UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G/A

(Amendment No. 2)* (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

Laredo Petroleum Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

516806 106

(CUSIP Number)

June 25, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

o Rule 13d-1(c)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 5	516806 1	106		13G	Page 2 of 15 pages		
1	Name of Reporting Persons Warburg Pincus Private Equity IX, L.P.						
2	Check	the App	ropriate Box if a Member of a Group				
	(a)	0					
	(b)	х					
3	SEC U	se Only	ly				
4	Citizen Delawa		or Place of Organization				
Number of Shares		5	Sole Voting Power 0				
Beneficially Owned by Each Reporting Person With		6	Shared Voting Power 66,977,479(1)				
		7	Sole Dispositive Power 0				

8	Shared Dispositive Power
	66,977,479 (1)

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person 66,977,479 (1)
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o
- 11 Percent of Class Represented by Amount in Row 9 51.8%(2)

12 Type of Reporting Person PN

(1) The total number of shares reported by Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), includes 3,064,551 shares of common stock of Laredo Petroleum Holdings, Inc., a Delaware corporation (the "Issuer"), that are owned by WP IX Finance LP, a Delaware limited partnership, an affiliate of WP IX. WP IX expressly disclaims beneficial ownership with respect to any shares of common stock of the Issuer other than the common stock of the Issuer owned of record by WP IX.

(2) Calculations are based upon 129,363,152 shares of common stock of the Issuer outstanding as of May 6, 2013, as stated in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013 filed by the Company with the U.S. Securities and Exchange Commission (the "SEC") on May 9, 2013.

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CUSIP No. 5	516806 106		13G	Page 3 of 15 pages	
1	Name of Reporting Persons Warburg Pincus IX LLC				
2		Appropriate Box if a Member of a Gro	Jup		
	(a) <u>o</u> (b) <u>x</u>				
3	SEC Use O	nly			
4	Citizenship or Place of Organization New York				
	5	Sole Voting Power 0			
Number of Shares Beneficially	6	Shared Voting Power 66,977,479(1)			
Owned by Each Reporting Person With	7	Sole Dispositive Power 0			
	8	Shared Dispositive Power 66,977,479 (1)			
9	Aggregate 4 66,977,479	Amount Beneficially Owned by Each (1)	Reporting Person		

11	Percent of Class Represented by Amount in Row 9 51.8%%(2)						
12	Type o OO	Type of Reporting Person DO					
stock	x owned	l of the l	ssuer of record by such reporting p	person.	of common stock of the Issuer other than the common		
				farch 31, 2013 filed by the Compar	ng as of May 6, 2013, as stated in the Company's Quarterly ay with the SEC on May 9, 2013.		
CUSIP No. 5	516806	106		13G	Page 4 of 15 pages		
1	Name Warbu	of Repo rg Pincu	rting Persons 1s Private Equity X O&G, L.P.				
2	Check (a) (b)						
3	SEC U	Jse Only	,				
4	Citizer Delaw		Place of Organization				
		5	Sole Voting Power 0				
Number of Shares Beneficially		6	Shared Voting Power 16,487,948(1)				
Owned by Each Reporting Person With		7	Sole Dispositive Power 0				
		8	Shared Dispositive Power 16,487,948(1)				
9	Aggregate Amount Beneficially Owned by Each Reporting Person 16,487,948(1)						
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o						
11	Percer 12.7%		ss Represented by Amount in Row	7 9			
12	Type of Reporting Person PN						

⁽¹⁾ The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock of the Issuer other than the common stock of the Issuer owned of record by such reporting person.

⁽²⁾ Calculations are based upon 129,363,152 shares of common stock of the Issuer outstanding as of May 6, 2013, as stated in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013 filed by the Company with the SEC on May 9, 2013.

