

Laredo Petroleum Holdings, Inc.
Form DEF 14A
April 06, 2012

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

LAREDO PETROLEUM HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

Edgar Filing: Laredo Petroleum Holdings, Inc. - Form DEF 14A

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

April 10, 2012

To the Stockholders of Laredo Petroleum Holdings, Inc.:

You are invited to attend our 2012 Annual Meeting of Stockholders, which will be held at The Mayo Hotel, 115 W. 5th Street, Tulsa, Oklahoma 74103, on Wednesday, May 16, 2012, at 3:00 p.m. Central Time.

Details of the business to be conducted at the meeting are described in the attached Notice of 2012 Annual Meeting of Stockholders and Proxy Statement.

Your vote is important and we encourage you to vote whether or not you plan to attend the meeting. Please sign, date and return the enclosed proxy card in the envelope provided, or you may vote by telephone or on the internet as described on your proxy card. If you plan to attend the meeting, you may also vote in person.

Also enclosed is a copy of our Annual Report on Form 10-K for the year ended December 31, 2011. I encourage you to read the Annual Report on Form 10-K for information about our performance in 2011.

We look forward to seeing you at the meeting.

Sincerely,

Randy A. Foutch
Chairman and Chief Executive Officer

Table of Contents

LAREDO PETROLEUM HOLDINGS, INC.

**15 W. Sixth Street, Suite 1800
Tulsa, Oklahoma 74119**

NOTICE OF 2012 ANNUAL MEETING OF STOCKHOLDERS

TIME	3:00 p.m. Central Time on Wednesday, May 16, 2012.
PLACE	The Mayo Hotel, 115 W. 5th Street, Tulsa, Oklahoma 74103.
ITEMS OF BUSINESS	<p>(1) To elect ten members of the board of directors to hold office until the 2013 annual meeting of stockholders or until their respective successors are duly elected and qualified.</p> <p>(2) To ratify the appointment of Grant Thornton LLP as the Company's independent registered accounting firm.</p> <p>(3) To hold an advisory vote approving the compensation of our named executive officers.</p> <p>(4) To hold an advisory vote determining the frequency of future advisory votes on compensation of our named executive officers.</p> <p>(5) To transact such other business as may properly come before the Annual Meeting or at any adjournment or postponement thereof.</p>
RECORD DATE	You can vote if, at the close of business on March 23, 2012, you were a holder of record of our common stock.
PROXY VOTING	All stockholders are cordially invited to attend the Annual Meeting in person. However, to ensure your representation at the Annual Meeting, you are urged to vote promptly by signing and returning the enclosed proxy card or, if you hold your shares in street name, by voting by phone at 1-800-776-9437 or over the internet at www.voteproxy.com .

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING
TO BE HELD ON MAY 16, 2012**

The Company's Notice of Annual Meeting, Proxy Statement and proxy card are available over the internet at <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=17377>. Alternatively, if you did not receive a paper copy of the proxy materials (which includes the proxy card), you may request a paper proxy card, which you may complete, sign and return by mail.

