

KAGAN PETER
Form 4
December 21, 2011

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 *
KAGAN PETER

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O WARBURG PINCUS LLC, 450
LEXINGTON AVENUE

12/19/2011

(Street)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

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)
Common Stock	12/19/2011		J ⁽¹⁾⁽²⁾	101,884,117 A	\$ 0 <u>(1)</u> <u>(2)</u>	I ⁽³⁾	See footnotes <u>(4)</u> <u>(5)</u>

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)

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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
Series A-2 Preferred Units	\$ 0 <u>(1)</u> <u>(2)</u>	12/19/2011		J <u>(1)(2)</u>	39,370,002	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	20,690
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
KAGAN PETER C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		

Signatures

/s/ Peter R. Kagan 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).

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 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.

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.

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(3) The stockholders of Laredo LLC are Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX", and together with an affiliated partnership, the "WP IX Funds"), 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 the WP IX Funds is 81,193,140 shares of Common Stock and the total number of shares of Common Stock of the Issuer owned by the WP X Funds is 20,690,977 shares of Common Stock. Together, the WP IX Funds and the WP X Funds own 101,884,117 shares of Common Stock 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 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 General Partners of WP and the Co-Presidents and Managing Members of WP LLC (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, the "Warburg Pincus Reporting Persons").

(5) Mr. Kagan, a director of the Issuer, is a Partner of WP and a Managing Director and Member of WP LLC. Because of Mr. Kagan'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) in an indeterminate portion of the shares of Common Stock of the Issuer owned by the WP IX Funds and the WP X Funds. Mr. Kagan disclaims beneficial ownership of all shares of Common Stock of the Issuer in which he does not have a direct pecuniary interest.

(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.

(7) Reflects the aggregate number of preferred equity units of Laredo LLC directly owned by the WP X Funds prior to the exchange of such units on December 19, 2011 pursuant to the Corporate Reorganization.

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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