UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): August 8, 2013

LAREDO PETROLEUM HOLDINGS, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	**001-35380**	**45-3007926**
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

15 W. Sixth Street, Suite 1800, Tulsa, Oklahoma	**74119**
(Address of Principal Executive Offices)	(Zip Code)

Registrant’s telephone number, including area code: **(918) 513-4570**

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On August 8, 2013, Laredo Petroleum Holdings, Inc. (the "Company") announced its financial and operating results for the quarter ended June 30, 2013. A copy of the Company's press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The Company plans to host a teleconference and webcast on August 8, 2013, at 10:00 am Eastern Time (9:00 am Central Time) to discuss these results. To access the call, please dial 1-866-515-2911 or 1-617-399-5125 for international callers, and use conference code 23156029. A replay of the call will be available through Thursday, August 15, 2013, by dialing 1-888-286-8010, and using conference code 38111183. The webcast may be accessed at the Company's website, www.laredopetro.com, under the tab "Investor Relations."

In accordance with General Instruction B.2 of Form 8-K, the information in this Item is deemed to be "furnished" and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 7.01. Regulation FD Disclosure.

On August 8, 2013, the Company issued the press release described above in Item 2.02 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1.

All statements in the teleconference, other than historical financial information, may be deemed to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

On August 1, 2013, the Company filed a Current Report on Form 8-K, that disclosed, among other things, the closing of the previously announced sale by certain subsidiaries of the Company of such subsidiaries' interests in oil and gas properties located in the Anadarko Basin in the State of Oklahoma and the State of Texas, and various other related interests, rights, wells, leasehold interests, records, fixtures, equipment, associated gas gathering assets and other assets (collectively, the "*Assets*"). In connection therewith, and pursuant to the requirements of Item 9.01(b) of Form 8-K, on August 1, 2013 the Company filed an unaudited pro forma condensed consolidated balance sheet as of March 31, 2013 and unaudited pro forma condensed consolidated statements of operations for the three months ended March 31, 2013 and the fiscal year ended December 31, 2012, each giving effect to the sale of the Assets.

To assist investors in better understanding the impact of the sale of the Assets, the Company is voluntarily furnishing additional unaudited pro forma condensed consolidated financial statements, attached hereto as Exhibit 99.2, that give effect to the sale of the Assets (the "Pro Forma Financial Statements"). Included in the Pro Forma Financial Statements are (i) an unaudited pro forma condensed consolidated balance sheet that has been prepared as if the sale of the Assets occurred as of June 30, 2013 and (ii) an unaudited pro forma condensed consolidated statement of operations for the six months ended June 30, 2013 that has been prepared as if the sale of the Assets occurred on January 1, 2013. The Pro Forma Financial Statements furnished herewith are presented for illustrative purposes only and do not purport to represent what the results of operations or financial position of the Company would actually have been had the sale of the Assets occurred on the dates noted above, or to project the results of operations or financial position of the Company for any future periods. The Pro Forma Financial Statements are based on certain assumptions and adjustments described in the notes thereto and should be read together with the historical consolidated financial statements and the related notes of the Company included in its Annual Report on Form 10-K for the year ended December 31, 2012 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2013.

In accordance with General Instruction B.2 of Form 8-K, the information furnished under Item 7.01 of this Current Report on Form 8-K and the exhibits attached hereto are deemed to be "furnished" and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*.

Exhibit Number	Description
99.1	Press release dated August 8, 2013 announcing financial and operating results.
99.2	Unaudited pro forma condensed consolidated financial information of Laredo Petroleum Holdings, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LAREDO PETROLEUM HOLDINGS, INC.

Date: August 8, 2013	By:	/s/ Richard C. Buterbaugh
		Richard C. Buterbaugh
		Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
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99.2	Unaudited pro forma condensed consolidated financial information of Laredo Petroleum Holdings, Inc.

EXHIBIT 99.1

15 West 6th Street, Suite, 1800 · Tulsa, Oklahoma 74119 · (918) 513-4570 · Fax: (918) 513-4571
www.laredopetro.com

Laredo Petroleum Holdings, Inc. Announces 2013 Second-Quarter Financial and Operating Results

TULSA, OK - August 8, 2013 - Laredo Petroleum Holdings, Inc. (NYSE: LPI) ("Laredo" or "the Company") today announced second-quarter results, reporting net income attributable to common stockholders of $35.8 million, or $0.27 per diluted share. Adjusted net income, a non-GAAP financial measure, for the quarter was $21.1 million, or $0.16 per diluted share, excluding unrealized gains on derivative financial instruments. Adjusted EBITDA, a non-GAAP financial measure, for the quarter was $130.0 million. (Please see supplemental financial information at the end of this news release for reconciliations of non-GAAP financial measures.)