Tulsa, Oklahoma
April 10, 2012

By Order of the Board of Directors,

W. Mark Womble
Senior Vice President, Chief Financial Officer and Secretary

Table of Contents

TABLE OF CONTENTS

	Page
<u>PROXY STATEMENT QUESTIONS AND ANSWERS</u>	<u>1</u>
<u>NOTE REGARDING OUR CORPORATE REORGANIZATION</u>	<u>7</u>
<u>ITEM ONE: ELECTION OF DIRECTORS</u>	<u>8</u>
<u>DIRECTORS</u>	<u>9</u>
<u>MEETINGS AND COMMITTEES OF DIRECTORS</u>	<u>13</u>
<u>EXECUTIVE OFFICERS</u>	<u>14</u>
<u>EXECUTIVE COMPENSATION</u>	<u>15</u>
<u>Compensation Discussion and Analysis</u>	<u>15</u>
<u>Introduction</u>	<u>15</u>
<u>Competitive Benchmarking</u>	<u>19</u>
<u>Elements of Compensation</u>	<u>20</u>
<u>Employment, Severance or Change in Control Agreements</u>	<u>26</u>
<u>Other Matters</u>	<u>26</u>
<u>Summary Compensation</u>	<u>28</u>
<u>Grants of Plan-Based Awards for the Year Ended December 31, 2011</u>	<u>29</u>
<u>Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table</u>	<u>29</u>
<u>Laredo Petroleum Holdings, Inc. 2011 Omnibus Equity Incentive Plan</u>	<u>30</u>
<u>Outstanding Equity Awards at 2011 Fiscal Year-End</u>	<u>32</u>
<u>Registration Rights</u>	<u>33</u>
<u>Stock Vested in Fiscal Year 2011</u>	<u>33</u>
<u>Pension Benefits</u>	<u>33</u>
<u>Nonqualified Deferred Compensation</u>	<u>33</u>
<u>Potential Payments upon Termination or Change in Control</u>	<u>33</u>
<u>Potential Payments upon Termination or Change in Control Table for Fiscal Year 2011</u>	<u>34</u>
<u>Compensation of Directors</u>	<u>36</u>
<u>Securities Authorized for Issuance under 2011 Plan</u>	<u>37</u>
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	<u>38</u>
<u>COMPENSATION COMMITTEE REPORT</u>	<u>38</u>
<u>AUDIT COMMITTEE REPORT</u>	<u>38</u>
<u>CORPORATE GOVERNANCE</u>	<u>41</u>
<u>Corporate Governance Guidelines</u>	<u>41</u>
<u>Code of Conduct and Business Ethics</u>	<u>42</u>
<u>Board of Directors Leadership</u>	<u>42</u>
<u>Communications with the Board of Directors</u>	<u>43</u>
<u>Director Independence</u>	<u>43</u>
<u>Executive Sessions of the Board of Directors</u>	<u>43</u>
<u>Financial Literacy of Audit Committee and Designation of Financial Experts</u>	<u>43</u>
<u>Oversight of Risk Management</u>	<u>44</u>
<u>Attendance at Annual Meetings</u>	<u>44</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>45</u>

Edgar Filing: Laredo Petroleum Holdings, Inc. - Form DEF 14A

Table of Contents

	Page
<u>TRANSACTIONS WITH RELATED PERSONS</u>	<u>46</u>
<u>Procedures for Review, Approval and Ratification of Related Person Transactions</u>	<u>46</u>
<u>Corporate Reorganization</u>	<u>47</u>
<u>Acquisition of Broad Oak Energy, Inc.</u>	<u>47</u>
<u>Gas Gathering and Processing Arrangement with Targa</u>	<u>47</u>
<u>Registration Rights</u>	<u>48</u>
<u>Other Related Party Transactions</u>	<u>48</u>
<u>ITEM TWO: RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS</u>	<u>49</u>
<u>Audit and Other Fees</u>	<u>49</u>
<u>ITEM THREE: ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS</u>	<u>50</u>
<u>ITEM FOUR: ADVISORY VOTE ON FREQUENCY OF FUTURE VOTES ON COMPENSATION OF NAMED EXECUTIVE OFFICERS</u>	<u>51</u>
<u>STOCKHOLDER PROPOSALS; IDENTIFICATION OF DIRECTOR CANDIDATES</u>	<u>52</u>
<u>SOLICITATION OF PROXIES</u>	<u>53</u>
<u>STOCKHOLDER LIST</u>	<u>54</u>
<u>PROXY MATERIALS, ANNUAL REPORT AND OTHER INFORMATION</u>	<u>54</u>
<u>INTERNET AND PHONE VOTING</u>	<u>54</u>

Table of Contents

LAREDO PETROLEUM HOLDINGS, INC.

15 W. Sixth Street, Suite 1800
Tulsa, Oklahoma 74119

PROXY STATEMENT

2012 ANNUAL MEETING OF STOCKHOLDERS

The board of directors of Laredo Petroleum Holdings, Inc. (the "Company," "we," "us" or "our") requests your proxy for the 2012 Annual Meeting of Stockholders that will be held Wednesday, May 16, 2012, at 3:00 p.m. Central Time, at The Mayo Hotel, 115 W. 5th Street, Tulsa, Oklahoma 74103 (the "Annual Meeting"). By granting the proxy, you authorize the persons named on the proxy to represent you and vote your shares at the Annual Meeting. Those persons will also be authorized to vote your shares to adjourn the Annual Meeting from time to time and to vote your shares at any adjournments or postponements of the Annual Meeting.

This Proxy Statement and form of proxy are being mailed to stockholders commencing on or about April 10, 2012. Our 2011 Annual Report on Form 10-K (the "Annual Report"), which is not part of the proxy solicitation materials, is also enclosed.

Q. Who is entitled to vote at the Annual Meeting?

A.

