

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 Holdings, 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>08/19/2013</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")	08/19/2013		S		2,890,000	D	\$22.9781	81,103,854	I <sup>(1)</sup>	See Footnote <sup>(1)</sup>
Common Stock								24,780	D	

**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)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. See Exhibit 99.1; Note 1.

**Remarks:**

Exhibit List: Exhibit 99.1 - Explanation of Responses

/s/ James R. Levy, Director      08/19/2013

\*\* 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.

Designated Filer: James R. Levy  
Issuer & Ticker Symbol: Laredo Petroleum Holdings, Inc. [LPI]  
Date of Event Requiring Statement: August 19, 2013

## Explanation of Responses:

(1) James R. Levy (the "Reporting Person") is a director of Laredo Petroleum Holdings, Inc., a Delaware corporation (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").

The total number of shares of common stock, par value \$0.01 per share ("Common Stock") of the Issuer owned by Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX", and together with an affiliated partnership, the "WP IX Funds") following the reported transaction is 64,672,966 shares of Common Stock and the total number of shares of Common Stock of the Issuer owned by Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X", and together with an affiliated partnership, the "WP X Funds") following the transaction is 16,430,888 shares of Common Stock. Together, the WP IX Funds and the WP X Funds own 81,103,854 shares of Common Stock 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 the WP IX Funds and the WP X Funds. The Reporting Person disclaims beneficial ownership of the shares of the Issuer held by the WP IX Funds and the WP X Funds, 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 the WP IX Funds and the WP X Funds 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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