)

April 12, 2017

Re: Annual Meeting of the Stockholders of Gran Tierra Energy Inc. (“Gran Tierra”) – May 3, 2017 Supplemental Information Related to Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation

Dear Stockholder,

We are writing to ask for your support for Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation at our 2017 Annual Meeting of the Stockholders (the “Annual Meeting”) and to clarify information included in our definitive Proxy Statement filed with the Securities and Exchange Commission on March 20, 2017 (the “2017 Proxy Statement”).

The Board of Directors of Gran Tierra, after taking into account shareholder and institutional investor feedback, has determined that no employment agreements entered into between Gran Tierra and our executive officers going forward will include any provisions that provide for:

- Excise tax gross-ups; or
- Change in control “Single” or “Modified Single” triggers of severance payments or equity vesting accelerations.

We urge you to read the 2017 Proxy Statement for information regarding the reasons Gran Tierra’s Board of Directors is recommending a vote “FOR” Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation. The Proxy Statement and Annual Report for 2016 are available at <http://www.grantierra.com/investor-relations/2017-annual-meeting.html>.

Sincerely,

/s/ Gary S. Guidry
Gary S. Guidry
President and CEO

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