

Laredo Petroleum, Inc.  
Form SC 13D  
February 14, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 13D

INFORMATION TO BE INCLUDED IN  
STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS  
THERE TO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. )

Laredo Petroleum, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

516806106  
(CUSIP Number)

Kathlyne Kiaie

c/o SailingStone Capital Partners LLC

One California Street, 30th Floor

San Francisco, California 94111

(415) 429-5178

*with a copy to:*

Marc Weingarten, Esq.

Aneliya Crawford, Esq.

Schulte Roth & Zabel LLP

Edgar Filing: Laredo Petroleum, Inc. - Form SC 13D

919 Third Avenue  
New York, New York 10022  
(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

February 14, 2019  
(Date of Event which Requires  
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 10 Pages)

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1** NAME OF REPORTING PERSON

SailingStone Capital Partners LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5** Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** SOLE VOTING POWER

**8** 37,661,962 SHARED VOTING POWER

**9** 0 SOLE DISPOSITIVE POWER

**10** 37,661,962 SHARED DISPOSITIVE POWER

	0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
	37,661,962
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>13</b>	
	16.10%
<b>14</b>	TYPE OF REPORTING PERSON
	IA

NAME OF REPORTING PERSONS

**1** SailingStone Holdings  
 LLC  
 CHECK THE  
**2** APPROPRIATE  BOX IF A  
 MEMBER OF(b)   
 A GROUP  
 SEC USE ONLY

**3**  
**4** SOURCE OF FUNDS

OO  
 CHECK BOX  
 IF  
 DISCLOSURE  
**5** OF LEGAL  
 PROCEEDING  
 IS  
 REQUIRED  
 PURSUANT  
 TO ITEM  
 2(d) or 2(e)  
 CITIZENSHIP OR  
**6** PLACE OF  
 ORGANIZATION

Delaware

NUMBER OF  
 SHARES  
 BENEFICIALLY **7**  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH  
**8**

SOLE  
 VOTING  
 POWER  
 0  
 SHARED  
 VOTING  
 POWER

**9** 37,661,962  
 SOLE  
 DISPOSITIVE  
 POWER

**10** 0

SHARED  
DISPOSITIVE  
POWER

37,661,962

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12

37,661,962  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

14

16.10%  
TYPE OF REPORTING  
PERSON

HC

**1** NAME OF REPORTING PERSONS

MacKenzie B. Davis

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) A GROUP SEC USE ONLY

**3** SOURCE OF FUNDS

OO  
CHECK BOX  
IF

**5** DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** SOLE VOTING POWER  
**8** 0 SHARED VOTING POWER

**9** 37,661,962 SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE



POWER

37,661,962

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

37,661,962  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
**12** ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)  
(see Item 5)

16.10%  
TYPE OF REPORTING  
**14** PERSON

HC; IN

**1** NAME OF REPORTING PERSONS

Kenneth L. Settles Jr.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) A GROUP SEC USE ONLY

**3**

**4** SOURCE OF FUNDS

OO  
CHECK BOX  
IF

**5** DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** SOLE VOTING POWER

0  
SHARED VOTING POWER

**8**

37,661,962  
SOLE DISPOSITIVE POWER

**9**

0  
SHARED DISPOSITIVE

**10**

POWER

37,661,962

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

37,661,962  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
**12** ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)  
(see Item 5)

16.10%  
TYPE OF REPORTING  
**14** PERSON

HC; IN

**Item 1. SECURITY AND ISSUER**

This statement on Schedule 13D (the "Schedule 13D") relates to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of Laredo Petroleum, Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 15 W. Sixth Street, Suite 900, Tulsa, Oklahoma 74119.

**Item 2. IDENTITY AND BACKGROUND**

This statement is being jointly filed by: (i) SailingStone Capital Partners LLC, a Delaware limited liability company ("SailingStone") registered as an investment adviser with the U.S. Securities and Exchange Commission (the "SEC"); (ii) SailingStone Holdings LLC, a Delaware limited liability company ("SailingStone Holdings"), which is the general partner of SailingStone GP LP, which is a Delaware limited partnership that serves as managing member of SailingStone; (iii) MacKenzie B. Davis, a United States citizen who is a managing member of SailingStone Holdings and a control person of SailingStone and SailingStone Holdings ("Davis"); and (iv) Kenneth L. Settles Jr., a United States citizen who is a managing member of SailingStone Holdings and a control person of SailingStone and SailingStone Holdings ("Settles") (SailingStone, SailingStone Holdings, Davis and Settles are sometimes also referred to herein individually as a "Reporting Person" and collectively as the "Reporting Persons"). Further information regarding the identity and background of certain of the Reporting Persons is set forth in Exhibit B which is attached hereto and is incorporated herein by reference.

During the last five (5) years, none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any of their respective executive officers, their respective managing members or any persons controlling their respective managing members has: (1) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The address of the business office of each of the Reporting Persons is One California Street, 30th Floor, San Francisco, California 94111.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

The shares of Common Stock reported herein as being beneficially owned by the Reporting Persons were acquired by SailingStone directly acting solely on behalf of its investment advisory clients. SailingStone has purchased a total of 37,661,962 shares of Common Stock in open-market purchases for an aggregate consideration of approximately \$403,886,403 (exclusive of brokerage commissions). To the best knowledge of the Reporting Persons, the funds used in such purchases were from SailingStone's available investment capital and none of the consideration for such shares of Common Stock was represented by borrowed funds.

**Item 4. PURPOSE OF THE TRANSACTION**

The Reporting Persons acquired the shares of Common Stock to which this Schedule 13D relates for investment purposes in the ordinary course of business. The Reporting Persons acquired the shares of Common Stock because they believed that the shares of Common Stock reported herein, when purchased, represented an attractive investment opportunity.

