

**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): **October 2, 2017 (October 1, 2017)**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company
- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On October 1, 2017, Laredo Midstream Services, LLC ("**LMS**"), a wholly owned subsidiary of Laredo Petroleum, Inc. (the "**Company**"), entered into a membership interest purchase and sale agreement (the "**Purchase Agreement**") with Medallion Gathering & Processing, LLC ("**MGP**"), Medallion Midstream Holdings, LLC ("**MMH**"), which is owned and controlled by an affiliate of The Energy & Minerals Group ("**EMG**"), and Medallion Midland Acquisition, LLC ("**Purchaser**"), an affiliate of Global Infrastructure Partners ("**GIP**"), pursuant to which LMS and MMH (together "**Sellers**") have agreed to sell to Purchaser, 100% of the ownership interests in MGP (the "**Interests**").

The consideration to be received by Sellers for the Interests is approximately \$1.825 billion in cash, of which LMS will receive cash consideration of approximately \$894 million for its 49% ownership interest in MGP, subject to customary transaction fees, purchase price adjustments and the closing of the transaction. The Purchase Agreement also provides for potential additional cash consideration (the "**Additional Consideration**") following the closing of the transaction that is structured based on GIP's realized profits at exit from the transaction. There can be no assurance as to when and whether the Additional Consideration will be paid. The closing of the transaction contemplated by the Purchase Agreement is anticipated to occur during the fourth quarter of 2017.

The Purchase Agreement includes customary representations, warranties and covenants for a transaction of this nature. The consummation of the transaction contemplated by the Purchase Agreement is also subject to certain specified customary closing conditions (including the expiration or termination of applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended), receipt of certain deliverables and termination rights for the parties. Under certain circumstances, termination of the Purchase Agreement provides for the payment of a breakup fee by Purchaser to Sellers. The Purchase Agreement also provides for certain post-closing indemnification obligations and for the limited sole purpose of indemnification, the Company and certain affiliates of MMH are signatories to the Purchase Agreement.

The foregoing description of the Purchase Agreement and the transaction contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, which is expected to be filed with the Securities and Exchange Commission as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2017. The Purchase Agreement will be filed in a subsequent report to provide investors with information regarding its terms. It is not intended to provide any other factual information about the Company or the parties to the Purchase Agreement. The representations, warranties and covenants obtained in the Purchase Agreement were made only for purposes of the Purchase Agreement as of the specific dates therein, were solely for the benefit of the parties to the Purchase Agreement, may be subject to limitations agreed upon by the contracting parties, including being qualified by disclosures made for the purposes of allocating contractual risk between the parties to the Purchase Agreement instead of establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Investors are not third-party beneficiaries under the Purchase Agreement and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the parties thereto or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of representations and warranties may change after the date of the Purchase Agreement, which subsequent information may or may not be fully reflected in the Company's public disclosures.

Item 7.01. Regulation FD.

On October 2, 2017, GIP, EMG and the Company issued a joint press release announcing the signing of the Purchase Agreement. On October 2, 2017, the Company also issued a press release announcing that the Company and LMS had entered into the Purchase Agreement. Copies of the press releases are furnished as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the press releases are 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, or otherwise subject to the liabilities of that section, nor shall such information and Exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Joint press release dated October 2, 2017.
99.2	Press release dated October 2, 2017.

1

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: October 2, 2017

By: /s/ Richard C. Buterbaugh
Richard C. Buterbaugh
Executive Vice President and Chief Financial Officer

2



For Immediate Release

GLOBAL INFRASTRUCTURE PARTNERS TO ACQUIRE MEDALLION GATHERING & PROCESSING, LLC

NEW YORK, NY; IRVING, TX; HOUSTON, TX; TULSA, OK—October 2, 2017. The Energy & Minerals Group (“EMG”), 51% owner, and Laredo Petroleum, Inc. (NYSE: LPI) (“Laredo”), 49% owner, announced today that their affiliates have entered into a binding agreement to sell Medallion Gathering & Processing, LLC (“Medallion”) to an affiliate of Global Infrastructure Partners (“GIP”) for a cash purchase price of \$1.825 billion (the “Base Consideration”) plus additional cash consideration that is linked to GIP’s realized profits at exit (the “Additional Consideration”). GIP is a leading global, independent infrastructure investor that combines specialist industry experience and industrial best practice operational management to achieve superior risk-adjusted returns. Funding of the Base Consideration is expected to occur on or before November 1, 2017 and includes \$725 million of stapled debt financing provided by Jefferies LLC. There can be no assurance as to when and whether the Additional Consideration will be funded. All proceeds from the sale of Medallion, including both the Base Consideration and the Additional Consideration, will be distributed 51% to EMG and 49% to Laredo.

Medallion is the largest privately-held crude oil transportation system in the Midland Basin of West Texas, with over 800 miles of pipeline, approximately 670,000 dedicated acres and total areas of mutual interest approaching four million acres. Medallion operates a newly-constructed crude oil gathering and transportation system that has been designed to support substantial volume growth and offers a differentiated service to a diverse mix of active, high quality producer customers by allowing them to access multiple Permian Basin long-haul takeaway pipelines and end-markets, providing them with flow assurance and enabling them to maximize realized pricing. For these and other reasons, Medallion is widely regarded as the leading source of crude oil transportation in the Midland Basin.