CUSIP No. 5	516806 10	6	13G	Page 5 of 15 pages		
1	Name of Reporting Persons Warburg Pincus X Partners, L.P.					
2	Check th	e Appropriate Box if a	Member of a Group			
	(a)	0				
	(b)	x				
3	SEC Use	Only				
4	Citizensh Delaware	Citizenship or Place of Organization Delaware				
	5	5 Sole Voting Pov 0	wer			
Number of Shares Beneficially	(5 Shared Voting F 528,427(1)	?ower			
Owned by Each Reporting Person With	5	7 Sole Dispositiv 0	e Power			
	٤	Shared Disposit 528,427(1)	tive Power			
9	Aggregat 528,427(Owned by Each Reporting Person			
10	Check B	ox if the Aggregate Am	nount in Row (9) Excludes Certain Shares o			
11	Percent c less than	of Class Represented by 1%(2)	⁷ Amount in Row 9			
12	Type of I PN	Reporting Person				
			ims beneficial ownership with respect to any shar y such reporting person.	es of common stock of the Issuer other than the common		
			152 shares of common stock of the Issuer outstandy period ended March 31, 2013 filed by the Comp	ding as of May 6, 2013, as stated in the Company's Quarterly any with the SEC on May 9, 2013.		
			5			
CUSIP No. 5	516806 10	6	13G	Page 6 of 15 pages		
1		Reporting Persons Pincus X, L.P.				
2		e Appropriate Box if a o	Member of a Group			

	(b)	Х				
3	SEC Use Only					
4	Citizen: Delawa		Place of Organization			
		5	Sole Voting Power 0			
Number of Shares Beneficially Owned by		6	Shared Voting Power 17,016,375(1)			
Each Reporting Person With		7	Sole Dispositive Power 0			
		8	Shared Dispositive Power 17,016,375(1)			
9	Aggreg 17,016,		ount Beneficially Owned by Each R	Reporting Person		
10	Check l	Box if t	he Aggregate Amount in Row (9) E	xcludes Certain Shares o		
11	Percent 13.2%(ss Represented by Amount in Row 9)		
12	Type of PN	Repor	ting Person			
stock	k of the I	ssuer o	wned of record by such reporting pe	erson.	y shares of common stock of the Issuer other than the common	
(2) Calc Repo	ort on Fo	are bas	Q for the quarterly period ended Ma	rch 31, 2013 filed by the C	utstanding as of May 6, 2013, as stated in the Company's Quarterly Company with the SEC on May 9, 2013.	
				6		
CUSIP No. 5	516806 1	06		13G	Page 7 of 15 pages	
1	Name c Warbur	of Repo g Pincu	rting Persons Is X LLC			
2		the App	propriate Box if a Member of a Grou	ıp		
	(a)	0				
	(b)	X				
3	SEC Us	se Only				
4		Citizenship or Place of Organization Delaware				
Number of Shares Beneficially Owned by		5	Sole Voting Power 0			

Each Reporting Person With		6	Shared Voting Power 17,016,375 (1)
		7	Sole Dispositive Power 0
		8	Shared Dispositive Power 17,016,375 (1)
9	Aggreg 17,016,		ount Beneficially Owned by Each Reporting Person
10	Check	Box if tl	he Aggregate Amount in Row (9) Excludes Certain Shares o
11	Percent 13.2%(as Represented by Amount in Row 9
12	Type of OO	Report	ing Person
			expressly disclaims beneficial ownership with respect to any shares of common stock of the Issuer other than the common wned of record by such reporting person.
			ed upon 129,363,152 shares of common stock of the Issuer outstanding as of May 6, 2013, as stated in the Company's Quarterly Q for the quarterly period ended March 31, 2013 filed by the Company with the SEC on May 9, 2013.
			7
CLICID N.	10000 4	0.0	
CUSIP No. 5	516806 1	06	13GPage 8 of 15 pages
1			rting Persons
2		g Pincu	s Partners LLC
	Check		s Partners LLC ropriate Box if a Member of a Group
	(a)		
		he App	
3	(a)	he App o x	ropriate Box if a Member of a Group
3	(a) (b) SEC U	he App o x se Only	ropriate Box if a Member of a Group
	(a) (b) SEC U: Citizen	he App o x se Only	ropriate Box if a Member of a Group
4 Number of Shares	(a) (b) SEC U: Citizen	he App o x se Only ship or D	ropriate Box if a Member of a Group Place of Organization Sole Voting Power
4 Number of	(a) (b) SEC U: Citizen New Yo	the App $\frac{0}{x}$ se Only ship or bork 5	ropriate Box if a Member of a Group Place of Organization Sole Voting Power 0 Shared Voting Power
4 Number of Shares Beneficially Owned by Each Reporting	(a) (b) SEC U: Citizen New Yo	the App o x se Only ship or 1 ork 5	ropriate Box if a Member of a Group Place of Organization Sole Voting Power 0 Shared Voting Power 83,993,854(1) Sole Dispositive Power

