

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**

(Amendment No. 1 to the Form 8-A Filed December 13, 2011)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**LAREDO PETROLEUM, INC.  
(Formerly Known As: Laredo Petroleum Holdings, Inc.)**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**45-3007926**  
(IRS Employer Identification No.)

**15 W. Sixth Street  
Suite 1800  
Tulsa, Oklahoma 74119**  
(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Common Stock, par value \$0.01 per share	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A(d), check the following box.  o

Securities Act registration statement file number to which this form relates: **333-176439**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

**Explanatory Note**

This Amendment No. 1 amends the Form 8-A of Laredo Petroleum Holdings, Inc., a Delaware corporation ("**Laredo Holdings**"), to reflect the fact that, effective as of 9:00 a.m. EST on December 31, 2013, the name of Laredo Holdings has been changed to "Laredo Petroleum, Inc."

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the general terms and provisions of the common stock is incorporated herein by reference to the description included under the caption "Description of capital stock" in the prospectus filed by Laredo Holdings pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus constitutes a part of Laredo Holdings' Registration Statement on Form S-1, as amended (Registration No. 333-176439), initially filed with the Securities and Exchange Commission on August 24, 2011. Effective as of 9:00 a.m. EST on December 31, 2013, the name of Laredo Holdings has been changed to "Laredo Petroleum, Inc."

**Item 2. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.1.	Amended and Restated Certificate of Incorporation of Laredo Holdings (incorporated by reference to Exhibit 3.1 of Laredo Holdings' Current Report on Form 8-K (File No. 001-35380) filed on December 22, 2011).
3.2.	Certificate of Ownership and Merger by and between Laredo Holdings and Laredo Petroleum, Inc. dated as of December 30, 2013 (incorporated by reference to Exhibit 3.1 of Laredo Petroleum, Inc.'s Current Report on Form 8-K (File No. 001-35380) filed on January 6, 2014).
3.3.	Amended and Restated Bylaws of Laredo Holdings (incorporated by reference to Exhibit 3.2 of Laredo Holdings' Current Report on Form 8-K (File No. 001-35380) filed on December 22, 2011).
4.1.	Specimen Common Stock Certificate.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Laredo Petroleum, Inc.**

By: /s/ Kenneth E. Dornblaser  
Name: Kenneth E. Dornblaser

Date: January 6, 2014



LAREDO PETROLEUM HOLDINGS, INC.



INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

SEE REVERSE FOR CERTAIN DEFINITIONS  
CUSIP 516806 10 6

THIS CERTIFIES THAT

**SPECIMEN**

IS THE RECORD HOLDER OF

FULLY PAID AND NONASSESSABLE SHARES OF COMMON STOCK, \$0.01 PAR VALUE, PER SHARE, OF

LAREDO PETROLEUM HOLDINGS, INC.

transferable only on the books of the Corporation by duly authorized attorney upon presentation of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered in the books of the Corporation.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

*Randy A. Foutel*

CHAIRMAN AND  
CHIEF EXECUTIVE OFFICER



*W Mark Wamble*

SR. VICE PRESIDENT, CHIEF FINANCIAL OFFICER  
AND SECRETARY

AUTHORIZED SIGNATURE

COUNTERSIGNED AND REGISTERED  
BY  
AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC  
TRANSFER AGENT AND REGISTRAR

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM – as tenants in common  
TEN ENT – as tenants by the entireties  
JT TEN – as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT – \_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)  
under Uniform Gifts to Minors Act \_\_\_\_\_  
(State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number]

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Shares of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

\_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

X \_\_\_\_\_  
X \_\_\_\_\_  
NOTICE THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER

Signature(s) Guaranteed

By \_\_\_\_\_  
THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17A-15.

ABnote North America  
711 ARMSTRONG LANE  
COLUMBIA, TENNESSEE 38401  
(931) 386-3003  
HOLLY GRONER ... 931-480-7680

PROOF OF: JANUARY 3, 2014  
LAREDO PETROLEUM, INC.  
WO- 7958 BACK  
OPERATOR: DKS  
NEW

PLEASE INITIAL THE APPROPRIATE SELECTION FOR THIS PROOF:  OK AS IS  OK WITH CHANGES  MAKE CHANGES AND SEND ANOTHER PROOF

NO REVISIONS TO BACK OF CERTIFICATE - SHOWN FOR PROOF ONLY.