2013 Second-Quarter Highlights

- Increased total production volume to 35,494 barrels of oil equivalent ("BOE") per day on a two-stream basis, up 13% from the second quarter of 2012
- Increased oil production 22% from second-quarter 2012, driving a 9% increase in cash margin per BOE
- Increased total revenues to $177.3 million, up 27% from the second quarter of 2012
- Increased Adjusted EBITDA to $130.0 million, up 14% versus the prior-year quarter and up 11% from the prior quarter
- Set new Company Permian record for 30-day average initial production ("IP") rate at 1,217 BOE/D on a two-stream basis, from a Lower Wolfcamp horizontal well in Glasscock county, an increase of nearly 5% from the previous record
- Completed the Company's first side-by-side test of horizontal lateral spacing with early well results exceeding type curve
- Began transition to concentrated horizontal development of the Permian-Garden City acreage with three of the four horizontal rigs drilling on multi-well pads at the end of the quarter
- Negotiated sale of Anadarko Basin assets which closed August 1

"The second quarter of 2013 truly marked an inflection point for Laredo in nearly every aspect of our company," said Randy A. Foutch, Laredo Chairman and Chief Executive Officer. "We once again grew production while focusing activities in the oil and liquids-rich Permian Basin. Crude oil production grew to approximately 44% of our total production in the second quarter and is expected to increase to approximately 60% of total production in the fourth quarter due to the sale of our Anadarko Basin properties and ongoing Permian drilling activities. As a result, we expect further improvement in our cash margin per barrel of oil equivalent."

"In our operations, average well results continue to improve and capital costs are being reduced. We have early validation of our horizontal spacing of laterals within zones and are testing the vertical stacking of laterals. Later this year we also plan to test additional horizontal targets that we have identified. Additionally, the recently completed sale of our Anadarko Basin assets has enabled us to concentrate our personnel and financial capital on accelerating the development and value of our truly exceptional acreage position in the Permian-Garden City area."

Operational Update

During the second quarter, Laredo set another Company record for the 30-day average IP rate from a horizontal Permian well. The Lane Trust C/E 42-2HL, drilled in the Lower Wolfcamp formation in Glasscock county, averaged 1,217 BOE/D, with a 79% oil cut for the 30-day period after reaching a peak rate of 1,912 BOE/D on a two-stream basis. In total during the second quarter, the Company completed 24 vertical wells and six horizontal wells in the Permian-Garden City area that have reached peak rates and have 30 days of production history. The results for the horizontal wells are as follows:

Well Name	Lateral Length	No. of Frac Stages	Completion Date	% Oil	Average 30-Day IP	Average 30-Day IP/Stage
	(feet)				*(Two-Stream BOE/D)*	
Upper Wolfcamp						
SRH-A-P-2HU	7,203	27	Apr-13	62%	615	23
Sugg-C-27-3HU	7,740	28	Apr-13	73%	942	34
Sugg A 143 3 HU	6,660	26	Jun-13	73%	888	34
Sugg A 143 4HU	7,033	26	Jun-13	75%	1,090	42
Lower Wolfcamp						
SRH-B-11-1HL	7,107	28	Apr-13	80%	546	19
Lane Trust C/E 42-2HL	7,571	29	Jun-13	79%	1,217	42

Included in the results above are wells from the initial side-by-side horizontal test of 660-foot spacing between the laterals. Drilled in the Upper Wolfcamp, the Sugg A 143 3HU and Sugg A 143 4HU wells drilled in Reagan county, show strong results and continue to perform above the Company's type curve for the Upper Wolfcamp. A seventh horizontal well, the Mercer B 6-2HM in Sterling County, was completed during the second quarter in the Middle Wolfcamp. This well does not yet have 30 days of production history but is currently performing below the type curve for the Middle Wolfcamp.

Also in the second quarter, the Company began drilling its first multi-well pad of stacked lateral wellbores into different zones. This initial three-well test of the Upper, Middle and Lower Wolfcamp zones is expected to begin production by the end of the third quarter of 2013. Three of the Company's four horizontal rigs are currently drilling stacked laterals on multi-well pads.

The Company plans to add a fifth and sixth horizontal rig during the third and fourth quarters of 2013, respectively, to accelerate development in Reagan and Glasscock counties. During the second half of 2013, Laredo expects to concentrate approximately 85% of horizontal drilling and completion activities, primarily on multi-well pads, focusing on the three targeted zones in the Wolfcamp formation. The remaining 15% of horizontal activities are expected to test extensional acreage for the initial four targeted zones (Upper, Middle and Lower Wolfcamp and Cline shales) along with testing additional zones such as the Spraberry and Atoka. In addition to the horizontal drilling program, the Company expects to continue to utilize five vertical rigs for the remainder of 2013 and concentrate drilling activities primarily on its Garden City acreage.

