

GRAN TIERRA ENERGY, INC.

Form POS AM

April 30, 2009

As filed with the Securities and Exchange Commission Registration No.
on April 30, 2009 333-140171

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 5 TO
FORM S-1 ON
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GRAN TIERRA ENERGY INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

98-0479924
(I.R.S. Employer
Identification Number)

300, 611-10th Avenue S.W.
Calgary, Alberta T2R 0B2
Canada
(403) 265-3221

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Dana Coffield
President & Chief Executive Officer
300, 611-10th Avenue S.W.
Calgary, Alberta T2R 0B2
Canada
(403) 265-3221

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Nancy Wojtas, Esq.
Brett White, Esq.
Cooley Godward Kronish llp
Five Palo Alto Square, 4th Floor
3000 El Camino Real
Palo Alto, CA 94306-2155
(650) 843-5000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Pursuant to Rule 429(b) under the Securities Act, unsold securities previously registered under the Registration Statements on Form S-1, Commission file numbers 333-132352 and 333-146953, are being carried forward to this registration statement.

The information in this prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, Dated April 30, 2009

PRELIMINARY PROSPECTUS

40,988,749 Shares

Common Stock

This prospectus relates to the offering by the selling stockholders of Gran Tierra Energy Inc. of up to 40,988,749 shares of our common stock, par value \$0.001 per share. These shares of common stock include (1) up to 9,627,901 shares of common stock issued or issuable to selling stockholders upon exercise of warrants, and (2) 10,984,126 shares of common stock issued or issuable to selling stockholders upon exchange of exchangeable shares of Gran Tierra Goldstrike, Inc., an indirect subsidiary of Gran Tierra. The shares of common stock, warrants and exchangeable shares were issued in a series of private offerings, and are being registered to satisfy registration rights with respect to most of the shares.

We will not receive any proceeds from the sale of common stock by the selling stockholders. We may receive proceeds from the exercise price of the warrants if they are exercised by the selling stockholders. We intend to use any proceeds received from the selling stockholders' exercise of the warrants for working capital and general corporate purposes.

The selling stockholders may sell the shares of common stock from time to time in the open market, on the NYSE Amex, the Toronto Stock Exchange, in privately negotiated transactions or a combination of these methods, at market prices prevailing at the time of sale, at prices related to the prevailing market prices, at negotiated prices, or otherwise as described under the section of this prospectus titled "Plan of Distribution."

Our common stock is traded on the NYSE Amex under the symbol "GTE" and on the Toronto Stock Exchange under the symbol "GTE." On April 29, 2009, the closing price of our common stock was US\$2.42 per share on the NYSE Amex and CDN\$2.96 per share on the Toronto Stock Exchange.

Investing in our common stock involves risks. Before making any investment in our securities, you should read and carefully consider the risks described in "Risk Factors" beginning on page 3 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2009.

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ABOUT THIS PROSPECTUS

You should rely only on the information contained in this prospectus and any free-writing prospectus that we authorize to be distributed to you. We have not authorized anyone to provide you with information different from or in addition to that contained in this prospectus or any related free-writing prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our common stock. Our business, financial conditions, results of operations and prospects may have changed since that date.

i.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus but might not contain all of the information that is important to you. Before investing in our common stock, you should read the entire prospectus carefully, including “Risk Factors” and our financial statements and the notes thereto included in our filings with the Securities and Exchange Commission and incorporated into this document by reference.

For purposes of this prospectus, unless otherwise indicated or the context otherwise requires, all references herein to “Gran Tierra,” “we,” “us,” and “our,” refer to Gran Tierra Energy Inc., a Nevada corporation, and our subsidiaries.

Our Company

Gran Tierra Energy Inc. is an international oil and gas exploration and production company operating in South America, headquartered in Calgary, Canada, incorporated in the United States. We hold interests in producing and prospective properties in Argentina, Colombia and Peru. We have a strategy that focuses on growing a portfolio of producing properties, plus production enhancement and exploration opportunities to provide a base for future growth. In November 2008, Gran Tierra combined with Solana Resources Limited, or Solana, in a transaction in which Solana became a wholly-owned subsidiary of Gran Tierra.

