

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>WP Antero TopCo, Inc.</u>  (Last) (First) (Middle) 450 LEXINGTON AVENUE  (Street) NEW YORK NY 10017  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/05/2015	3. Issuer Name and Ticker or Trading Symbol <u>Laredo Petroleum, Inc. [ LPI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share ("Common Stock")	6,900,452	D <sup>(1)(2)</sup>	
Common Stock	6,900,452	I <sup>(1)(3)</sup>	See footnotes <sup>(1)(3)</sup>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
WP Antero TopCo, Inc.  
 (Last) (First) (Middle)  
 450 LEXINGTON AVENUE  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Warburg Pincus Private Equity X, L.P.  
 (Last) (First) (Middle)  
 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.

**Remarks:**

Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information Exhibit 99.3 - Joint Filers' Signatures.

By: /s/ Robert B. Knauss 03/06/2015

\*\* Signature of Reporting Person Date

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 5 (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.



Designated Filer: WP Antero TopCo, Inc.  
Issuer & Ticker Symbol: Laredo Petroleum, Inc. [LPI]  
Date of Event Requiring Statement: March 5, 2015

## Explanation of Responses:

- (1) This Form 3 is filed on behalf of WP Antero TopCo, Inc., a Delaware corporation (“TopCo”). Warburg Pincus Private Equity X, L.P., a Delaware limited partnership (“WP X LP”), is the sole shareholder of TopCo (TopCo and WP X LP, collectively, the “Warburg Pincus Reporting Person”).
- (2) On March 5, 2015, TopCo acquired an aggregate of 6,900,452 shares of common stock of Laredo Petroleum, Inc. (f/k/a Laredo Petroleum Holdings, Inc.) (“Common Stock” and such entity, the “Company”) in an underwritten offering by the Company, at a price of \$11.05 per share (the “Offering”).
- (3) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), WP X LP may be deemed to be the beneficial owner of the 6,900,452 shares of Common Stock held by TopCo.

Due to the limitations on the number of Reporting Persons allowed on Form 3, Warburg Pincus X, L.P., a Delaware limited partnership and the general partner of WP X LP, and certain other affiliated partnerships, who may be deemed to hold beneficial ownership in the shares of Common Stock of the Company, report such beneficial ownership on separate Forms 4 and 3.

Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than TopCo, herein states that this Form 3 shall not be deemed an admission that it is the beneficial owner of any of the shares of Common Stock of the Company reported in this Form 3. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of the Common Stock of the Company, except to the extent it has a pecuniary interest in such shares of Common Stock.

Solely for the purposes of Section 16 of the Exchange Act, each of TopCo and WP X LP may be deemed a director-by-deputization by virtue of Peter R. Kagan and James R. Levy, managing directors of Warburg Pincus LLC, a New York limited liability company and manager of WP X LP, serving as members of the board of directors of the Company.

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.

Designated Filer: WP Antero TopCo, Inc.  
Issuer & Ticker Symbol: Laredo Petroleum, Inc. [LPI]  
Date of Event Requiring Statement: March 5, 2015

**Joint Filer Information**

Joint Filers:

1. Name: WP Antero TopCo, Inc.  
Address:  
450 LEXINGTON AVENUE  
New York, NY 10017
2. Name: Warburg Pincus Private Equity X, L.P.  
Address:  
450 LEXINGTON AVENUE  
New York, NY 10017

Designated Filer: WP Antero TopCo, Inc.  
Issuer & Ticker Symbol: Laredo Petroleum, Inc. [LPI]  
Date of Event Requiring Statement: March 5, 2015

**Joint Filers' Signatures**

WP ANTERO TOPCO, INC.

By: Warburg Pincus Private Equity X, L.P., its Sole Shareholder

By: Warburg Pincus X, L.P., its General Partner

By: Warburg Pincus X GP L.P., its General Partner

By: WPP GP LLC, its General Partner

By: Warburg Pincus Partners, L.P., its Managing Member

By: Warburg Pincus Partners GP LLC, its General Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss  
Name: Robert B. Knauss  
Title: Partner

Date: March 6, 2015

WARBURG PINCUS PRIVATE EQUITY X, L.P.

By: Warburg Pincus X, L.P., its General Partner

By: Warburg Pincus X GP L.P., its General Partner

By: WPP GP LLC, its General Partner

By: Warburg Pincus Partners, L.P., its Managing Member

By: Warburg Pincus Partners GP LLC, its General Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss  
Name: Robert B. Knauss  
Title: Partner

Date: March 6, 2015