

Laredo Petroleum Holdings, Inc.  
 Form 4  
 November 26, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Warburg Pincus Private Equity X  
 O&G, L.P.

2. Issuer Name and Ticker or Trading Symbol  
 Laredo Petroleum Holdings, Inc.  
 [LPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/25/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O WARBURG PINCUS &  
 CO., 450 LEXINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)                           | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, par value \$0.01 per share ("Common Stock") | 11/25/2013                           |  | J(1)(2)                        |   | 1,208,494   | D  | \$ 0<br>(1)                                |
|   |                                      |  |                                |   | 14,147,512  | D (1) (2)  |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control**

SEC 1474  
 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Warburg Pincus Private Equity X O&G, L.P.<br>C/O WARBURG PINCUS & CO.<br>450 LEXINGTON AVENUE<br>NEW YORK, NY 10017 | X             | X         |         |       |
| Warburg Pincus X Partners, L.P.<br>C/O WARBURG PINCUS & CO.<br>450 LEXINGTON AVENUE<br>NEW YORK, NY 10017           | X             | X         |         |       |
| Warburg Pincus X, L.P.<br>C/O WARBURG PINCUS & CO.<br>450 LEXINGTON AVENUE<br>NEW YORK, NY 10017                    | X             | X         |         |       |
| Warburg Pincus X LLC<br>C/O WARBURG PINCUS & CO.<br>450 LEXINGTON AVENUE<br>NEW YORK, NY 10017                      | X             | X         |         |       |
| Warburg Pincus Partners LLC<br>C/O WARBURG PINCUS & CO.<br>450 LEXINGTON AVENUE<br>NEW YORK, NY 10017               | X             | X         |         |       |
| WARBURG PINCUS & CO.<br>C/O WARBURG PINCUS & CO.<br>450 LEXINGTON AVENUE  | X             | X         |         |       |

NEW YORK, NY 10017

WARBURG PINCUS LLC  
C/O WARBURG PINCUS & CO. X  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017

KAYE CHARLES R  
C/O WARBURG PINCUS & CO. X  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017

Landy Joseph P.  
C/O WARBURG PINCUS & CO. X  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017

## Signatures

/s/ Steven G. Glenn Attorney-in-Fact of Warburg Pincus & Co., as Managing Member of Warburg Pincus Partners LLC, as Sole Member of Warburg Pincus X LLC, as GP of Warburg Pincus X, L.P., as GP of Warburg Pincus Private Equity X O&G, L.P.\*\*\*

11/26/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 99.1; Note 1.
- (2) See Exhibit 99.1; Note 2.

### Remarks:

Exhibit List: Exhibit 24.0 - Power of Attorney Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.