10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o					
11	Percent of Class Represented by Amount in Row 9 64.9%(2)					
12	Type of Reporting Person OO					
		rson expressly disclaims beneficial ownership with respect to any shares of common stock of the Issuer other than the common er owned of record by such reporting person.				
		based upon 129,363,152 shares of common stock of the Issuer outstanding as of May 6, 2013, as stated in the Company's Quarterly 10-Q for the quarterly period ended March 31, 2013 filed by the Company with the SEC on May 9, 2013.				
		8				
CUSIP No. 5	516806 106	13G Page 9 of 15 pages				
1	Name of R Warburg Pi	eporting Persons ncus & Co.				
2	Check the A	Appropriate Box if a Member of a Group				
	(a) <u>o</u> (b) x					
3	SEC Use C	nly				
4	Citizenship New York	or Place of Organization				
	5	Sole Voting Power 0				
Number of Shares Beneficially	6	Shared Voting Power 83,993,854(1)				
Owned by Each Reporting Person With	7	Sole Dispositive Power 0				
	8	Shared Dispositive Power 83,993,854(1)				
9	Aggregate Amount Beneficially Owned by Each Reporting Person 83,993,854(1)					
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o					
11	Percent of 64.9%(2)	Class Represented by Amount in Row 9				
12	Type of Reporting Person PN					

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock of the Issuer other than the common stock of the Issuer owned of record by such reporting person.

(2) Calculations are based upon 129,363,152 shares of common stock of the Issuer outstanding as of May 6, 2013, as stated in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013 filed by the Company with the SEC on May 9, 2013.

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CUSIP No. 5	16806 106		13G	Page 10 of 15 pages		
1		Name of Reporting Persons Warburg Pincus LLC				
2	Check the Appropriate Box if a Member of a Group					
	(a) o					
	(b) x					
3	SEC Use O	nly				
4	4 Citizenship or Place of Organization New York					
	5	Sole Voting Power 0				
Number of Shares Beneficially	6	Shared Voting Power 83,993,854(1)				
Owned by Each Reporting Person With	7	Sole Dispositive Power 0				
	8	Shared Dispositive Power 83,993,854(1)				
9	Aggregate Amount Beneficially Owned by Each Reporting Person 83,993,854(1)					
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o					
11	Percent of Class Represented by Amount in Row 9 64.9%(2)					
12	Type of Reporting Person OO					

⁽¹⁾ The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock of the Issuer other than the common stock of the Issuer owned of record by such reporting person.

⁽²⁾ Calculations are based upon 129,363,152 shares of common stock of the Issuer outstanding as of May 6, 2013, as stated in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013 filed by the Company with the SEC on May 9, 2013.