As the Company continues to expand its concentrated horizontal development of the Permian-Garden City area, it expects to further enhance capital efficiencies. Through the first half of 2013, the Company has reduced horizontal well costs per zone in the range of approximately 5% to 8%. The Company believes that implementation of best practices for development, coupled with anticipated synergies associated with multi-well pad development, should result in meaningful capital savings per well. As a result, Laredo believes that additional capital cost reductions of approximately 10% to 15% per horizontal development well can be achieved by year-end 2014.

2013 Capital Program

During the second quarter of 2013, Laredo invested approximately $177.6 million in total capital expenditures, with approximately $165.4 million dedicated to development activities. The Company expects total capital expenditures of approximately $725 million in 2013 as previously announced, on a divestment-adjusted basis.

Liquidity

At June 30, 2013, the Company had $395 million drawn on its senior secured credit facility, which had a borrowing base of $1.0 billion. Immediately following the closing of the sale of the Company's Anadarko Basin assets on August 1, 2013, the borrowing base on the senior secured credit facility was reduced to $825 million. The Company used the net proceeds from the sale to pay off the outstanding balance on its senior secured credit facility and for other working capital purposes. As of August 7, 2013, the senior secured credit facility was undrawn and the Company had total liquidity of approximately $880 million.

Guidance

The table provided below reflects the Company's guidance for the third and fourth quarters of 2013 and reflects the expected impact of the sale of the Anadarko Basin assets completed on August 1, 2013.

	2013	
	Third quarter	**Fourth quarter**
Production (MMBOE)		
Permian	2.2 - 2.4	2.5 - 2.7
Other	.3 - .3	-
Total	2.5 -2.7	2.5 - 2.7
Crude oil % of production	~52%	~60%
Price Realizations (pre-hedge, two-stream basis, % of NYMEX):		
Crude oil	90% - 95%	90% - 95%
Natural gas, including natural gas liquids	130% - 140%	135% - 145%
Operating Costs & Expenses:		
Lease operating expenses ($/BOE)	$7.75 - $8.25	$8.25 - $8.75
Production taxes and ad valorem taxes (% of oil and gas revenue)	7.25%	7.25%
General and administrative expenses ($/BOE)	$7.50 - $8.00	$7.25 - $7.75
Depreciation, depletion and amortization ($/BOE)	$22.00 - $22.50	$22.00 - $22.50

Conference Call Details

Laredo has scheduled a conference call today at 9:00 a.m. CT (10:00 a.m. ET) to discuss its second-quarter 2013 financial and operating results and management's outlook for the future. Participants may listen to the call via the Company's website at www.laredopetro.com, under the tab for “Investor Relations”. The conference call may also be accessed by dialing 1-866-515-2911, using the conference code 23156029. International participants may access the call by dialing 1-617-399-5125, also using conference code 23156029. It is recommended that participants dial in approximately 10 minutes prior to the start of the conference call. A telephonic replay will be available approximately two hours after the call on August 8, 2013 through Thursday, August 15, 2013. Participants may access this replay by dialing 1-888-286-8010, using conference code 38111183.

About Laredo

Laredo Petroleum Holdings, Inc. is an independent energy company with headquarters in Tulsa, Oklahoma. Laredo's business strategy is focused on the exploration, development and acquisition of oil and natural gas properties primarily in the Permian region of the United States.

Additional information about Laredo may be found on its website at www.laredopetro.com.

Forward-Looking Statements

This press release contains forward-looking statements as defined under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, that address activities that Laredo assumes, plans, expects, believes, intends, projects, estimates or anticipates (and other similar expressions) will, should or may occur in the future are forward-looking statements. The forward-looking statements are based on management's current belief, based on currently available information, as to the outcome and timing of future events.

General risks relating to Laredo include, but are not limited to the risks described in its Annual Report on Form 10-K for the year ended December 31, 2012, Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, and those set forth from time to time in other filings with the SEC. These documents are available through Laredo's website at www.laredopetro.com under the tab "Investor Relations" or through the SEC's Electronic Data Gathering and Analysis Retrieval System ("EDGAR") at www.sec.gov. Any of these factors could cause Laredo's actual results and plans to differ materially from those in the forward-looking statements. Therefore, Laredo can give no assurance that its future results will be as estimated. Laredo does not intend to, and disclaims any obligation to, update or revise any forward-looking statement.

