

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Levy James R.</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, Inc. [ LPI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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")	05/12/2014		j <sup>(1)</sup>		5,097,388	D	\$0	57,870,127	I	See footnote <sup>(1)</sup>
Common Stock	05/12/2014		j <sup>(1)</sup>		2,758	A	\$0	35,796	D <sup>(1)</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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. See Exhibit 99.1; Note 1.

**Remarks:**

Exhibit List: Exhibit 24.0 - Power of Attorney Exhibit 99.1 - Explanation of Responses \*\*\* The Power of Attorney given by Mr. Levy is filed as Exhibit 24.0 hereto.

/s/ Robert B. Knauss Name:  
James R. Levy, Director By: 05/12/2014  
Robert B. Knauss, Attorney-in-  
Fact\*\*\*

\*\* 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.

**POWER OF ATTORNEY**

The undersigned, James R. Levy, hereby constitutes and appoints each of Timothy J. Curt, Steven G. Glenn and Robert B. Knauss, acting individually or jointly, with full power of substitution and resubstitution, to have full power and authority to act in his name, place and stead and on the undersigned's behalf as his true and lawful attorney-in-fact to:

- (1) execute and deliver for and on behalf of the undersigned Forms 3, 4, and 5 (including any amendments, corrections, supplements another changes thereto) in accordance with Section 16(a) of the Securities and Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4, or 5 (including any amendments, corrections, supplements or other changes thereto) and timely file such Forms with the United States Securities and Exchange Commission and any stock exchange, self-regulatory association or any other authority or person as may be required by law; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor is either Warburg Pincus LLC, or any affiliates or subsidiaries thereof, or Warburg Pincus & Co., or any affiliates or subsidiaries thereof, assuming (i) any of the undersigned's responsibilities to comply with the requirements of the Exchange Act or any liability for the undersigned's failure to comply with such requirements or (ii) any obligation or liability that the undersigned incurs for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall continue in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or by such attorneys-in-fact in a signed writing delivered to the undersigned. This Power of Attorney hereby revokes any Power of Attorney previously granted, under which Scott A. Arenare was appointed to act on behalf of the undersigned, provided, however, it does not revoke, any other power of attorney that the undersigned has previously granted.

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IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney this 10th day of January, 2014.

**WARBURG PINCUS & CO.**

By: /s/ James R. Levy  
 James R. Levy  
 Director

**JAMES R. LEVY**

/s/ James R. Levy

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Designated Filer: James R. Levy  
Issuer & Ticker Symbol: Laredo Petroleum, Inc. [LPI]  
Date of Event Requiring Statement: May 12, 2014

## Explanation of Responses:

(1) James R. Levy (the "Reporting Person") is a director of Laredo Petroleum, Inc., a Delaware corporation (f/k/a Laredo Petroleum Holdings, Inc.) (the "Issuer"), a Partner of Warburg Pincus & Co., a New York general partnership ("WP"), and a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC" and together with "WP", the "Warburg Pincus Entities"). On May 12, 2014, Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), distributed, which distribution did not constitute a purchase or sale of securities, an aggregate of 4,039,984 shares (the "WP IX Distribution Shares") of common stock ("Common Stock") of the Issuer held by it, in the aggregate, to its partners on a pro rata basis (the "WP IX Distribution"), for no consideration and Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership, and an affiliated partnership (collectively, "WP X"), distributed, which distribution did not constitute a purchase or sale of securities, an aggregate of 1,057,404 shares (the "WP X Distribution Shares" and together with the WP IX Distribution Shares, the "WP Distribution Shares") of Common Stock of the Issuer held by them, in the aggregate, to their respective partners on a pro rata basis (the "WP X Distribution", and together with the WP IX Distribution, the "WP Distribution"), for no consideration.

In connection with the WP Distribution, an aggregate of 2,758 Distribution Shares were transferred to the Reporting Person. Following the WP Distribution, the Reporting Person beneficially owns 35,796 shares of Common Stock of the issuer, which includes 24,626 shares of restricted Common Stock of the Issuer that were issued to him in his capacity as a director of the Issuer. Due to his relationships with the Warburg Pincus Entities, the Reporting Person may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities and Exchange Act of 1934, as amended (the "Exchange Act")) in an indeterminate portion of the shares of the Issuer held by WP IX and WP X. The Reporting Person disclaims beneficial ownership of the shares of the Issuer held by WP IX and WP X, except to the extent of any direct pecuniary interest therein.

This Form 4 shall not be deemed an admission that the Reporting Person or any other person referred to herein is a beneficial owner of the shares of Common Stock held by WP IX and WP X for purposes of Section 16 of the Exchange Act or for any other purpose or that the Reporting Person or other person has an obligation to file this Form 4 except, in each case, to the extent it or he has a pecuniary interest in such shares of Common Stock for purposes of Section 16 of the Exchange Act.

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