

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Warburg Pincus Private Equity X O&amp;G, L.P.</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)	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>08/19/2013</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")	08/19/2013		S		585,487	D	\$22.9781	16,430,888	D <sup>(1)(2)</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 X O&G, L.P.  
 (Last) (First) (Middle)  
C/O WARBURG PINCUS & CO.  
450 LEXINGTON AVENUE  
 (Street)  
NEW YORK NY 10017  
 (City) (State) (Zip)

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

1. Name and Address of Reporting Person\*  
Warburg Pincus X, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO.

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Warburg Pincus X LLC

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO.

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 & CO.

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 & CO.

450 LEXINGTON AVENUE

(Street)

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(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

WARBURG PINCUS LLC

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO.

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 & CO.

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 & CO.  
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.

**Remarks:**

Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information Exhibit 99.3 - Joint Filers' Signatures \*\*\* The Power of Attorney given by Warburg Pincus & Co. was previously filed with the U.S. Securities & Exchange Commission on January 15, 2013 as an exhibit to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Talon Therapeutics, Inc. and is hereby incorporated by reference.

[/s/ Scott A. Arenare, 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.](#) 08/19/2013

\*\* 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: Warburg Pincus Private Equity X O&G, L.P.  
Issuer & Ticker Symbol: Laredo Petroleum Holdings, Inc. [LPI]  
Date of Event Requiring Statement: August 19, 2013

## Explanation of Responses:

(1) This Form 4 is filed on behalf of Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G"), and its affiliated partnership Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners", and together with WP X O&G, the "WP X Funds"). The total number of shares of common stock, par value \$0.01 per share ("Common Stock") of Laredo Petroleum Holdings, Inc., a Delaware corporation (the "Company") owned by the WP X Funds following the reported transaction is 16,430,888 shares of Common Stock, of which 510,277 shares of Common Stock are owned by WP X Partners. WP X Partners directly owns less than 1% of the Common Stock outstanding of the Company.

Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), is the general partner of the WP X Funds. Warburg Pincus X LLC, a Delaware limited liability company ("WP X LLC"), is the general partner of WP X GP. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP X LLC. 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 X 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 X Funds, WP X GP, WP X LLC, WP Partners, WP and WP LLC (together with Messrs. Kaye and Landy, the "Warburg Pincus Reporting Persons").

(2) 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 16,430,888 shares of Common Stock of the Company held by the WP X Funds. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than the WP X 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 Company reported in this Form 4. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of the Common Stock of the Company, 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 X Funds, WP X GP, WP X LLC, 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 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.

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Designated Filer: Warburg Pincus Private Equity X O&G, L.P.  
Issuer & Ticker Symbol: Laredo Petroleum Holdings, Inc. [LPI]  
Date of Event Requiring Statement: August 19, 2013

### Joint Filer Information

#### Joint Filers:

1. Name: Warburg Pincus Private Equity X O&G, L.P.  
Address: C/O WARBURG PINCUS & Co.  
450 LEXINGTON AVENUE  
New York, NY 10017

2. Name: Warburg Pincus X Partners, L.P.  
Address: C/O WARBURG PINCUS & Co.  
450 LEXINGTON AVENUE  
New York, NY 10017

3. Name: Warburg Pincus X, L.P.  
Address: C/O WARBURG PINCUS & Co.  
450 LEXINGTON AVENUE  
New York, NY 10017

4. Name: Warburg Pincus X LLC  
Address: C/O WARBURG PINCUS & Co.  
450 LEXINGTON AVENUE  
New York, NY 10017

5. Name: Warburg Pincus Partners LLC  
Address: C/O WARBURG PINCUS & Co.  
450 LEXINGTON AVENUE  
New York, NY 10017

6. Name: Warburg Pincus LLC  
Address: C/O WARBURG PINCUS & Co.  
450 LEXINGTON AVENUE  
New York, NY 10017

7. Name: Warburg Pincus & Co.  
Address: 450 LEXINGTON AVENUE  
New York, NY 10017

8. Name: Charles R. Kaye  
Address: C/O WARBURG PINCUS & Co.  
450 LEXINGTON AVENUE  
New York, NY 10017

9. Name: Joseph P. Landy  
Address: C/O WARBURG PINCUS & Co.  
450 LEXINGTON AVENUE  
New York, NY 10017

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Designated Filer: Warburg Pincus Private Equity X O&G, L.P.  
 Issuer & Ticker Symbol: Laredo Petroleum Holdings, Inc. [LPI]  
 Date of Event Requiring Statement: August 19, 2013

**Joint Filers' Signatures**

WARBURG PINCUS PRIVATE EQUITY X O&G, L.P.

By: Warburg Pincus X, L.P., its General Partner  
 By: Warburg Pincus X LLC, its General Partner  
 By: Warburg Pincus Partners LLC, its Sole Member  
 By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare Date: August 19, 2013  
 Name: Scott A. Arenare  
 Title: Attorney-in-Fact\*

WARBURG PINCUS X PARTNERS, L.P.

By: Warburg Pincus X, L.P., its General Partner  
 By: Warburg Pincus X LLC, its General Partner  
 By: Warburg Pincus Partners LLC, its Sole Member  
 By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare Date: August 19, 2013  
 Name: Scott A. Arenare  
 Title: Attorney-in-Fact\*

WARBURG PINCUS X, L.P.

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

By: /s/ Scott A. Arenare Date: August 19, 2013  
 Name: Scott A. Arenare  
 Title: Attorney-in-Fact\*

WARBURG PINCUS X LLC

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

By: /s/ Scott A. Arenare Date: August 19, 2013  
 Name: Scott A. Arenare  
 Title: Attorney-in-Fact\*

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare Date: August 19, 2013  
 Name: Scott A. Arenare  
 Title: Attorney-in-Fact\*

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare Date: August 19, 2013  
 Name: Scott A. Arenare  
 Title: Managing Director

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare Date: August 19, 2013

Name: Scott A. Arenare  
Title: Attorney-in-Fact\*

CHARLES R. KAYE

By: /s/ Scott A. Arenare Date: August 19, 2013  
Name: Charles R. Kaye  
By: Scott A. Arenare, Attorney-in-Fact\*

JOSEPH P. LANDY

By: /s/ Scott A. Arenare Date: August 19, 2013  
Name: Joseph P. Landy  
By: Scott A. Arenare, Attorney-in-Fact\*

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\* The Power of Attorney given by each of Warburg Pincus & Co., Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on January 15, 2013 as an exhibit to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Talon Therapeutics, Inc. and is hereby incorporated by reference.

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