The SEC generally permits oil and gas companies, in filings made with the SEC, to disclose proved reserves, which are reserve estimates that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions and certain probable and possible reserves that meet the SEC's definitions for such terms. Factors affecting ultimate recovery include the scope of the Company's ongoing drilling program, which will be directly affected by the availability of capital, drilling and production costs, availability of drilling services and equipment, drilling results, lease expirations, transportation constraints, regulatory approvals and other factors; and actual drilling results, including geological and mechanical factors affecting recovery rates. Estimates of unproved reserves may change significantly as development of the Company's core assets provides additional data. In addition, our production forecasts and expectations for future periods are dependent upon many assumptions, including estimates of production decline rates from existing wells and the undertaking and outcome of future drilling activity, which may be affected by significant commodity price declines or drilling cost increases.

Laredo Petroleum Holdings, Inc.
Condensed consolidated statements of operations

	Three months ended June 30,		Six months ended June 30,	
(in thousands, except per share data)	2013	2012	2013	2012
	(unaudited)		(unaudited)	
Revenues:				
Oil and natural gas sales	$ 177,048	$ 139,609	$ 340,673	$ 288,560
Natural gas transportation and treating	248	106	328	167
Total revenues	177,296	139,715	341,001	288,727
Costs and expenses:				
Lease operating expenses	22,185	15,660	44,627	30,644
Production and ad valorem taxes	9,722	7,318	21,167	16,237
General and administrative	16,032	11,822	32,449	27,106
Stock-based compensation	4,463	2,588	7,680	4,835
Depreciation, depletion and amortization	66,234	60,063	130,737	110,972
Other	1,246	575	2,422	2,099
Total costs and expenses	119,882	98,026	239,082	191,893
Operating income	57,414	41,689	101,919	96,834
Non-operating income (expense):				
Realized and unrealized gain (loss):				
Commodity derivative financial instruments, net	23,975	28,543	7,121	29,137
Interest rate derivatives, net	(9)	—	(15)	(323)
Loss from equity method investee	(49)	—	(113)	—
Interest expense	(25,943)	(21,674)	(51,292)	(36,358)
Interest and other income	12	15	27	31
Loss on disposal of assets	(59)	(8)	(59)	(8)
Non-operating income (expense), net	(2,073)	6,876	(44,331)	(7,521)
Income from continuing operations before income taxes	55,341	48,565	57,588	89,313
Income tax expense:				
Deferred income tax expense	(20,047)	(17,484)	(21,157)	(32,153)
Income from continuing operations	35,294	31,081	36,431	57,160
Income (loss) from discontinued operations, net of tax	518	(106)	790	50
Net income	$ 35,812	$ 30,975	$ 37,221	$ 57,210
Income from continuing operations per common share:				
Basic	$ 0.28	$ 0.24	$ 0.29	$ 0.45
Diluted	$ 0.27	$ 0.24	$ 0.28	$ 0.45
Income (loss) from discontinued operations, net of tax, per common share:				
Basic	$ —	$ —	$ 0.01	$ —
Diluted	$ —	$ —	$ 0.01	$ —
Weighted average common shares outstanding:				
Basic	127,362	126,921	127,281	126,862
Diluted	129,384	128,222	129,119	128,101

Laredo Petroleum Holdings, Inc.
Condensed consolidated balance sheets

(in thousands)	June 30, 2013	December 31, 2012
	(unaudited)	
Assets:		
Current assets	$ 199,875	$ 137,437
Net property and equipment	2,342,844	2,113,891
Other noncurrent assets	74,894	86,976
Total assets	$ 2,617,613	$ 2,338,304
Liabilities and stockholders' equity:		
Current liabilities	$ 264,916	$ 262,068
Long-term debt	1,446,651	1,216,760
Other noncurrent liabilities	30,341	27,753
Stockholders' equity	875,705	831,723
Total liabilities and stockholders' equity	$ 2,617,613	$ 2,338,304