Holders of record of our common stock at the close of business on March 23, 2012, which we refer to as the "Record Date," are entitled to vote at the Annual Meeting. As of the Record Date, there were 128,144,857 shares of our common stock outstanding. Stockholders are entitled to cast one vote per share on each matter presented for consideration and action at the Annual Meeting.

Q. What is the purpose of the Annual Meeting?

A.

At the Annual Meeting, stockholders will consider and vote upon the following matters:

- (1) Election of ten directors to our board of directors;
- (2) Ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2012;
- (3) An advisory vote approving the compensation of our named executive officers;
- (4) An advisory vote determining the frequency of future advisory votes on compensation of our named executive officers; and
- (5) Such other matters as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Q. How does the board of directors recommend that I vote?

A.

Our board of directors recommends that you vote:

- (1) "FOR" the election of the Company's nominees to the board of directors.
- (2) "FOR" ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2012.

(3)

"FOR" the advisory resolution approving the compensation of our named executive officers as disclosed in this Proxy Statement (which disclosure includes the Compensation Discussion and Analysis, the executive compensation tables and the related footnotes and narrative accompanying the tables).

Table of Contents

(4)

For the holding of future advisory votes on the compensation of our named executive officers "EVERY YEAR".

Q. What is the voting requirement to approve each of the items?

- A. Item One Election of directors The persons receiving the highest number of "FOR" votes at the Annual Meeting will be elected. Abstentions and broker non-votes are not counted as votes cast and will have no effect on the outcome of this election.
- Item Two Ratification of appointment of independent public accounting firm To be approved by the stockholders, this item must receive the "FOR" vote of a majority of the votes cast on this proposal at the Annual Meeting. Abstentions and broker non-votes, if any, are not counted as votes cast and will have no effect on the outcome of this proposal.
- Item Three Advisory vote approving the compensation of our named executive officers To be approved by the stockholders, this item must receive the "FOR" vote of a majority of the votes cast on this proposal at the Annual Meeting. Abstentions and broker non-votes are not counted as votes cast and will have no effect on the outcome of this proposal.
- Item Four Advisory vote determining the frequency of future advisory votes on the compensation of named executive officers The frequency option (one, two or three years) receiving a majority of the votes cast will be the option selected by the stockholders. Abstentions and broker non-votes are not counted as votes cast and will have no effect on the outcome of this proposal. The results of the votes on Item Three and Item Four are not binding on the board of directors, whether or not any resolution is passed under the voting standards described above. In calculating the stockholder votes on these advisory resolutions, the board will consider the voting results in their entirety.

Q. How can I vote my shares in person at the Annual Meeting?

A. *Stockholders of Record.* If your shares are registered directly in your name with the American Stock Transfer and Trust Company, our "transfer agent," you are considered the stockholder of record with respect to those shares and the proxy materials, including the proxy card, are being sent directly to you by the Company. As the stockholder of record, you have the right to vote in person at the Annual Meeting. If you choose to do so, you can bring the enclosed proxy card or vote using the ballot provided at the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you vote your shares in advance as described below so that your vote will be counted if you decide later not to attend the Annual Meeting.

Beneficial Owners. Most of our stockholders hold their shares in street name through a broker, bank or other nominee rather than directly in their own name. In that case, you are considered the beneficial owner of shares held in street name, and the proxy materials are being forwarded to you together with a voting instruction card. As the beneficial owner, you are also invited to attend the Annual Meeting. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a "legal proxy" from the broker, bank or nominee that holds your shares, giving you the right to vote the shares at the meeting. You will need to contact your broker, bank or nominee to obtain a legal proxy, and you will need to bring it to the Annual Meeting in order to vote in person.

Table of Contents

Q. How can I vote my shares without attending the Annual Meeting?

A.

Whether you hold shares in your name or through a broker, bank or other nominee, you may vote without attending the Annual Meeting. You may vote by granting a proxy or, for shares held through a broker, bank or other nominee, by submitting voting instructions to that nominee. For shares held through a broker, bank or other nominee, follow the instructions on the voting instruction card included with your voting materials. If you provide specific voting instructions, your shares will be voted as you have instructed and as the proxy holders may determine within their discretion with respect to any other matters that properly come before the Annual Meeting.

A number of brokerage firms and banks offer internet voting options. Specific instructions to be followed by owners of shares of common stock held in street name are set forth on the voting instruction card accompanying your proxy card. The internet voting procedures are designed to authenticate stockholders' identities, to allow stockholders to give their voting instructions and to confirm that stockholders' instructions have been recorded properly. Stockholders voting via the internet should understand that there may be costs associated with electronic access, such as usage charges from telephone companies and internet access providers, that must be borne by the stockholder.

