

**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): June 1, 2020

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 Tulsa (Address of principal executive offices)	Suite 900 Oklahoma	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)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$0.01 par value	LPI	New York Stock Exchange

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 1, 2020, the Certificate of Amendment (the "Certificate of Amendment") to Laredo Petroleum, Inc.'s (the "Company") Amended and Restated Certificate of Incorporation became effective and, at 5:00 p.m., New York City time, effected the previously announced 1-for-20 reverse stock split (the "Reverse Stock Split") of the Company's issued and outstanding common stock, par value \$0.01 per share (the "Common Stock"), including any Common Stock held by the Company as treasury stock, and the related reduction of the number of authorized shares of Common Stock from 450,000,000 to 22,500,000 authorized shares of Common Stock (the "Authorized Share Reduction"). The Reverse Stock Split and Authorized Share Reduction were previously approved by the Company's stockholders and the Company's Board of Directors (the "Board") on May 14, 2020. Pursuant to the Certificate of Amendment, any fraction of a share of Common Stock that would otherwise have resulted from the Reverse Stock Split will be settled by cash payment.

Beginning at the opening of trading on June 2, 2020, the Common Stock will continue to trade, on a split-adjusted basis, on the New York Stock Exchange under the symbol "LPI" The new CUSIP number for the Common Stock is 516806205. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated into this Item 5.03 by reference.

Item 8.01. Other Events.

On June 1, 2020, following prior approval and adoption by the Board, an amendment to the Company's Omnibus Equity Incentive Plan, as amended and restated as of May 16, 2019 (the "Plan"), became effective. The amendment to the Plan, made in connection with the effectiveness of the Reverse Stock Split and Authorized Share Reduction, proportionately adjusts the limitations on awards that may be granted under the Plan. A copy of the amendment to the Plan is attached hereto as Exhibit 10.1 and is incorporated into this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Laredo Petroleum Holdings, Inc.
10.1	Amendment to the Laredo Petroleum, Inc. Omnibus Equity Incentive Plan, as amended and restated as of May 16, 2019.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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: June 1, 2020

By: /s/ Michael T. Beyer

Michael T. Beyer

Senior Vice President and Chief Financial Officer

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
LAREDO PETROLEUM HOLDINGS, INC.

(Originally incorporated on August 12, 2011)

Laredo Petroleum, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL") hereby certifies pursuant to Section 242 of the DGCL:

FIRST: At a meeting of the Board of Directors of the Corporation duly called and held on May 14, 2020, the Board of Directors duly adopted the following resolution amending Article Fourth of the Corporation's Amended and Restated Certificate of Incorporation by deleting Section A. of Article Fourth in its entirety and replacing it with the following:

"A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 72,500,000, consisting of 22,500,000 shares of common stock, par value one cent (\$.01) per share (the "Common Stock"), and 50,000,000 shares of preferred stock, par value one cent (\$.01) per share (the "Preferred Stock").

Pursuant to the General Corporation Law of the State of Delaware, upon the filing and effectiveness (the "Effective Time") of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, each 20 shares of Common Stock issued and outstanding or held by the Corporation as treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be reclassified and combined into one (1) share of Common Stock (the "Reverse Stock Split"). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who, immediately prior to the Effective Time, own a number of shares of Common Stock which is not evenly divisible by the exchange ratio set forth above shall, with respect to such fractional interest, be entitled to receive cash. Each certificate that represented shares of Common Stock immediately prior to the Effective Time shall thereafter represent the number of shares of Common Stock that give effect to the Reverse Stock Split; provided, that each person holding of record a stock certificate or certificates that represented shares of Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Common Stock to which such person is entitled under the foregoing, subject to the receipt of cash in lieu of any fractional interests as described in the foregoing."

SECOND: On May 14, 2020, pursuant to a resolution of the Corporation's Board of Directors, an annual meeting of the Corporation's stockholders was duly called and held upon notice in accordance with the provisions of Section 222 of the DGCL, at which meeting the necessary number of shares of Common Stock as required by applicable law and the Corporation's Amended and Restated By-laws were voted in favor of such amendment to be implemented by the Corporation's Board of Directors at its sole discretion.

THIRD: The foregoing amendment was duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed on this day of June 1, 2020.

Laredo Petroleum, Inc.

By: /s/ Michael T. Beyer

Name: Michael T. Beyer

Title: Senior Vice President & Chief
Financial Officer

[Signature Page to Certificate of Amendment to Amended and Restated Certificate of Incorporation]

**AMENDMENT
TO THE
LAREDO PETROLEUM, INC.
OMNIBUS EQUITY INCENTIVE PLAN**
(amended and restated as of May 16, 2019)

In light of the reverse stock split and the authorized share reduction that became effective as of June 1, 2020, when an amendment to Laredo Petroleum, Inc.'s Certificate of Incorporation was accepted and recorded by the Secretary of State for the State of Delaware, the Laredo Petroleum, Inc. Omnibus Equity Incentive Plan, as amended and restated (the "**Plan**"), is hereby amended, effective as of June 1, 2020, as follows:

1. Section 5(a) of the Plan shall be amended and replaced in its entirety with the following:

“(a) Awards granted under the Plan shall be subject to the following limitations: (i) subject to Section 12 of the Plan, the Committee is authorized to deliver under the Plan an aggregate of 1,492,500 shares of Common Stock; (ii) subject to Section 12 of the Plan, grants of Options or SARs under the Plan in respect of no more than 717,500 shares of Common Stock may be made to any single Participant during any single calendar year, and, subject to Section 12 of the Plan, grants of Incentive Stock Options under the Plan in respect of no more than 717,500 shares of Common Stock may be made to any single Participant during any single calendar year; (iii) subject to Section 12 of the Plan, no more than 717,500 shares of Common Stock may be earned in respect of Performance Compensation Awards denominated in shares of Common Stock granted pursuant to Section 11 of the Plan to any single Participant for a single calendar year during a Performance Period, or in the event such Performance Compensation Award is paid in cash, other securities, other Awards or other property, no more than the Fair Market Value of 717,500 shares of Common Stock on the last day of the Performance Period to which such Award relates; (iv) the maximum amount that can be paid to any single Participant in any one calendar year pursuant to a cash bonus Award described in Section 11(a) of the Plan shall be \$5,000,000; and (v) subject to Section 12 of the Plan, no more than 71,750 shares of Common Stock may be issued in respect of Awards granted to any single Participant who is a non-employee director for a single calendar year.”

All other terms and conditions of the Plan shall be unchanged and remain in full force and effect, except to the extent modified by the foregoing.