The Reporting Persons and their representatives have, from time to time, engaged in, and intend to continue to engage in, discussions with members of management and the board of directors of the Issuer (the "Board"), other shareholders, industry analysts, existing or potential strategic partners or competitors and other third parties regarding a variety of matters relating to the Issuer, which may include, among other things, the Issuer's business, operations and expenses, strategic alternatives and direction, management, Board composition, and capital structure and allocation, and may take other steps seeking to bring about changes to increase shareholder value as well as pursue other plans or proposals that relate to or could result in any of the matters set forth in clauses (a)-(j) of Item 4 of Schedule 13D.

On February 14, 2019, the Reporting Persons delivered to the Board a letter and presentation advising the Issuer that it should, among other things, (1) reduce its general and administrative expenses, which the Reporting Persons believe are excessive, by at least 50%, (2) transition to wider spacing between its wells and eliminate all non-productive capital spending and (3) formulate a reasonable business plan which includes the return of capital to shareholders and align management compensation with the realization of that plan. The Reporting Persons also called on the Issuer to evaluate strategic alternatives, including potential mergers or sales, to enhance value and return capital to the shareholders. The letter and presentation are attached hereto as Exhibits D and E, respectively, and are incorporated herein by reference.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors, including, without limitation, the outcome of any discussions referenced above, the Issuer's financial position, results and strategic direction, actions taken by the Issuer's management and the Board, price levels of the shares of Common Stock, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate, including, without limitation, exchanging information with the Issuer pursuant to appropriate confidentiality or similar agreements; acquiring additional shares of Common Stock and/or other equity, debt, notes, instruments or other securities of the Issuer (collectively, the "Securities") or disposing of some or all of the Securities beneficially owned by them, in public market or privately negotiated transactions; entering into financial instruments or other agreements that increase or decrease the Reporting Persons' economic exposure with respect to their investment in the Issuer and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

The aggregate percentage of shares of Common Stock reported to be beneficially owned by the Reporting Persons is based upon 233,882,020 shares of Common Stock reported to be outstanding as of November 1, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed by the Issuer with the SEC on November 6, 2018.

As of the date hereof, the Reporting Persons collectively may be deemed to beneficially own 37,661,962 shares of Common Stock, which represents 16.10% of the outstanding shares of Common Stock. The number of shares of Common Stock which may be deemed to be beneficially owned by the Reporting Persons are as follows:

<u>Shares Deemed to be</u>	<u>Nature of</u>	<u>Percentage</u>
<u>Beneficially Owned By:</u>	<u>Ownership</u>	<u>of Class</u>
SailingStone:		
(A) 37,661,962	Sole Voting and Sole Dispositive Power (1)	16.10%
SailingStone Holdings:		
(B) 37,661,962	Shared Voting and Shared Dispositive Power (2)	16.10%
Davis:		
(C) 37,661,962	Shared Voting and Shared Dispositive Power (3)	16.10%
Settles:		
(D) 37,661,962	Shared Voting and Shared Dispositive Power (4)	16.10%

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(1) Such shares of Common Stock are owned by investment advisory clients of SailingStone. By reason of its investment advisory relationship with such clients, SailingStone is deemed to have sole voting and sole dispositive power over such shares of Common Stock. The economic interest in such shares of Common Stock is held by such clients.

(2) Because SailingStone Holdings is the general partner of SailingStone GP LP which serves as managing member of SailingStone, SailingStone Holdings could be deemed to share the power to vote and dispose or direct the disposition of such shares of Common Stock.

(3) Because Davis is a managing member of SailingStone Holdings and a control person of SailingStone Holdings and SailingStone, he could be deemed to share the power to vote and dispose or direct the disposition of such shares of Common Stock.

(4) Because Settles is a managing member of SailingStone Holdings and a control person of SailingStone Holdings and SailingStone, he could be deemed to share the power to vote and dispose or direct the disposition of such shares of Common Stock.

## TRANSACTIONS

Information regarding transactions in the shares of Common Stock that have been effected by the Reporting Persons during the last sixty (60) days are set forth in Exhibit C which is attached hereto and is incorporated herein by reference.

No person other than the Reporting Persons are known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such shares of Common Stock.

### **Item CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO 6. SECURITIES OF THE ISSUER**

The Reporting Persons are parties to an agreement with respect to the joint filing of this Schedule 13D and any amendments thereto. A copy of such agreement is attached hereto as Exhibit A and is incorporated herein by reference. Other than the joint filing agreement, there are no contracts, arrangements, understandings or relationships among the Reporting Persons or between the Reporting Persons and any other person with respect to the Securities.

### **Item MATERIAL TO BE FILED AS EXHIBITS 7.**

Exhibit A – Joint Filing Agreement of the Reporting Persons

Exhibit B – Officers and Control Persons of the Reporting Persons

Exhibit C – Transactions in the Securities of the Issuer During the Past Sixty Days by

the Reporting Persons

Exhibit D – Letter

Exhibit E – Presentation



SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

SailingStone Capital Partners  
LLC\*

By: /s/ Kathlyne Kiaie  
Name: Kathlyne Kiaie  
Title: Chief Compliance Officer

SailingStone Holdings LLC\*

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis  
Title: Managing Member

MacKenzie B. Davis\*

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis

Kenneth L. Settles Jr.\*

By: /s/ Kenneth L. Settles Jr.  
Name: Kenneth L. Settles Jr.

\* The Reporting Persons disclaim beneficial ownership in the shares of Common Stock represented herein except to the extent of their pecuniary interest therein.