Q. What happens if additional matters are presented at the Annual Meeting?

A.

Other than the four items of business described in this Proxy Statement, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy, the persons named as proxies will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting.

Q. What happens if I do not give specific voting instructions?

A.

If you hold shares in your name, and you sign and return a proxy card without giving specific voting instructions, the proxy holders will vote your shares in the manner recommended by our board of directors on all matters presented in this Proxy Statement, and, with respect to any other matters that may properly come before the Annual Meeting, as the proxy holders may determine in their discretion.

If you hold your shares through a broker, bank or other nominee and you do not provide your broker with specific voting instructions, your broker may vote your shares only with respect to certain matters considered routine.

Specifically, your broker may not vote on the election of directors, the compensation of our named executive officers or the frequency of future votes on compensation of our named executive officers if you do not furnish instructions for this item. Your broker may vote in its discretion on the ratification of the appointment of our independent registered public accounting firm.

You should use the voting instruction card provided by the institution that holds your shares to instruct your broker to vote your shares or else your shares will be considered broker non-votes. If you are the beneficial owner of shares held in the name of a broker, bank or other nominee and do not provide that broker, bank or other nominee with voting instructions, your shares may constitute "broker non-votes." Generally, broker non-votes occur when a broker is not permitted to vote on a matter without instructions from the beneficial owner and such instructions are not given. In tabulating the voting results for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote on that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the meeting, assuming that a quorum is obtained.

Table of Contents

Q. What is the quorum requirement for the Annual Meeting?

A.

A majority of the Company's outstanding shares as of the Record Date must be present, in person or by proxy, at the Annual Meeting in order to hold the Annual Meeting and conduct business. This is called a quorum. Your shares will be counted for purposes of determining if there is a quorum, whether representing votes for, against, withheld or abstained, if you:

are present and vote at the Annual Meeting; or

properly submit a proxy card or vote over the internet or by telephone.

Broker non-votes are counted as present for the purpose of determining the existence of a quorum at the Annual Meeting. If a quorum is not present, the chairman of the Annual Meeting may adjourn the meeting to another place, if any, date, or time.

Q. How can I change my vote after I return my proxy card?

A.

If you are a stockholder of record, there are three ways you can change your vote or revoke your proxy after you have sent in your proxy form.

First, you may send a written notice to Laredo Petroleum Holdings, Inc., c/o Corporate Secretary, 15 W. Sixth Street, Suite 1800, Tulsa, Oklahoma 74119, stating that you would like to revoke your proxy.

Second, you may complete and submit a new proxy form. Any earlier proxies will be revoked automatically.

Third, you may attend the Annual Meeting and vote in person. Any earlier proxy will be revoked. However, attending the Annual Meeting without voting in person will not revoke your proxy.

If your shares are held in street name and you have instructed a broker or other nominee to vote your shares, you must follow directions from your broker or other nominee to change your vote.

Q. Who will tabulate the votes?

A.

The board of directors has appointed Kenneth E. Dornblaser, Senior Vice President and General Counsel of the Company, and W. Mark Womble, Senior Vice President and Chief Financial Officer of the Company, to act as inspectors of the election at the Annual Meeting. As inspectors, Messrs. Dornblaser and Womble will be responsible for (i) determining the presence of a quorum at the Annual Meeting, (ii) receiving all votes and ballots, whether by proxy or in person, with regard to all issues voted upon at the Annual Meeting, (iii) counting and tabulating all such votes and ballots and (iv) determining and reporting the results with regard to all such issues voted upon at the Annual Meeting.

Q. Where can I find the voting results of the Annual Meeting?

A.

We intend to announce preliminary voting results at the Annual Meeting and publish preliminary results in a Current Report on Form 8-K to be filed with the Securities and Exchange Commission (the "SEC") within four business days of the Annual Meeting.

Q. How can I obtain a separate set of proxy materials?

A.

Edgar Filing: Laredo Petroleum Holdings, Inc. - Form DEF 14A

To reduce the expense of delivering duplicate proxy materials to our stockholders who may have more than one common stock account, we are delivering only one set of the Annual Report and the Proxy Statement to certain stockholders who share an address, unless otherwise requested. A separate proxy card is included in the proxy materials for each of these stockholders. If you share an address with another stockholder and have received only one set of proxy materials, you may

Table of Contents

write or call us to request a separate copy of these materials at no cost to you. Similarly, if you share an address with another stockholder and have received multiple copies of our proxy materials, you may write or call us to request future delivery of a single copy of these materials. You may contact us regarding these matters by writing to Laredo Petroleum Holdings, Inc., c/o Corporate Secretary, 15 W. Sixth Street, Suite 1800, Tulsa, Oklahoma 74119 or by calling (918) 513-4570.

