

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Warburg Pincus Private Equity IX, L.P.</u> <hr/> (Last) (First) (Middle) C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/14/2011	3. Issuer Name and Ticker or Trading Symbol <u>Laredo Petroleum Holdings, Inc. [ LPI ]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Units	(1)	(1)	Common Stock	31,981,353	(1)	D <sup>(2)</sup>	
BOE Preferred Units	(1)	(1)	Common Stock	49,211,787	(1)	D <sup>(2)</sup>	
Series A-1 Preferred Units	(1)	(1)	Common Stock	31,981,353	(1)	I	See footnotes <sup>(3)(4)</sup>
BOE Preferred Units	(1)	(1)	Common Stock	49,211,787	(1)	I	See footnotes <sup>(3)(4)</sup>

1. Name and Address of Reporting Person\*  
Warburg Pincus Private Equity IX, L.P.  


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 (Last) (First) (Middle)  
 C/O WARBURG PINCUS LLC  
 450 LEXINGTON AVENUE  


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 (Street)  
 NEW YORK NY 10017  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Warburg Pincus IX LLC  


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 (Last) (First) (Middle)  
 C/O WARBURG PINCUS LLC  
 450 LEXINGTON AVENUE  


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 (Street)  
 NEW YORK NY 10017  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Warburg Pincus Partners LLC  


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 (Last) (First) (Middle)  
 C/O WARBURG PINCUS LLC

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 LLC

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

WARBURG PINCUS LLC

(Last)

(First)

(Middle)

C/O WARBURG PINCUS LLC

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 LLC

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 LLC

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The securities underlying the derivative securities reported herein are issuable pursuant to the corporate reorganization (the "Corporate Reorganization") that will be completed concurrently with, or prior to, the closing (the "Closing") of the initial public offering of common stock, \$0.01 par value per share (the "Common Stock"), of Laredo Petroleum Holdings, Inc., a Delaware corporation (the "Issuer"), in exchange for the outstanding preferred equity units of Laredo Petroleum, LLC, a Delaware limited liability company ("Laredo LLC"), which units are exchangeable pursuant to the Second Amended and Restated Limited Liability Company Agreement of Laredo LLC upon the Closing based on the pre-offering equity value of such units.

2. The stockholder is Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX", and together with an affiliated partnership, the "WP IX Funds"). The total number of shares of Common Stock of the Issuer that will be owned by the WP IX Funds upon the Corporate Reorganization discussed in Footnote 1 is 81,193,140 shares of Common Stock, which includes 3,064,551 shares of Common Stock owned by WP IX Finance LP, a Delaware limited partnership that is the affiliated partnership of WP IX. WP IX Finance LP will hold only 2.45% of the Common Stock of the Issuer outstanding after the offering.

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

4. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), WP IX GP, WP Partners, WP, WP LLC and Messrs. Kaye and Landy may be deemed to be beneficial owners of the 81,193,140 shares of Common Stock of the Issuer held by the WP IX Funds. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than the WP IX Funds, herein states that this Form 3 shall not be deemed an admission that it or he is the beneficial owner of any of the shares of Common Stock of the Issuer reported in this Form 3. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of the Common Stock of the Issuer, except to the extent it or he has a pecuniary interest in such shares of Common Stock.

**Remarks:**

\* Power of Attorney given by Mr. Kaye was previously filed with the U.S. Securities and Exchange Commission (the "SEC") on March 2, 2006 as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc. \*\* Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc. \*\*\* 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. \*\*\*\* Solely for the purposes of Section 16 of the Exchange Act, each of the WP IX Funds, WP IX GP, 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 Issuer. Messrs. Peter R. Kagan and James R. Levy became directors of the Issuer in July 2007 and May 2007, respectively, and have been associated with WP and WP LLC since 1997 and 2006, respectively.

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., as managing member of Warburg Pincus Partners LLC, as sole member of Warburg Pincus IX LLC, as general partner of Warburg Pincus Private Equity IX, L.P. 12/14/2011

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., as managing member of Warburg Pincus Partners LLC, as sole member of Warburg Pincus IX LLC 12/14/2011

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., as managing member of Warburg Pincus Partners LLC 12/14/2011

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co. 12/14/2011

/s/ Scott A. Arenare, Member and Managing Director of Warburg Pincus LLC 12/14/2011

/s/ Scott A. Arenare, as attorney-in-fact for Charles R. Kaye\* 12/14/2011

/s/ Scott A. Arenare, as attorney-in-fact for Joseph P. Landy\*\* 12/14/2011

\*\* 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 5 (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.**