

Laredo Petroleum, Inc.
 Form 4
 February 20, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Levy James R.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Laredo Petroleum, Inc. [LPI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/18/2014 | | A | 545 (1) A \$ 27.49 | 29,245 | D | |
| Common Stock | | | | | 70,002,532 | I (2) (3) | See footnote (4) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Levy James R. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | | | |

Signatures

Kenneth E. Dornblaser, as attorney-in-fact for James R. Levy
02/20/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) These restricted shares are granted under the Issuer's 2011 Omnibus Equity Incentive Plan in lieu of cash payments for director fees at the election of the director.
- The stockholders of Laredo Petroleum Holdings, Inc., a Delaware corporation (the "Issuer") are Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX") and Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership (together with an affiliated partnership, the "WP X Funds"). The total number of shares of Common Stock of the Issuer owned by WP IX is 55,855,020 shares of Common Stock and the total number of shares of Common Stock of the Issuer owned by the WP X Funds is 14,147,512 shares of Common Stock. Together, WP IX and the WP X Funds own 70,002,532 shares of Common Stock of the Issuer.
- (2) Warburg Pincus IX LLC, a New York limited liability company ("WP IX GP"), is the general partner of WP IX. Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), is the general partner of the WP X Funds. Warburg Pincus X LLC, a Delaware limited liability company ("WP X LLC"), is the general partner of WP X GP. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP IX GP and WP X LLC. 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 and the WP X Funds. Charles R. Kaye and Joseph P. Landy are the Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the WP IX Funds, WP IX GP, the WP X Funds, WP X GP, WP X LLC, WP Partners, WP and WP LLC.

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- Mr. Levy, a director of the Issuer, is a partner of WP and a Managing Director and Member of WP LLC. Because of Mr. Levy's affiliation with the Warburg Pincus entities, he may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) in an indeterminate portion of the shares of Common Stock of the
- (4) Issuer owned by the WP IX Funds and the WP X Funds. Mr. Levy disclaims beneficial ownership of all shares of Common Stock of the Issuer in which he does not have a direct pecuniary interest. This Form 4 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose or that any reporting person or other person has an obligation to file this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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