1	Name of Reporting Persons Charles R. Kaye				
2	Check the . (a) o	Appropriate Box if a Member of	a Group		
	(b) x				
3	SEC Use C	nly			
4	Citizenship or Place of Organization United States				
	5	Sole Voting Power			
Number of Shares Beneficially	6	Shared Voting Power 83,993,854(1)			
Owned by Each Reporting Person With	7	Sole Dispositive Power 0			
	8	Shared Dispositive Power 83,993,854(1)			
9	Aggregate 83,993,854	Amount Beneficially Owned by (1)	Each Reporting Person		
10	Check Box	if the Aggregate Amount in Roy	w (9) Excludes Certain Shares o		
11	Percent of 64.9%(2)	Class Represented by Amount in	Row 9		
12	Type of Re IN	porting Person			
		rson expressly disclaims benefic er owned of record by such repo		common stock of the Issuer other than the common	
(2) Calc Repo	culations are ort on Form	based upon 129,363,152 shares of 10-Q for the quarterly period end	of common stock of the Issuer outstanding a ded March 31, 2013 filed by the Company w	s of May 6, 2013, as stated in the Company's Quarterly 7 with the SEC on May 9, 2013.	
			11		
CUSIP No. 5	516806 106		13G	Page 12 of 15 pages	
1	Name of R Joseph P. L	eporting Persons andy			
2	Check the . (a) o	Appropriate Box if a Member of	a Group		
	(b) <u>x</u>				
3	SEC Use C	nly			

Citizenship or Place of Organization 4

	5	Sole Voting Power 0			
Number of Shares Beneficially	6	Shared Voting Power 83,993,854(1)			
Owned by Each Reporting Person With	7	Sole Dispositive Power 0			
	8	Shared Dispositive Power 83,993,854(1)			
9	Aggregate Ame 83,993,854(1)	te Amount Beneficially Owned by Each Reporting Person 54(1)			
10	Check Box if th	ne Aggregate Amount in Row (9) Excludes Certain Shares o			
11	Percent of Clas 64.9%(2)	s Represented by Amount in Row 9			
12	Type of Report IN	ing Person			

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock of the Issuer other than the common stock of the Issuer owned of record by such reporting person.

(2) Calculations are based upon 129,363,152 shares of common stock of the Issuer outstanding as of May 6, 2013, as stated in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013 filed by the Company with the SEC on May 9, 2013.

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SCHEDULE 13G

Item 1(a) Name of Issuer.

The name of the issuer is Laredo Petroleum Holdings, Inc., a Delaware corporation (the "Issuer").

Item 1(b) Address of Issuer's Principal Executive Offices.

The principal executive offices of the Issuer are located at 15 W. Sixth Street, Suite 1800, Tulsa, Oklahoma 74119.

Item 2(a) Name of Person Filing.

This Schedule 13G is filed by (i) Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX", and together with an affiliated partnership, the "WP IX Funds"), (ii) Warburg Pincus IX LLC, a New York limited liability company ("WP IX GP"), the general partner of WP IX, (iii) Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G"), (iv) Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X O&G"), (iv) Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners", and together with WP X O&G, the "WP X Funds"), (v) Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), the general partner of the WP X Funds, (vi) Warburg Pincus X LLC, a Delaware limited liability company ("WP X LLC"), the general partner of WP X GP, (vii) Warburg Pincus & Co., a New York general partnership ("WP"), the managing member of WP Partners, (ix) Warburg Pincus LLC, a New York limited liability company ("WP LLC"), the manager of the WP IX Funds and the WP X Funds, and (x) Messrs. Charles R. Kaye and Joseph P. Landy, each a United States citizen and a Managing General Partner of WP and Co-President and Managing Member of WP LLC and who may be deemed to control the WP IX Funds, WP IX GP, the WP X Funds, WP X LLC, WP Partners, WP and WP LLC.

Each of Messrs. Kaye and Landy, together with the WP IX Funds, WP IX GP, the WP X Funds, WP X GP, WP X LLC, WP Partners, WP and WP LLC are collectively referred to herein as the "Warburg Pincus Reporting Persons". Each Warburg Pincus Reporting Person expressly disclaims beneficial ownership with respect to any common stock of the Issuer, other than the common stock owned of record by such Warburg Pincus Reporting Person.