Laredo Petroleum Holdings, Inc.
Condensed consolidated statements of cash flows

	Three months ended June 30,		Six months ended June 30,	
(in thousands)	2013	2012	2013	2012
	(unaudited)		(unaudited)	
Cash flows from operating activities:				
Net income	$ 35,812	$ 30,975	$ 37,221	$ 57,210
Adjustments to reconcile net income to net cash provided by operating activities:				
Deferred income tax expense	20,338	17,424	21,601	32,181
Depreciation, depletion and amortization	66,234	60,697	131,364	112,220
Non-cash stock-based compensation	4,463	2,588	7,680	4,835
Accretion of asset retirement obligations	410	292	804	556
Unrealized gain on derivative financial instruments, net	(22,985)	(20,263)	(2,449)	(16,929)
Premiums paid for derivative financial instruments	(2,827)	(1,595)	(5,249)	(2,927)
Amortization of premiums paid for derivative financial instruments	131	169	282	319
Amortization of deferred loan costs	1,333	1,208	2,627	2,268
Other	58	(36)	74	(81)
Cash flow from operations before changes in working capital	102,967	91,459	193,955	189,652
Changes in working capital	9,946	16,217	(18,242)	9,021
Changes in other noncurrent liabilities and fair value of performance unit awards	2,317	712	2,577	1,117
Net cash provided by operating activities	115,230	108,388	178,290	199,790
Cash flows from investing activities:				
Investment in equity method investee	(2,349)	—	(3,287)	—
Capital expenditures:				
Oil and natural gas properties	(188,088)	(226,566)	(375,901)	(473,846)
Pipeline and gas gathering assets	(4,256)	(3,172)	(8,302)	(7,031)
Other fixed assets	(2,215)	(3,935)	(8,803)	(4,988)
Proceeds from other fixed asset disposals	—	34	—	34
Net cash used in investing activities	(196,908)	(233,639)	(396,293)	(485,831)
Cash flows from financing activities:				
Borrowings on senior secured credit facility	95,000	50,000	230,000	195,000
Payments on senior secured credit facility	—	(280,000)	—	(280,000)
Issuance of 2022 Notes	—	500,000	—	500,000
Purchase of treasury stock	(44)	—	(919)	—
Payments for loan costs	(714)	(10,476)	(714)	(10,476)
Net cash provided by financing activities	94,242	259,524	228,367	404,524
Net increase in cash and cash equivalents	12,564	134,273	10,364	118,483
Cash and cash equivalents, beginning of period	31,024	12,212	33,224	28,002
Cash and cash equivalents, end of period	$ 43,588	$ 146,485	$ 43,588	$ 146,485

Laredo Petroleum Holdings, Inc.
Selected operating data
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
Production data:				
Oil (MBbl)	1,423	1,164	2,845	2,231
Natural gas (MMcf)	10,841	10,152	21,060	19,034
Oil equivalents[(1)(2)] (MBOE)	3,230	2,856	6,355	5,404
Average daily production[(2)] (BOE/d)	35,494	31,385	35,110	29,690
% Oil and condensate	44%	41%	45%	41%
Average sales prices:				
Oil, realized[(3)] ($/Bbl)	$ 89.14	$ 85.45	$ 85.64	$ 91.23
Natural gas, realized[(3)] ($/Mcf)	4.63	3.95	4.61	4.47
Average price, realized[(3)] ($/BOE)	54.81	48.88	53.62	53.40
Oil, hedged[(4)] ($/Bbl)	89.80	85.45	86.42	90.20
Natural gas, hedged[(4)] ($/Mcf)	4.64	4.85	4.73	5.31
Average price, hedged[(4)] ($/BOE)	55.14	52.07	54.36	55.95
Average costs per BOE:				
Lease operating expenses	$ 6.87	$ 5.48	$ 7.02	$ 5.67
Production and ad valorem taxes	3.01	2.56	3.33	3.00
General and administrative[(5)]	6.35	5.05	6.31	5.91
Depreciation, depletion, and amortization	20.51	21.03	20.57	20.54
Total	$ 36.74	$ 34.12	$ 37.23	$ 35.12

(1) Bbl equivalents are calculated using a conversion rate of six Mcf per one Bbl.

(2) The volumes presented are based on actual results and are not calculated using the rounded numbers in the table above.

(3) Realized crude oil and natural gas prices are the actual prices realized at the wellhead after all adjustments for NGL content, quality, transportation fees, geographical differentials, marketing bonuses or deductions and other factors affecting the price at the wellhead.

(4) Hedged prices reflect the after effect of our commodity hedging transactions on our average sales prices. Our calculation of such after effects include realized gains and losses on cash settlements for commodity derivatives, which do not qualify for hedge accounting.

(5) General and administrative includes non-cash stock-based compensation of $4.5 million and $2.6 million for the three months ended June 30, 2013 and 2012, respectively, and $7.7 million and $4.8 million for the six months ended June 30, 2013 and 2012, respectively. Excluding stock-based compensation from the above metric results in general and administrative cost per BOE of $4.96 and $4.14 for the three months ended June 30, 2013 and 2012, respectively, and $5.11 and $5.02 for the six months ended June 30, 2013 and 2012, respectively.

Laredo Petroleum Holdings, Inc.
Costs incurred

Costs incurred in the acquisition and development of oil and natural gas assets are presented below:

	Three months ended June 30,		Six months ended June 30,	
(in thousands)	**2013**	**2012**	**2013**	**2012**
	(unaudited)		(unaudited)	
Property acquisition costs:				
Proved	$ —	$ —	$ —	$ —
Unproved	—	—	—	—
Exploration	12,167	22,219	20,928	51,686
Development costs[1]	165,416	232,508	322,732	427,599
Total costs incurred	$ 177,583	$ 254,727	$ 343,660	$ 479,285

(1) The costs incurred for oil and natural gas development activities include $0.7 million and $1.4 million in asset retirement obligations for the three months ended June 30, 2013 and 2012, respectively, and $1.3 million and $2.3 million for the six months ended June 30, 2013 and 2012, respectively.