Corporate Information

Gran Tierra Energy Inc. was incorporated under the laws of the State of Nevada on June 6, 2003, under the name of Goldstrike Inc. Our principal executive offices are located at 300, 611 – 10th Avenue S.W., Calgary, Alberta T2R 0B2, Canada. The telephone number at our principal executive offices is (403) 265-3221. Our website address is www.grantierra.com. Information contained on our website is not deemed part of this prospectus.

The Offering

The following is a brief summary of the offering. You should read the entire prospectus carefully, including “Risk Factors” and the information, including financial information relating to Gran Tierra, included in our filings with the Securities and Exchange Commission, or SEC, and incorporated in this document by reference.

Securities Offered	40,988,749 shares of our common stock.
Use of Proceeds	We will not receive any proceeds from the sale of common stock offered by this prospectus. We will receive the proceeds from any warrant exercises, which we intend to use for general corporate purposes, including for working capital and capital expenditures.
Trading	Our common stock is traded on the NYSE Amex under the symbol “GTE” and on the Toronto Stock Exchange under the symbol “GTE.”
Dividend Policy	We do not intend to declare dividends for the foreseeable future, as we anticipate that we will reinvest any future earnings in the development and growth of our business.
Risk Factors	See “Risk Factors” and the other information in this prospectus for a discussion of the factors you should carefully consider before deciding to invest in the shares of our

common stock being offered by the selling stockholders in this document.

1.

RISK FACTORS

Investing in our common stock involves a high degree of risk. Before making an investment decision, you should carefully consider the risk factors described in our Annual Report on Form 10-K, filed with the SEC on February 27, 2009, which is incorporated by reference in this prospectus, and the other information contained or incorporated by reference in this prospectus. The risks and uncertainties incorporated by reference are not the only risks we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may impair our future business operations. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. In such case, the trading price of our common stock could decline and you could lose all or part of your investment.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. This prospectus includes statements regarding our plans, goals, strategies, intent, beliefs or current expectations. These statements are expressed in good faith and based upon a reasonable basis when made, but there can be no assurance that these expectations will be achieved or accomplished. These forward looking statements can be identified by the use of terms and phrases such as “believe,” “plan,” “intend,” “anticipate,” “target,” “estimate,” “expect,” and like, and/or future-tense or conditional constructions “may,” “could,” “should,” etc. Items contemplating or making assumptions about, actual or potential future sales, market size, collaborations, and trends or operating results also constitute such forward-looking statements.

Although forward-looking statements in this prospectus reflect the good faith judgment of our management, forward-looking statements are inherently subject to known and unknown risks, business, economic and other risks and uncertainties that may cause actual results to be materially different from those discussed in these forward-looking statements. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus. We assume no obligation to update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this prospectus, other than as may be required by applicable law or regulation. Readers are urged to carefully review and consider the various disclosures made by us in our reports filed with the Securities and Exchange Commission which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and cash flows. If one or more of these risks or uncertainties materialize, or if the underlying assumptions prove incorrect, our actual results may vary materially from those expected or projected.

USE OF PROCEEDS

We will not receive any proceeds from the sale by the selling stockholders of our common stock. We will receive approximately \$10,725,000 if the selling stockholders exercise their warrants in full. The warrant holders may exercise their warrants at any time until their expiration. Because the warrant holders may exercise the warrants in their own discretion, we cannot plan on specific uses of proceeds beyond application of proceeds to general corporate purposes. These proceeds, if any, will be used for general corporate purposes and capital expenditures. We have agreed to bear the expenses in connection with the registration of the common stock being offered hereunder by the selling stockholders.

SELLING STOCKHOLDERS

The information in this prospectus with respect to the selling stockholders combines information previously presented in three different registration statements, containing information as of three different dates. As a result, set forth below

is this information from each of these registration statements. For selling stockholders appearing in more than one table, the information with respect to the number of shares being offered by the selling stockholders is not duplicative, such that shares being offered by a selling stockholder in one table and shares being offered by that same selling stockholder in another table reflect, when combined, the total number of shares being offered by that selling stockholder.

