

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **March 17, 2015**

LAREDO PETROLEUM, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

001-35380
(Commission File Number)

45-3007926
(I.R.S. Employer Identification No.)

15 W. Sixth Street, Suite 900, Tulsa, Oklahoma
(Address of Principal Executive Offices)

74119
(Zip Code)

Registrant's telephone number, including area code: **(918) 513-4570**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure

On March 6, 2015, Laredo Petroleum, Inc. (the "**Company**") called for redemption all \$550,000,000 aggregate principal amount of its 9.5% Senior Notes due 2019 (the "**2019 Notes**"). The redemption of the 2019 Notes is conditioned upon the closing of the Company's previously announced offering of \$350,000,000 aggregate principal amount of 6.25% Senior Notes due 2023 (the "**New Notes**") not later than April 3, 2015. The redemption date for the 2019 Notes is April 6, 2015, and holders will receive a redemption price of 104.750% of the principal amount of the 2019 Notes, plus accrued and unpaid interest up to, but not including, the redemption date.

The information contained in this Current Report shall not constitute a notice of redemption of the 2019 Notes. The redemption is being made solely pursuant to a formal notice of redemption dated March 6, 2015, which has been delivered to the holders of the 2019 Notes.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this Current Report on Form 8-K is deemed to be "furnished" and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

Exhibits are filed herewith in connection with the expected issuance by the Company, on March 18, 2015, of the New Notes, pursuant to the Company's automatic shelf registration statement on Form S-3 (No. 333-187479), as amended by Post-Effective Amendment No. 1 (the "**Registration Statement**").

(d) *Exhibits.*

The following exhibits are incorporated by reference into the Registration Statement as exhibits thereto and are filed as part of this Current Report:

Exhibit Number

Description

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LAREDO PETROLEUM, INC.

Date: March 17, 2015

By: /s/ Kenneth E. Dornblaser
Kenneth E. Dornblaser
Senior Vice President and General Counsel

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Akin Gump Strauss Hauer & Feld, LLP
23.1	Consent of Akin Gump Strauss Hauer & Feld, LLP (included in Exhibit 5.1)

March 17, 2015

Laredo Petroleum, Inc.
15 W. Sixth Street
Suite 900
Tulsa, OK 74119

Re: Laredo Petroleum, Inc.
Registration Statement on Form S-3
File No. 333-187479

Ladies and Gentlemen:

We have acted as counsel to Laredo Petroleum, Inc., a Delaware corporation (the "**Company**"), in connection with the registration, pursuant to a Registration Statement on Form S-3 (File No. 333-187479), as amended by Post-Effective Amendment No. 1 (as so amended, the "**Registration Statement**"), filed with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Act**"), of the offering and sale by the Company of (i) \$350,000,000 aggregate principal amount of 6¼% Senior Notes due 2023 (the "**Notes**"), to be issued under an Indenture (the "**Base Indenture**"), dated as of March 18, 2015, among the Company, the subsidiaries of the Company listed on Exhibit A hereto and identified in the Registration Statement (the "**Guarantors**") and Wells Fargo Bank, National Association, as Trustee (the "**Trustee**"), as supplemented by the supplemental indenture (the "**Supplemental Indenture**" and, together with the Base Indenture, the "**Indenture**"), dated as of March 18, 2015, among the Company, the Guarantors and the Trustee, and sold pursuant to the terms of an underwriting agreement (the "**Underwriting Agreement**"), dated March 4, 2015, between the Company, the Guarantors, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named in Schedule A thereto (the "**Underwriters**") and as "qualified independent underwriter" within the meaning of Rule 5121(f)(12) of the Financial Industry Regulatory Authority, Inc. and (ii) the guarantees by the Guarantors (the "**Guarantees**") of the Notes pursuant to the Indenture. This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

We have examined originals or certified copies of such corporate or other entity records of the Company and the Guarantors and other certificates and documents of officials of the Company and the Guarantors, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all copies submitted to us as conformed, certified or reproduced copies and that the Notes will conform to the specimen thereof we have reviewed. We have also assumed that the Indenture is a valid and binding obligation of the Trustee, enforceable against the Trustee in accordance with its terms. As to various questions of fact relevant to this letter, we have relied, without independent investigation, upon certificates of

public officials and certificates of officers of the Company and the Guarantors, all of which we assume to be true, correct and complete.

Based upon the foregoing and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that, when the Notes have been duly executed by the Company, duly authenticated by the Trustee in accordance with the terms of the Indenture and delivered to and paid for by the Underwriters pursuant to the terms of the Underwriting Agreement, (i) the Notes will be valid and binding obligations of the Company and (ii) the Guarantees of the Guarantors will be valid and binding obligations of the Guarantors.

The opinions and other matters in this letter are qualified in their entirety and subject to the following:

- A. We express no opinion as to the laws of any jurisdiction other than (i) the laws of the State of New York, (ii) the Delaware Limited Liability Company Act and (iii) the General Corporation Law of the State of Delaware.
- B. The matters expressed in this letter are subject to and qualified and limited by (i) applicable bankruptcy, insolvency, fraudulent transfer and conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally; (ii) general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief (regardless of whether considered in a proceeding in equity or at law); and (iii) securities laws and public policy underlying such laws with respect to rights to indemnification and contribution.
- C. This opinion letter is limited to the matters expressly stated herein and no opinion is to be inferred or implied beyond the opinion expressly set forth herein. We undertake no, and hereby disclaim any, obligation to make any inquiry after the date hereof or to advise you of any changes in any matter set forth herein, whether based on a change in the law, a change in any fact relating to the Company, any Guarantor or any other person or any other circumstance.

We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K filed by the Company with the Commission on or about the date hereof, to the incorporation by reference of this opinion into the Registration Statement and to the use of our name in the Prospectus Supplement dated March 4, 2015, forming a part of the Registration Statement under the caption "Legal Matters." In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Signature Page

EXHIBIT A

GUARANTORS

Guarantor	Jurisdiction of Formation
Laredo Midstream Services, LLC	Delaware
Garden City Minerals, LLC	Delaware