Laredo Petroleum Holdings, Inc.
Supplemental reconciliation of GAAP to non-GAAP financial measure
(Unaudited)

Non-GAAP financial measures and reconciliations

Adjusted EBITDA is a non-GAAP financial measure that we define as net income or loss plus adjustments for interest expense, depreciation, depletion and amortization, impairment of long-lived assets, write-off of deferred loan costs, gains or losses on sale of assets, unrealized gains or losses on derivative financial instruments, realized losses on interest rate derivatives, realized gains or losses on canceled derivative financial instruments, non-cash stock-based compensation and income tax expense or benefit. Adjusted EBITDA provides no information regarding a company's capital structure, borrowings, interest costs, capital expenditures, working capital movement or tax position. Adjusted EBITDA does not represent funds available for discretionary use because those funds are required for debt service, capital expenditures and working capital, income taxes, franchise taxes and other commitments and obligations. However, our management believes Adjusted EBITDA is useful to an investor in evaluating our operating performance because this measure:

- is widely used by investors in the oil and natural gas industry to measure a company's operating performance without regard to items excluded from the calculation of such term, which can vary substantially from company to company depending upon accounting methods and book value of assets, capital structure and the method by which assets were acquired, among other factors;
- helps investors to more meaningfully evaluate and compare the results of our operations from period to period by removing the effect of our capital structure from our operating structure; and
- is used by our management for various purposes, including as a measure of operating performance, in presentations to our board of directors, as a basis for strategic planning and forecasting.

There are significant limitations to the use of Adjusted EBITDA as a measure of performance, including the inability to analyze the effect of certain recurring and non-recurring items that materially affect our net income or loss, the lack of comparability of results of operations to different companies, and the methods of calculating Adjusted EBITDA and our measurements of Adjusted EBITDA for financial reporting and compliance under our debt agreements differ.

The following presents a reconciliation of net income to Adjusted EBITDA:

	Three months ended June 30,		Six months ended June 30,	
(in thousands)	**2013**	**2012**	**2013**	**2012**
Net income	$ 35,812	$ 30,975	$ 37,221	$ 57,210
Plus:				
Interest expense	25,943	21,674	51,292	36,358
Depreciation, depletion and amortization	66,234	60,697	131,364	112,220
Loss on disposal of assets	59	8	59	8
Unrealized gain on derivative financial instruments, net	(22,985)	(20,263)	(2,449)	(16,929)
Realized losses on interest rate derivatives	105	835	206	1,938
Non-cash stock-based compensation	4,463	2,588	7,680	4,835
Income tax expense	20,338	17,424	21,601	32,181
Adjusted EBITDA	$ 129,969	$ 113,938	$ 246,974	$ 227,821

Adjusted net income

Adjusted net income is a performance measure used by our management to evaluate performance, prior to unrealized (gains) losses on derivatives, impairment of long-lived assets and losses on disposal of assets.

The following presents a reconciliation of net income to adjusted net income:

	Three months ended June 30,		Six months ended June 30,	
(in thousands, except for per share data)	**2013**	**2012**	**2013**	**2012**
Net income	$ 35,812	$ 30,975	$ 37,221	$ 57,210
Plus:				
Unrealized gains on derivative financial instruments	(22,985)	(20,263)	(2,449)	(16,929)
Loss on disposal of assets	59	8	59	8
	12,886	10,720	34,831	40,289
Income tax adjustment[1]	8,253	7,292	860	6,092
Adjusted net income	$ 21,139	$ 18,012	$ 35,691	$ 46,381
Adjusted net income per common share:				
Basic	$ 0.17	$ 0.14	$ 0.28	$ 0.37
Diluted	$ 0.16	$ 0.14	$ 0.28	$ 0.36
Weighted average common shares outstanding:				
Basic	127,362	126,921	127,281	126,862
Diluted	129,384	128,222	129,119	128,101

(1) The income tax adjustment for the three and six months ended June 30, 2013 and 2012 is calculated by applying the estimated annual effective tax rate of 36% without regards to discrete items. The impact of significant discrete items is separately recognized in the quarter in which they occur. During the three and six months ended June 30, 2013, certain shares related to restricted stock awards vested at times when our stock price was lower than the fair value of those shares at the time of grant. This discrete item impacted our interim actual effective tax rate, but it is not expected to affect our estimated annual effective rate.