Item 2(b) Address of Principal Business Office.

The principal business address of each of the Warburg Pincus Reporting Persons is 450 Lexington Avenue, New York, New York 10017.

Item 2(c) Citizenship.

See Item 2(a).

Item 2(d) Title of Class of Securities.

Common Stock, par value \$0.01 per share (the "Common Stock").

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Item 2(e) CUSIP Number.

516806 106

Item 3	If thi	is stater	ment is filed pursuant to §§240.13d—1(b) or 240.13d—2(b) or (c), check whether the person filing is a:
		х	Not Applicable
	(a)	0	Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);
	(b)	0	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
	(c)	0	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
	(d)	0	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a—8);
	(e)	0	An investment adviser in accordance with §240.13d—1(b)(1)(ii)(E);
	(f)	0	An employee benefit plan or endowment fund in accordance with §240.13d—1(b)(1)(ii)(F);
	(g)	0	A parent holding company or control person in accordance with §240.13d—1(b)(1)(ii)(G);
	(h)	0	A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	(i)	0	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a—3);
	(j)	0	A non-U.S. institution in accordance with §240.13d—1(b)(1)(ii)(J);
	(k)	0	Group, in accordance with §240.13d—1(b)(1)(ii)(K).

Item 4 Ownership.

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover page hereto for each Warburg Pincus Reporting Person and is incorporated herein by reference for each such Warburg Pincus Reporting Person.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Warburg Pincus Reporting Person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, in excess of 5% of the total outstanding Common Stock.

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Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

The Warburg Pincus Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)-3 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). The joint filing agreement among the Warburg Pincus Reporting Persons to file this Schedule 13G jointly in accordance with Rule 13d-1(k) of the Exchange Act was previously filed as Exhibit 99.1 to the Form 13G filed by the Warburg Pincus Reporting Persons with respect to the Issuer on December 19, 2011. Each Warburg Pincus Reporting Person expressly disclaims beneficial ownership with respect to any shares of Common Stock other than Common Stock owned of record by such reporting person.

Item 9 Notice of Dissolution of Group.

Item 10 Certification.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 26, 2013

WARBURG PINCUS PRIVATE EQUITY IX, L.P.

By: Warburg Pincus IX LLC, its general partner By: Warburg Pincus Partners LLC, its sole member By: Warburg Pincus & Co., its managing member

By:	/s/ Scott A. Arenare
Name:	Scott A. Arenare
Title:	Scott A. Arenare, Attorney-in-Fact*

WARBURG PINCUS IX LLC

By: Warburg Pincus Partners LLC, its sole member By: Warburg Pincus & Co., its managing member

By:	/s/ Scott A. Arenare
Name:	Scott A. Arenare
Title:	Scott A. Arenare, Attorney-in-Fact*

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. ArenareName:Scott A. ArenareTitle:Scott A. Arenare, Attorney-in-Fact*

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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. ArenareName:Scott A. ArenareTitle:Scott A. Arenare, 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

 Name:
 Scott A. Arenare

 Title:
 Scott A. Arenare, 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. ArenareName:Scott A. ArenareTitle:Scott A. Arenare, Attorney-in-Fact*

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co., its managing member

By:	/s/ Scott A. Arenare
Name:	Scott A. Arenare
Title:	Scott A. Arenare, Attorney-in-Fact*

WARBURG PINCUS & CO.

By:/s/ Scott A. ArenareName:Scott A. ArenareTitle:Scott A. Arenare, Attorney-in-Fact*

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WARBURG PINCUS LLC

By:	/s/ Scott A. Arenare
Name:	Scott A. Arenare
Title:	Managing Director

CHARLES R. KAYE

By: /s/ Scott A. Arenare Scott A. Arenare, Attorney-in-fact*

JOSEPH P. LANDY

By: /s/ Scott A. Arenare Scott A. Arenare, Attorney-in-fact**

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.

Schedule 13G Signature Page