

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Warburg Pincus Private Equity IX, L.P.</u>  (Last) (First) (Middle) <u>C/O WARBURG PINCUS LLC,</u> <u>450 LEXINGTON AVENUE</u>  (Street) <u>NEW YORK NY 10017</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Laredo Petroleum Holdings, Inc. [ LPI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/17/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share ("Common Stock")	10/17/2012		S		11,455,676	D	\$19.44	69,737,464	D <sup>(1)(2)(3)(4)</sup>	

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Warburg Pincus Private Equity IX, L.P.  
 (Last) (First) (Middle)  
C/O WARBURG PINCUS LLC,  
450 LEXINGTON AVENUE  
 (Street)  
NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Warburg Pincus IX LLC  
 (Last) (First) (Middle)  
C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE  
 (Street)  
NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Warburg Pincus Partners LLC  
 (Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

WARBURG PINCUS & CO.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

WARBURG PINCUS LLC

(Last) (First) (Middle)

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

KAYE CHARLES R

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Landy Joseph P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

**Explanation of Responses:**

1. See Exhibit 99.1, note (1)
2. See Exhibit 99.1, note (2)
3. See Exhibit 99.1, note (3)
4. See Exhibit 99.1, note (4)

**Remarks:**

Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filers' Names and Addresses Exhibit 99.3 - Joint Filers' Signatures

WARBURG PINCUS  
PRIVATE EQUITY IX, L.P.,  
By: Warburg Pincus IX, LLC,  
its General Partner, By:  
Warburg Pincus Partners LLC, 10/19/2012  
its Sole Member, By: Warburg  
Pincus & Co., its Managing  
Member, By: /s/ Scott A.  
Arenare, Partner

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

Designated Filer: Warburg Pincus Private Equity IX, L.P.  
Issuer & Ticker Symbol: Laredo Petroleum Holdings, Inc. [LPI]  
Date of Event Requiring Statement: October 17, 2012

Explanation of Responses:

(1) The stockholder is Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX", and together with an affiliated partnership, the "WP IX Funds"). The total number of shares of Common Stock of Laredo Petroleum Holdings, Inc., a Delaware corporation (the "Issuer"), owned by the WP IX Funds following the reported transaction is 69,737,464 shares of Common Stock, which includes 3,064,551 shares of Common Stock owned by WP IX Finance LP, a Delaware limited partnership that is the affiliated partnership of WP IX. WP IX Finance LP directly holds 2.38% of the Common Stock outstanding of the Issuer.

(2) Warburg Pincus IX LLC, a New York limited liability company ("WP IX GP"), is the general partner of WP IX. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP IX GP. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), manages the WP IX Funds. Charles R. Kaye and Joseph P. Landy are the Managing General Partners of WP and the Co-Presidents and Managing Members of WP LLC and may be deemed to control the WP IX Funds, WP IX GP, WP Partners, WP and WP LLC (together with Messrs. Kaye and Landy, the "Warburg Pincus Reporting Persons").

(3) Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.

(4) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the Warburg Pincus Reporting Persons may be deemed to be beneficial owners of the 69,737,464 shares of Common Stock of the Issuer held by the WP IX Funds. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than the WP IX Funds, herein states that this Form 4 shall not be deemed an admission that it or he is the beneficial owner of any of the shares of Common Stock of the Issuer reported in this Form 4. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of the Common Stock of the Issuer, except to the extent it or he has a pecuniary interest in such shares of Common Stock.

Solely for the purposes of Section 16 of the Exchange Act, each of the WP IX Funds, WP IX GP, WP Partners, and WP may be deemed a director-by-deputization by virtue of their contractual right to nominate a representative to serve on the board of directors of the Issuer.

**JOINT FILERS' NAMES AND ADDRESSES**

1. Name: Warburg Pincus IX LLC  
Address: c/o Warburg Pincus LLC  
450 Lexington Avenue  
New York, NY 10017
2. Name: Warburg Pincus Partners LLC  
Address: c/o Warburg Pincus LLC  
450 Lexington Avenue  
New York, NY 10017
3. Name: Warburg Pincus LLC  
Address: 450 Lexington Avenue  
New York, NY 10017
4. Name: Warburg Pincus & Co.  
Address: 450 Lexington Avenue  
New York, NY 10017
5. Name: Charles R. Kaye  
Address: c/o Warburg Pincus LLC  
450 Lexington Avenue  
New York, NY 10017
6. Name: Joseph P. Landy  
Address: c/o Warburg Pincus LLC  
450 Lexington Avenue  
New York, NY 10017

**JOINT FILERS' SIGNATURES**

WARBURG PINCUS IX LLC

By: Warburg Pincus Partners LLC, its Sole Member,  
By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare Date: October 19, 2012  
Name: Scott A. Arenare  
Title: Partner

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare Date: October 19, 2012  
Name: Scott A. Arenare  
Title: Partner

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare Date: October 19, 2012  
Name: Scott A. Arenare  
Title: Managing Director

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare Date: October 19, 2012  
Name: Scott A. Arenare  
Title: Partner

CHARLES R. KAYE

By: /s/ Scott A. Arenare Date: October 19, 2012  
Name: Charles R. Kaye  
By: Scott A. Arenare, Attorney-in-Fact\*

JOSEPH P. LANDY

By: /s/ Scott A. Arenare Date: October 19, 2012  
Name: Joseph P. Landy  
By: Scott A. Arenare, Attorney-in-Fact\*

\* The Power of Attorney given by Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities and Exchange Commission on October 4, 2012 as exhibits to a statement on Schedule 13D filed by Warburg Pincus Private Equity X, L.P. with respect to Primerica, Inc. and is hereby incorporated by reference.