

Edgar Filing: GRAN TIERRA ENERGY, INC. - Form 8-K

GRAN TIERRA ENERGY, INC.
Form 8-K
December 19, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): December 14, 2005

GRAN TIERRA ENERGY, INC.
(f/k/a GOLDSTRIKE INC.)
(Exact name of registrant as specified in its charter)

| Nevada | 333-111656 | Applied For |
|---|--|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |
| 10th Floor, 610-8th Avenue S.W. Calgary, Alberta, Canada (Address of principal executive offices) | (403) 537-3218 (Registrant's telephone number, including area code) | T2P 1G5 (Zip 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)
- 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))

Edgar Filing: GRAN TIERRA ENERGY, INC. - Form 8-K

Section 1- Registrant's Business and Operation

Item 1.01 Entry into a Material Definitive Agreement

On December 14, 2005, Gran Tierra Energy Inc. (the "Company") entered into Subscription Agreements (the "Subscription Agreements") with 26 accredited investors (the "Investors") pursuant to which the Company agreed to issue and sell, in a private placement offering (the "PPO") units ("Units") of the Company's securities. Each Unit consisted of one share of common stock ("Common Stock") and one warrant to purchase common stock ("Warrants"). Each Warrant entitles its holder to purchase one-half a share of Common Stock for an exercise price of \$0.625 per one-half share, and is exercisable for a five year period from the date of issuance. The Units were offered at a price of \$0.80 per Unit.

Also on December 14, 2005, the Company and the Investors entered into Registration Rights Agreements (the "Registration Rights Agreements") pursuant to which the Company has agreed to register for resale the shares of Common Stock sold to the Investors in the PPO and the shares of Common Stock underlying the Warrants within 120 days of the closing date of the merger of the Company and Goldstrike, Inc, which occurred on November 10, 2005.

The foregoing descriptions of the Subscription Agreement, Registration Rights Agreement and Warrants are merely summaries and are not intended to be complete. Such documents are each filed as exhibits to this Current Report and the full text of each such exhibit is incorporated herein by reference in its entirety. A copy of the Subscription Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference. A copy of the Registration Rights Agreement is attached hereto as Exhibit 10.2 and is incorporated herein by reference. A copy of the form of the Warrants is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

Section 3- Securities and Trading Markets

Item 3.02 Unregistered Sales of Equity Securities

The disclosure contained in Item 1.01 of this Current Report is incorporated herein by reference.

Effective December 14, 2005, the Company conducted a closing on the PPO. The Units were offered and sold only to "accredited investors," as that term is defined by Rule 501 of Regulation D, and to persons who were neither residents in, nor citizens of, the United States. The Company derived gross proceeds of \$1,074,577 from the sale of 1,343,221 Units in the Offering. The Company incurred costs in the amount of \$33,637.15 in connection with the Offering. The net proceeds of the Offering are expected to be used for working capital and general corporate purposes.

Section 9- Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description | Incorporated by Reference to Filings Indicated |
|-------------|-------------------------|--|
| 4.1 | Form of Warrant* | |
| 10.1 | Subscription Agreement* | |

Edgar Filing: GRAN TIERRA ENERGY, INC. - Form 8-K

10.2 Registration Rights Agreement*

* filed herewith

2

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/ James Hart

Name: James Hart

Title: Chief Financial Officer

Date: December 14, 2005

3

EXHIBIT INDEX

| Exhibit No. | Description | Incorporated by Reference to Filings Indicated |
|-------------|--------------------------------|--|
| 4.1 | Form of Warrant* | |
| 10.1 | Subscription Agreement* | |
| 10.2 | Registration Rights Agreement* | |

* filed herewith

4