Shares Being Offered From the June 2006 Financing

This prospectus covers shares, including shares underlying warrants, sold in our June 2006, private equity offering to “accredited investors” as defined by Rule 501(a) under the Securities Act pursuant to an exemption from registration provided in Regulation D, Rule 506 under Section 4(2) of the Securities Act. The selling stockholders may from time to time offer and sell under this prospectus any or all of the shares listed opposite each of their names below. We are required, under a registration rights agreement, to register for resale the shares of our common stock described in the table below.

The following table sets forth information about the number of shares beneficially owned by each selling stockholder that may be offered from time to time under this prospectus. Certain selling stockholders may be deemed to be “underwriters” as defined in the Securities Act. Any profits realized by such selling stockholder may be deemed to be underwriting commissions. See “Plan of Distribution.”

2.

The table below has been prepared based upon the information furnished to us by the selling stockholders as of February 15, 2009. The selling stockholders identified below may have sold, transferred or otherwise disposed of some or all of their shares since the date on which the information in the following table is presented in transactions exempt from or not subject to the registration requirements of the Securities Act. Information concerning the selling stockholders may change from time to time and, if necessary, we will amend or supplement this prospectus accordingly. We cannot give an estimate as to the number of shares of common stock that will be held by the selling stockholders upon termination of this offering because the selling stockholders may offer some or all of their common stock under the offering contemplated by this prospectus. The total number of shares that may be sold hereunder will not exceed the number of shares offered hereby. Please read the section entitled "Plan of Distribution" in this prospectus.

We have been advised, as noted below in the footnotes to the table, one of the selling stockholders is a broker-dealer, six of the selling stockholders are affiliates of broker-dealers and two of the selling stockholders are both broker-dealers and affiliates of broker-dealers. We have been advised that each such affiliate of a broker-dealer purchased our common stock and warrants in the ordinary course of business, not for resale, and at the time of purchase, did not have any agreements or understandings, directly or indirectly, with any person to distribute the related common stock.

The following table and footnotes thereto set forth the name of each selling stockholder, the nature of any position, office, or other material relationship, if any, which the selling stockholder has had, within the past three years, with us or with any of our predecessors or affiliates, and the number of shares of our common stock beneficially owned by such stockholder before this offering. The number of shares owned are those beneficially owned, as determined in accordance with Rule 13d-3 of the Exchange Act. Under such rule, beneficial ownership includes any shares of common stock as to which a person has sole or shared voting power or investment power and any shares of common stock which the person has the right to acquire within 60 days through the exercise of any option, warrant or right, through conversion of any security or pursuant to the automatic termination of a power of attorney or revocation of a trust, discretionary account or similar arrangement, and such information is not necessarily indicative of beneficial ownership for any other purpose.

Beneficial ownership is calculated based on 238,710,473 shares of our common stock outstanding as of February 15, 2009, which includes 10,984,126 exchangeable shares of Gran Tierra Goldstrike Inc. issued to holders of Gran Tierra Energy Inc., an Alberta, Canada company, or Gran Tierra Canada, common stock and 31,519,884 exchangeable shares of Gran Tierra Exchangeco Inc. issued to holders of Solana common stock. In computing the number of shares beneficially owned by a person and the percentage of ownership of that person, shares of common stock subject to options or warrants held by that person that are currently exercisable or become exercisable within 60 days of February 15, 2009 are deemed outstanding even if they have not actually been exercised. Those shares, however, are not deemed outstanding for the purpose of calculating the beneficial ownership of any other selling stockholder. The persons and entities named in the table have sole voting and sole investment power with respect to the shares set forth opposite the stockholder's name, subject to community property laws, where applicable.

