

OMB APPROVAL	
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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

<b>1. Name and Address of Reporting Person*</b> <u>KAGAN PETER</u>  (Last) (First) (Middle) <u>C/O WARBURG PINCUS &amp; CO.</u> <u>450 LEXINGTON AVENUE</u>  (Street) <u>NEW YORK NY 10017</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Laredo Petroleum Holdings, Inc. [ LPI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>11/25/2013</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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")	11/25/2013		J <sup>(1)</sup>		6,008,476	D	\$0	70,002,532	I	See footnote <sup>(1)</sup>
Common Stock	11/25/2013		J <sup>(1)</sup>		27,662	A	\$0	83,033	D <sup>(1)</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)	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 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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. See Exhibit 99.1; Note 1.

**Remarks:**

Exhibit List: Exhibit 99.1 - Explanation of Responses \*\*\* The Power of Attorney given by Peter R. Kagan was previously filed with the U.S. Securities & Exchange Commission on October 19, 2012 as an exhibit to a statement on Form 4 filed by Peter R. Kagan with respect to Laredo Petroleum Holdings, Inc. and is hereby incorporated by reference.

/s/ Steven G. Glenn Name:  
Peter R. Kagan, Director By: 11/26/2013  
Steven G. Glenn, Attorney-in-  
Fact\*\*\*

\*\* 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 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:	Peter R. Kagan
Issuer & Ticker Symbol:	Laredo Petroleum Holdings, Inc. [LPI]
Date of Event Requiring Statement:	November 25, 2013

## Explanation of Responses:

(1) Peter R. Kagan (the "Reporting Person") is a director of Laredo Petroleum Holdings, Inc., a Delaware corporation (the "Issuer"), a Partner of Warburg Pincus & Co., a New York general partnership ("WP"), and a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC" and together with "WP", the "Warburg Pincus Entities"). On November 25, 2013, Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), distributed, which distribution did not constitute a purchase or sale of securities, an aggregate of 4,799,982 shares (the "WP IX Distribution Shares") of common stock ("Common Stock") of the Issuer held by it, in the aggregate, to its partners on a pro rata basis (the "WP IX Distribution"), for no consideration and Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership, and an affiliated partnership (collectively, "WP X"), distributed, which distribution did not constitute a purchase or sale of securities, an aggregate of 1,208,494 shares (the "WP X Distribution Shares" and together with the WP IX Distribution Shares, the "WP Distribution Shares") of Common Stock of the Issuer held by them, in the aggregate, to their respective partners on a pro rata basis (the "WP X Distribution", and together with the WP IX Distribution, the "WP Distribution"), for no consideration.

In connection with the WP Distribution, an aggregate of 27,662 Distribution Shares were transferred to the Reporting Person. The Reporting Person also beneficially owns 24,081 shares of restricted Common Stock of the Issuer that were issued to him in his capacity as a director of the Issuer. Due to his relationships with the Warburg Pincus Entities, the Reporting Person may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities and Exchange Act of 1934, as amended (the "Exchange Act")) in an indeterminate portion of the shares of the Issuer held by WP IX and WP X. The Reporting Person disclaims beneficial ownership of the shares of the Issuer held by WP IX and WP X, except to the extent of any direct pecuniary interest therein.

This Form 4 shall not be deemed an admission that the Reporting Person or any other person referred to herein is a beneficial owner of the shares of Common Stock held by WP IX and WP X for purposes of Section 16 of the Exchange Act or for any other purpose or that the Reporting Person or other person has an obligation to file this Form 4 except, in each case, to the extent it or he has a pecuniary interest in such shares of Common Stock for purposes of Section 16 of the Exchange Act.

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