Medallion will retain its name and operate as a GIP Portfolio Company headquartered in Irving, Texas. The leadership team will remain in their current roles and are investing alongside GIP in this transaction. EMG will continue to own Medallion Delaware Basin, LLC. Both the Midland Basin and Delaware Basin systems will continue to be managed by the same leadership team.

“This transaction is an exciting and transformational moment in Medallion’s evolution,” said Medallion President and CEO Randy Lentz. “Combining Medallion’s current team and best-in-class service with GIP’s financial strength and commitment to operational excellence will be the catalyst for further expansion of Medallion’s midstream infrastructure in the Permian Basin and ability to provide an even greater level of service to our producer customers.”

“Medallion’s success to date is largely attributable to the support of our financial partner EMG and our key producer partnership with Laredo. The strength, knowledge and expertise of these two companies has been instrumental in Medallion’s ability to construct a new pipeline system from the ground up in four years and transform it into the largest privately held crude oil gathering system in the Midland Basin.”

“We congratulate Randy Lentz and the Medallion team for developing and commercializing a leading crude oil transportation business, and we value Laredo’s many years of partnership,” said John Raymond, CEO and majority owner of EMG. “GIP is acquiring a tremendous business and affiliating itself with a talented team of energy executives and a dedicated, focused group of employees. We also look forward to continuing our relationship with the Medallion team with respect to Medallion Delaware Basin, LLC and its activities in the Delaware Basin.”

Adebayo Ogunlesi, Chairman and Managing Partner of GIP, said: “This acquisition underscores GIP’s long term partnership approach and strategy of investing in superior quality platforms that deliver the highest level of customer service. Our extensive experience as an energy infrastructure investor, access to significant capital and operational expertise make GIP uniquely well qualified to acquire Medallion and to build upon the strong foundation started with Randy Lentz, EMG and Laredo. We are pleased to partner with management to support Medallion as it continues to serve its customers’ rapidly growing needs.”

The Energy & Minerals Group

EMG is the management company for a series of specialized private equity funds. The firm was founded by John Raymond (majority owner and CEO) and John Calvert in 2006. EMG focuses on investing across various facets of the global natural resource industry including the upstream and midstream segments of the energy complex. EMG has approximately \$15.8 billion of regulatory assets under management and approximately \$10.4 billion in commitments have been allocated across the energy sector since inception.

Laredo Petroleum, Inc.

Laredo is an independent energy company with headquarters in Tulsa, Oklahoma. Laredo’s business strategy is focused on the acquisition, exploration and development of oil and natural gas properties and the gathering of oil and liquids-rich natural gas from such properties, primarily in the Permian Basin of West Texas.

Global Infrastructure Partners

GIP is an independent infrastructure fund manager that combines deep industry expertise with industrial best practice operational management. GIP’s current equity fund, Global Infrastructure Partners III, makes equity investments in high quality infrastructure assets in the energy, transport and water/waste sectors where GIP possesses deep experience and strong relationships.

Advisors

Jefferies LLC and Wells Fargo Securities, LLC acted as Medallion's financial advisors in connection with the transaction. Jefferies was the sole provider of the committed debt financing. Locke Lord LLP acted as legal counsel to Medallion, Akin Gump Strauss Hauer & Feld LLP acted as legal counsel to Laredo and White & Case LLP acted as legal counsel to GIP.

Forward-Looking Statements

This press release and any oral statements made regarding the subject of this release contain forward-looking statements as defined under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, that address activities that Laredo assumes, plans, expects, believes, intends, projects, estimates or anticipates (and other similar expressions) will, should or may occur in the future, including, but not limited to, the potential closing of the transaction described herein, are forward-looking statements. The forward-looking statements are based on Laredo management's current belief, based on currently available information, as to the outcome and timing of future events.

General risks relating to Laredo include, but are not limited to, the decline in prices of oil, natural gas liquids and natural gas and the related impact to financial statements as a result of asset impairments and revisions to reserve estimates, and other factors, including those and other risks described in its Annual Report on Form 10-K for the year ended December 31, 2016, and those set forth from time to time in other filings with the Securities Exchange Commission ("SEC"). These documents are available through Laredo's website at www.laredopetro.com under the tab "Investor Relations" or through the SEC's Electronic Data Gathering and Analysis Retrieval System at www.sec.gov. Any of these factors could cause Laredo's actual results and plans to differ materially from those in the forward-looking statements. Therefore, Laredo can give no assurance that its future results will be as estimated. Laredo does not intend to, and disclaims any obligation to, update or revise any forward-looking statement.