Selling Shareholder	Shares of	Shares of	Shares of	Percent
	Common	Common	Common	
	Stock	Stock	Stock	Ownership
	Beneficially	Shares of	Being Offered	
	Owned	Common	Which are	
	Prior to the	Stock Being	Subject to	
	Offering(c)	Offered(a)	Warrants(a)(b)	
				Completion of
				the
				Offering(c)(d)
Alan J. Rubin Revocable Trust	74,999	74,989	33,333	-

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Alvin L. Gray††	150,000	150,000	50,000	-	-
Anthony Jacobs	300,000	300,000	100,000	-	-
Bancor Inc.1	405,300	150,000	50,000	255,300	*
Bill Birdwell & Willie C. Birdwell	9,000	9,000	-	-	-
Johnnie S. Haak	91,000	30,000	-	61,000	*
Blake Selig††	30,000	30,000	10,000	-	-
Brant Investments Ltd.†	33,334	33,334	33,334	-	-
Brian Kuhn	255,000	255,000	85,000	-	-
Brion Bailey††	22,500	22,500	7,500	-	-
Carl Pipes	20,000	20,000	-	-	-
Carmen Neufeld†2	323,322	149,988	49,996	173,334	*

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Carol Edelson†	24,999	24,999	8,333	-	-
Carol Tambor	24,167	24,167	16,667	-	-
Carter Pope	283,333	200,000	-	83,333	*
Castlerigg Master Investments Ltd.3††	1,804,763	1,804,763	209,524	-	-
Cathy Selig	16,667	16,667	-	-	-
Chad Oakes4	410,152	131,661	89,995	278,491	*
Chester Family 1997 Trust UAD 12/09/19975	24,167	24,167	16,667	-	-
Christian Thomas Swinbank UAD 03/14/066	100,000	50,000	-	50,000	*
Clarence Tomanik	149,988	149,988	49,996	-	-
Constance O. Welsch/Simple IRA	10,000	10,000	-	-	-
Dale Foster7	312,389	64,269	24,996	248,120	*
Dale Tremblay†	99,999	99,999	33,333	-	-
Dana Quentin Coffield8	2,209,662	100,001	33,334	2,109,661	*
Daniel Todd Dane9†	849,978	100,000	33,334	749,978	*
Datavision Computer Video, Inc.10	24,167	24,167	16,667	-	-
David M. Robichaux PSP	24,997	24,997	-	-	-
David N. Malm Anaesthesia Inc.11	45,000	45,000	15,000	-	-
David T. Jensen††	50,000	50,000	16,667	-	-
David Westlund††12	226,666	90,000	30,000	136,666	*
Delores Antonsen	30,000	30,000	20,000	-	-
Don S. Cook††	50,000	50,000	16,667	-	-
Donald A. Wright13	1,873,279	750,000	250,000	1,123,279	*
Donald Moss†	80,000	80,000	26,667	-	-
Donald Streu††	25,500	25,500	8,500	-	-
Dr. William Grose Agency††	50,000	50,000	16,667	-	-
Duane Renfro	16,667	16,667	16,667	-	-
Edmund Melhado††	150,000	150,000	50,000	-	-
Edward B. Antonsen14	47,500	27,500	27,500	20,000	*
Edward Muchowski15††	308,730	150,000	50,000	158,730	*
Emily H. Todd Separate Property††	30,000	30,000	10,000	-	-
Frank J. Metyko Residuary Trust16††	24,999	24,999	8,333	-	-
Fred A. Stone, Jr. Amended and Restated UAD 4/20/98	26,000	26,000	-	-	-
Gary Gee Wai Hoy and Lily Lai Wan Hoy17	24,119	8,500	-	15,619	*
Georges Antoun & Martha Antoun††	50,000	50,000	16,667	-	-
Gerald Golub	32,667	32,667	16,667	-	-
Gerriann Sweeney & Louis Paul Lohn Com Prop	47,334	47,334	33,334	-	-
Glenn Andrew Welsch TTEE Constance Welsch Trust U/A DTD 12/18/95	17,500	17,500	-	-	-
Glenn Fleischhacker	25,001	25,001	8,334	-	-
Gonzalo Vazquez	100,000	85,000	-	15,000	*
Grace To†	5,000	5,000	5,000	-	-
Grant E. Sims and Patricia Sims†	75,000	75,000	25,000	-	-
Eric R. Sims18	7,500	7,500	-	-	-
Ryan S. Sims19	7,500	7,500	-	-	-

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Scott A. Sims ²⁰	7,500	7,500	-	-	-
Grant Hodgins ²¹	24,119	8,500	8,500	15,619	*
Gregg J. Sedun ²²	112,491	50,000	50,000	62,491	*