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Laredo Petroleum Holdings, Inc.
Unaudited pro forma condensed consolidated financial information

On August 1, 2013, Laredo Petroleum, Inc. ("Laredo"), a wholly owned subsidiary of Laredo Petroleum Holdings, Inc. ("Holdings"), together with two of Laredo's subsidiaries, Laredo Petroleum Texas, LLC and Laredo Gas Services, LLC (collectively, the "Sellers"), completed the sale of oil and gas properties located in the Anadarko Basin in the State of Oklahoma and the State of Texas (the "Oil and Gas Assets"), associated pipeline assets and various other related property and equipment (together with the Oil and Gas Assets, the "Assets") for a purchase price of $438 million. The purchase price consisted of approximately $400 million from certain affiliates of EnerVest, Ltd. (collectively "EnerVest"), and approximately $38 million from third parties as a result of the exercise of such third parties' preferential rights associated with certain of the Oil and Gas Assets. After estimated transaction costs, the net proceeds were approximately $434 million, which are subject to adjustments to reflect an economic effective date of April 1, 2013 (currently estimated as a reduction of $5 million in net proceeds, although this number is subject to change). The net proceeds were used to pay off Laredo's senior secured credit facility and for working capital purposes.

The unaudited pro forma condensed consolidated balance sheet has been prepared as if the sale of the Assets occurred as of June 30, 2013. The unaudited pro forma condensed consolidated statement of operations for the six months ended June 30, 2013 has been prepared as if the sale of the Assets occurred on January 1, 2013. The unaudited pro forma condensed consolidated financial information has been derived from and should be read together with the historical consolidated financial statements and the related notes of Holdings and its subsidiaries (collectively the "Company") included in its Annual Report on Form 10-K for the year ended December 31, 2012 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2013.

The unaudited pro forma condensed consolidated financial information is presented for illustrative purposes only and does not purport to represent what the results of operations or financial position of the Company would actually have been had the transaction described above occurred on the dates noted above, or to project the results of operations or financial position of the Company for any future periods. The pro forma adjustments are based on available information and certain assumptions that management believes are reasonable. In the opinion of management, all adjustments necessary to present fairly the unaudited pro forma condensed consolidated financial information have been made.

Laredo Petroleum Holdings, Inc.
Pro forma condensed consolidated balance sheet
June 30, 2013
(in thousands)
(Unaudited)

	Historical	Pro Forma Adjustments		Pro Forma
Assets				
Current assets:				
Cash and cash equivalents	$ 43,588	$ 32,215	(a)	$ 75,803
Accounts receivable, net	89,852	—		89,852
Deferred income taxes	9,897	—		9,897
Restricted deposits on pending sale	44,000	(44,000)	(b)	—
Other current assets	11,959	—		11,959
Current assets held for sale	579	(579)	(c)	—
Total current assets	199,875	(12,364)		187,511
Property and equipment:				
Oil and natural gas properties, full cost method:				
Proved properties	3,350,367	(375,323)	(d)(e)	2,975,044
Unproved properties not being amortized	146,505	(17,261)	(d)	129,244
Pipeline and gas gathering assets	29,871	—		29,871
Other fixed assets	31,921	—		31,921
	3,558,664	(392,584)		3,166,080
Less accumulated depreciation, depletion, amortization and impairment	1,261,518	—		1,261,518
Property and equipment held for sale, net of accumulated depreciation	45,698	(45,698)	(c)	—
Net property and equipment	2,342,844	(438,282)		1,904,562
Deferred income taxes	31,131	(1,258)	(f)	29,873
Other assets, net	43,374	—		43,374
Noncurrent assets held for sale	389	(389)	(c)	—
Total assets	$ 2,617,613	$ (452,293)		$ 2,165,320
Liabilities and stockholders' equity				
Current liabilities:				
Accounts payable	$ 31,378	$ —		$ 31,378
Undistributed revenue and royalties	35,015	—		35,015
Restricted deposits on pending sales	44,000	(44,000)	(b)	—
Other current liabilities	148,411	—		148,411
Current liabilities held for sale	6,112	(6,112)	(c)(e)	—
Total current liabilities	264,916	(50,112)		214,804
Long-term debt	1,446,651	(395,000)	(a)	1,051,651
Asset retirement obligations	15,319	—		15,319
Other noncurrent liabilities	5,606	—		5,606
Noncurrent liabilities held for sale	9,416	(9,416)	(c)(e)	—
Total liabilities	1,741,908	(454,528)		1,287,380
Stockholders' equity:				
Additional paid-in capital	968,174	—		968,174
Other Laredo stockholder's equity	(92,469)	2,235	(f)	(90,234)
Total stockholders' equity	875,705	2,235		877,940
Total liabilities and stockholders' equity	$ 2,617,613	$ (452,293)		$ 2,165,320

The accompanying notes are an integral part of the unaudited pro forma condensed consolidated financial information.