Global Infrastructure Partners Media Contact

Jack Cowell
jack.cowell@global-infra.com
+1 212 315-8133

Laredo Media Contact

Ron Hagood
rhagood@laredopetro.com
+1 918 858-5504

17-9



15 West 6th Street, Suite 900 · Tulsa, Oklahoma 74119 · (918) 513-4570 · Fax: (918) 513-4571
www.laredopetro.com

Laredo Petroleum Announces Agreement to Sell Interest in Medallion Pipeline

TULSA, OK — October 2, 2017 - Laredo Petroleum, Inc. (NYSE: LPI) (“Laredo” or the “Company”) today announced that an agreement has been signed among an affiliate of Global Infrastructure Partners (“GIP”), Laredo’s wholly owned subsidiary Laredo Midstream Services, LLC (“LMS”) and Medallion Midstream Holdings, LLC which is owned and controlled by an affiliate of The Energy & Minerals Group (“EMG”), whereby GIP will purchase 100% of the ownership interests in Medallion Gathering & Processing, LLC (“MGP”) for a cash purchase price of \$1.825 billion plus potential additional cash consideration (the “Additional Consideration”), subject to customary closing adjustments (the “Transaction”). The potential Additional Consideration is structured based on GIP’s realized profit at exit. MGP is the sole owner of the Medallion — Midland Basin pipeline system. If the Transaction closes, in exchange for its 49% interest in MGP, LMS will receive 49% of the purchase price after deduction of its proportionate share of fees and other expenses associated with the Transaction. EMG, Laredo and LMS may have certain post-closing indemnity obligations.

“In late 2013, we made our initial investment in MGP, creating a partnership to build a pipeline system to provide Laredo access to multiple sales points for its oil,” commented Randy A. Foutch, Chairman and Chief Executive Officer. “This eventually grew into the premier pipeline system in the Midland Basin. Upon the closing of this Transaction, Laredo will recognize proceeds of more than three times its invested capital, equivalent to an internal rate of return of more than 65%, and, through our various ongoing contracts with Medallion, retain the strategic benefits that were the initial goal for building the system.”

Net cash proceeds to LMS from the Transaction at closing are expected to be approximately \$825 million. Laredo currently anticipates using the proceeds primarily to pay down a portion of the Company’s outstanding debt. Federal income tax on the Transaction gain is expected to be minimal, as net operating loss carry-forwards will offset the gain, but a small amount of alternative minimum tax and Texas margin tax is expected. There will be no impact to Laredo’s existing cost structure from the Transaction. Currently, all tariffs related to agreements with Medallion are reflected in the Company’s realized oil price and the system has no impact on Laredo’s lease operating expenses.

“Since the inception of the Company, Laredo has viewed strategic investments in infrastructure as a long-term benefit to the Company and has been willing to borrow the funds to facilitate these investments, including the Medallion — Midland Basin pipeline system and our five production corridors,” continued Mr. Foutch. “The expected Transaction proceeds, which we intend to apply to debt repayment, should cut our outstanding debt

balance by more than half. This will afford Laredo additional flexibility in our development plan as we test tighter spacing to add premium locations in the Upper and Middle Wolfcamp formations. We anticipate interest savings from the debt reduction to better align operating cash flow with capital expenditures. Based upon the current environment for commodity prices, service costs, forecasted rig cadence and production growth, we expect operating cash flow to increase sequentially, with the Company anticipating being approximately cash flow neutral by the end of 2019.”

About Laredo

Laredo Petroleum, Inc. is an independent energy company with headquarters in Tulsa, Oklahoma. Laredo’s business strategy is focused on the acquisition, exploration and development of oil and natural gas properties and the gathering of oil and liquids-rich natural gas from such properties, primarily in the Permian Basin of West Texas.

Additional information about Laredo may be found on its website at www.laredopetro.com.

Forward-Looking Statements

This press release and any oral statements made regarding the subject of this release contain forward-looking statements as defined under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, that address activities that Laredo assumes, plans, expects, believes, intends, projects, estimates or anticipates (and other similar expressions) will, should or may occur in the future, including, but not limited to, the potential closing of the Transaction and the application of net proceeds, are forward-looking statements. The forward-looking statements are based on management’s current belief, based on currently available information, as to the outcome and timing of future events.

General risks relating to Laredo include, but are not limited to, the decline in prices of oil, natural gas liquids and natural gas and the related impact to financial statements as a result of asset impairments and revisions to reserve estimates, and other factors, including those and other risks described in its Annual Report on Form 10-K for the year ended December 31, 2016, and those set forth from time to time in other filings with the Securities Exchange Commission (“SEC”). These documents are available through Laredo’s website at www.laredopetro.com under the tab “Investor Relations” or through the SEC’s Electronic Data Gathering and Analysis Retrieval System at www.sec.gov. Any of these factors could cause Laredo’s actual results and plans to differ materially from those in the forward-looking statements. Therefore, Laredo can give no assurance that its future results will be as estimated. Laredo does not intend to, and disclaims any obligation to, update or revise any forward-looking statement.

Internal rate of return is calculated using all cash investments in MGP and an estimated Transaction closing date of November 1, 2017.

###

Contacts:
Ron Hagood: (918) 858-5504 - RHagood@laredopetro.com