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Hal Rothbaum	46,834	46,834	33,334	-	-
Hazel Bennett ²³	19,168	15,000	5,000	4,168	*
Heather and Ian Campbell ²⁴	161,501	20,001	6,667	141,500	*
Herbert Lippin ^{††}	30,000	30,000	10,000	-	-
Hollyvale Limited ^{25††}	25,500	17,000	-	8,500	*
Noel Humphrey ²⁶	30,000	30,000	-	-	-
Hunter Capital LLC Defined Benefit Pension Plan ²⁷	7,500	7,500	-	-	-
Hudson Bay Overseas Fund, Ltd. ^{28††}	64,568	64,568	16,667	-	-
IRA FBO Anthony Jacobs Pershing LLC as Custodian Rollover Account	250,000	225,000	75,000	25,000	*
IRA FBO Erik Klefos ²⁹	32,800	31,000	15,000	1,800	*
IRA FBO Hyman Gildenhorn Pershing LLC as Custodian ^{††}	228,000	228,000	76,000	-	-
IRA FBO Lewis S. Rosen Pershing LLC as Custodian	24,999	24,999	8,333	-	-
IRA FBO Lisa Marcelli Pershing LLC as Custodian ³⁰	24,999	24,999	-	-	-
IRA FBO Merila F. Peloso Pershing LLC as Custodian Rollover Account	24,999	24,999	-	-	-
IRA FBO Robert Larry Kinney/Pershing LLC as Custodian Rollover Account	30,000	20,000	-	10,000	*
Iroquois Master Fund Ltd. ^{31†}	83,333	83,333	83,333	-	-
James W. Christmas	80,000	80,000	-	-	-
James Garson ^{††}	50,001	50,001	16,667	-	-
James McNeill ^{††}	499,950	499,950	166,650	-	-
James R. Timmins and Alice M. Timmins ³²	124,998	124,998	-	-	-
Jan A I Rask	215,000	50,000	-	165,000	*
Jeffrey Orchen ^{††}	80,000	50,000	50,000	30,000	*
Jeffrey J. Scott ^{33††}	2,780,527	150,000	50,000	2,630,527	1.1%
Jill Norris ³⁴	4,167	4,167	-	-	-
IRA FBO Jodi Malanga ^{35†}	63,000	25,500	8,500	37,500	*
Jonathan Day	10,000	10,000	-	-	-
Jorge Cangini ³⁶	110,000	60,000	20,000	50,000	*
Joseph A. Ahearn ^{††}	50,001	50,001	16,667	-	-
Joseph A. Cech	50,000	50,000	13,350	-	-
Kevin D. Poynter	379,900	299,900	-	80,000	*
Kiyoshi Fujieda	10,500	10,000	-	500	*
L G Vela ^{††}	25,001	25,001	8,334	-	-
Larry F. Crews	25,499	15,499	-	10,000	*
Lawrence Johnson West [†]	24,999	24,999	8,333	-	-
Lee H. Corbin	10,500	8,500	-	2,000	-
Lloyd Clark [†]	14,800	14,800	8,400	-	-
Louis and Carol Zehil ^{††}	99,999	99,999	33,333	-	-
LSM Business Services Ltd. ³⁷	50,625	10,000	10,000	40,625	*
Luc Chartrand	37,500	37,500	37,500	-	-
Mac Haik	300,000	300,000	-	-	-
Mary E. Shields	24,999	24,999	-	-	-

Mary Harris Cooper††	24,999	24,999	8,333	-	-
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Max Hsu Wei ³⁸	1,992,167	39,984	-	1,952,183	*
IRA FBO Melton R. Pipes	64,400	30,000	-	-	-
Michael L Thiele & Elaine D Thiele	75,000	75,000	-	-	-
Michael McNulty ^{††}	24,999	25,000	8,333	-	-
Michael S. Chadwick ³⁹	25,499	25,499	-	-	-
MP Pensjon ^{40††}	1,049,970	1,049,970	349,990	-	-
Nadine C. Smith ^{41†}	732,900	101,089	31,664	631,811	*
Nathan Hagens ^{††}	60,000	60,000	20,000	-	-
Norman Goldberg	46,833	46,833	33,333	-	-
Paul Evans	10,666	10,666			