

Landy Joseph P.
Form 4
December 21, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(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 Holdings, Inc.
[LPI]

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/19/2011		J ⁽¹⁾⁽²⁾		81,193,140	A	\$ 0 (1) (2)
Common Stock	12/19/2011		J ⁽¹⁾⁽²⁾		81,193,140	A	\$ 0 (1) (2)
							See footnotes (4) (5)

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

**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 control**

SEC 1474
(9-02)

number.

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A-1 Preferred Units	\$ 0 <u>(1)</u> <u>(2)</u>	12/19/2011		J <u>(1)(2)</u>	58,970,000	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	31,981
BOE Preferred Units	\$ 0 <u>(1)</u> <u>(2)</u>	12/19/2011		J <u>(1)(2)</u>	86,547,514	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	49,211
Series A-1 Preferred Units	\$ 0 <u>(1)</u> <u>(2)</u>	12/19/2011		J <u>(1)(2)</u>	58,970,000	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	31,981
BOE Preferred Units	\$ 0 <u>(1)</u> <u>(2)</u>	12/19/2011		J <u>(1)(2)</u>	86,547,514	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	49,211

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus Private Equity IX, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus IX LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS & CO. C/O WARBURG PINCUS LLC	X	X		

450 LEXINGTON AVENUE
NEW YORK, NY 10017

WARBURG PINCUS LLC
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

KAYE CHARLES R
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Landy Joseph P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Signatures

/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.

12/21/2011

__Signature of Reporting Person

Date

/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

12/21/2011

__Signature of Reporting Person

Date

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

12/21/2011

__Signature of Reporting Person

Date

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

12/21/2011

__Signature of Reporting Person

Date

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

12/21/2011

__Signature of Reporting Person

Date

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

12/21/2011

__Signature of Reporting Person

Date

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

12/21/2011

__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) The shares of common stock, \$0.01 par value per share (the "Common Stock"), of Laredo Petroleum Holdings, Inc., a Delaware corporation (the "Issuer"), were received in connection with the corporate reorganization (the "Corporate Reorganization") completed prior to the closing of the Issuer's initial public offering described in the prospectus dated December 14, 2011, in which Laredo

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Petroleum, LLC, a Delaware limited liability company ("Laredo LLC"), merged with the Issuer, with the Issuer being the surviving entity. In accordance with the Second Amended and Restated Limited Liability Company Agreement of Laredo LLC (the "LLC Agreement"), the Warburg Pincus Reporting Persons (as such term is defined below) received Common Stock of the Issuer in exchange for the outstanding preferred equity units of Laredo LLC listed in Table II.

- (2) The number of shares of Common Stock of the Issuer that the Warburg Pincus Reporting Persons (as such term is defined below) received was based on the value that such reporting persons would have received under the distribution provisions of the LLC Agreement upon a liquidation of Laredo LLC at a liquidation value determined by reference to the initial public offering price.
- (3) 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 owned by the WP IX Funds 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 holds 2.45% of the Common Stock outstanding of the Issuer.
- (4) 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").
- (5) 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 4 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 4. 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.
- (6) Reflects the aggregate number of preferred equity units of Laredo LLC directly owned by the WP IX Funds prior to the exchange of such units on December 19, 2011 pursuant to the Corporate Reorganization.

Remarks:

*Power of Attorney given by Mr. Kaye was previously filed with the U.S. Securities and Exchange Commission (the "SEC")

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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