Laredo Petroleum Holdings, Inc.
Pro forma condensed consolidated statement of operations
For the six months ended June 30, 2013
(in thousands)
(Unaudited)

	Historical	Pro Forma Adjustments		Pro Forma
Revenues:				
Oil and natural gas sales	$ 340,673	$ (49,737)	(g)	$ 290,936
Natural gas transportation and treating	328	—		328
Total revenues	341,001	(49,737)		291,264
Costs and expenses:				
Lease operating expenses	44,627	(3,781)	(g)	40,846
Production and ad valorem taxes	21,167	(911)	(g)	20,256
Natural gas transportation and treating	347	—		347
Drilling and production	1,271	—		1,271
General and administrative	40,129	—		40,129
Accretion of asset retirement obligations	804	(240)	(h)	564
Depreciation, depletion and amortization	130,737	(36,533)	(i)	94,204
Total costs and expenses	239,082	(41,465)		197,617
Operating income	101,919	(8,272)		93,647
Non-operating expense:				
Realized and unrealized gain on commodity derivative financial instruments, net	7,121	—		7,121
Interest expense	(51,292)	2,582	(j)	(48,710)
Other non-operating expense, net	(160)	—		(160)
Non-operating expense, net	(44,331)	2,582		(41,749)
Income from operations before income taxes	57,588	(5,690)		51,898
Income tax expense:				
Deferred	(21,157)	2,048	(k)	(19,109)
Total income tax expense	(21,157)	2,048		(19,109)
Income from operations	36,431	(3,642)		32,789
Income from discontinued operations, net of tax	790	(790)	(l)	—
Net income	$ 37,221	$ (4,432)		$ 32,789
Net income per common share:				
Basic	$ 0.30			$ 0.26
Diluted	$ 0.29			$ 0.25
Weighted average common shares outstanding:				
Basic	127,281			127,281
Diluted	129,119			129,119

The accompanying notes are an integral part of the unaudited pro forma condensed consolidated financial information.

Laredo Petroleum Holdings, Inc.
Notes to the pro forma condensed consolidated financial information
(Unaudited)

1. Basis of presentation

The unaudited pro forma condensed consolidated financial information has been derived from and should be read together with the historical consolidated financial statements and the related notes of the Company included in its Annual Report on Form 10-K for the year ended December 31, 2012 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2013.

The oil and natural gas properties that were a component of the sale of Assets were not presented as held for sale nor were their results of operations presented as discontinued operations pursuant to the rules governing full cost accounting for oil and gas properties. The associated pipeline assets and various other associated property and equipment qualified as held for sale as of June 30, 2013. The results of operations of the associated pipeline assets and various other associated property and equipment were presented as results of discontinued operations, net of tax, in the unaudited consolidated financial statements as of June 30, 2013 and for the six months ended June 30, 2013.

2. Pro forma adjustments and assumptions

The unaudited pro forma condensed consolidated financial information gives pro forma effect to the following items, (i) the sale of the Assets and (ii) repayment of the Company's senior secured credit facility:

Condensed Consolidated Balance Sheet

(a) Adjustments reflect $438 million of cash consideration, less transaction costs and less assets and liabilities transferred as part of the sale. Of the net cash proceeds received, $395 million was used to repay the principal amount outstanding under the Company's senior secured credit facility.

(b) To reflect the elimination of the restricted deposit held in escrow and released upon the consummation of the sale.

(c) To eliminate held for sale assets that were sold and liabilities that were transferred as part of the sale.

(d) Adjustments reflect the sales proceeds attributable to the proved and unproved oil and gas properties in accordance with the full cost method of accounting.

(e) Adjustments reflect the elimination of asset retirement obligations and capitalized retirement costs associated with the Oil and Gas Assets.

(f) Adjustments reflect the gain of $2.2 million, net of tax of $1.3 million, on the sale of various other related assets which are a component of the Assets and are not accounted for under the full cost method of accounting. The gain was calculated based on the net book value of the assets and liabilities sold as of June 30, 2013.

Condensed Consolidated Statements of Operations

(g) To eliminate the revenues and direct operating expenses associated with the Oil and Gas Assets.

(h) To eliminate accretion expense attributable to asset retirement obligations associated with the Oil and Gas Assets.

(i) To adjust depletion at an average rate of $20.16 per BOE for the six months ended June 30, 2013, as a result of the sale of the Oil and Gas Assets.

(j) To adjust interest expense and capitalized interest to give effect to the application of the net proceeds to pay off the Company's indebtedness under its senior secured credit facility.

(k) To adjust income tax expense for the effects of the pro forma adjustments at statutory rates.

(l) Adjustment reflects discontinued operations, net of tax that would not have been incurred by the Company had the sale of the Assets occurred prior to beginning of the period.