Q. Who pays for the cost of this proxy solicitation?

A.

We will pay the costs of the solicitation of proxies. We may reimburse brokerage firms and other persons for expenses incurred in forwarding the voting materials to their customers who are beneficial owners and obtaining their voting instructions. In addition to soliciting proxies by mail, our board members, officers and employees may solicit proxies on our behalf, without additional compensation, personally or by telephone.

Q. Can I access the Notice of Annual Meeting, Proxy Statement and Annual Report on the internet?

A.

As permitted under the rules of the SEC, the Company is making the Notice of Annual Meeting, Proxy Statement and its Annual Report available to its stockholders electronically via the internet at <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=17377>. The Company is sending, on or about April 10, 2012, a Notice Regarding the Availability of Proxy Materials (the "Notice") to its stockholders of record as of the close of business on March 23, 2012, which Notice will include (i) instructions on how to access the Company's proxy materials electronically, (ii) the date, time and location of the Annual Meeting, (iii) a description of the matters intended to be acted upon at the Annual Meeting, (iv) a list of the materials being made available electronically, (v) instructions on how a stockholder can request to receive paper or e-mail copies of the Company's proxy materials, (vi) any control/identification numbers that a stockholder needs to access his or her proxy card and instructions on how to access the proxy card, and (vii) information about attending the Annual Meeting and voting in person.

Q. Is there a list of stockholders entitled to vote at the Annual Meeting?

A.

The names of stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting and for ten days prior to the Annual Meeting at our principal executive offices between the hours of 9:00 a.m. and 5:00 p.m. Central Time for any purpose relevant to the Annual Meeting. To arrange to view this list during the times specified above, please contact the Secretary of the Company at Laredo Petroleum Holdings, Inc., c/o Corporate Secretary, 15 W. Sixth Street, Suite 1800, Tulsa, Oklahoma 74119.

Q. What is the deadline to propose actions for consideration at next year's annual meeting?

A.

Shareholders who, in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended, which we refer to as the "Exchange Act," wish to present proposals for inclusion in the proxy materials to be distributed in connection with the 2013 annual meeting of stockholders, must submit their proposals so that they are received at our principal executive offices no later than the close of business on December 11, 2012, or, in the event the Company's 2013 annual meeting is advanced or delayed more than 30 days from the date of the Annual Meeting, within a reasonable time before the Company begins to print and mail the proxy materials for the 2013 annual meeting. As the SEC rules make clear, simply submitting a proposal does not guarantee that it will be included in the Company's proxy materials.

In addition, stockholders who wish to introduce a proposal from the floor of the 2013 annual meeting of stockholders (outside the processes of Rule 14a-8), must submit that proposal in writing to the Company's Secretary at our principal executive offices no earlier than January 25, 2013 and

Table of Contents

no later than February 24, 2013, or, in the event the Company's 2013 annual meeting of stockholders is advanced or delayed more than 30 days from the date of the anniversary of the Annual Meeting, not later than the later of (i) the 90th day before the 2013 annual meeting or (ii) the 10th day following the day on which public announcement of the date of the 2013 annual meeting is first made by the Company.

To be in proper form, a stockholder's notice must include the information required by our bylaws with respect to each proposal submitted. The Company may refuse to consider any proposal that is not timely or otherwise does not meet the requirements of our bylaws or the SEC's rules with respect to the submission of proposals.

You may obtain a copy of our bylaws by submitting a request to Laredo Petroleum Holdings, Inc., c/o Corporate Secretary, 15 W. Sixth Street, Suite 1800, Tulsa, Oklahoma 74119.

Q. How do I nominate a candidate for election as a director?

A.

Stockholders who wish to nominate a candidate for election as a director at our 2013 annual meeting must submit their nomination in writing to the Company's Secretary at our principal executive offices no earlier than January 25, 2013 and no later than February 24, 2013, or, in the event the Company's 2013 annual meeting of stockholders is advanced or delayed more than 30 days from the date of the Annual Meeting, not later than the later of (i) the 90th day before the 2013 annual meeting or (ii) the 10th day following the day on which public announcement of the date of the annual meeting is first made by the Company.

In the event that the number of directors to be elected to the board of directors is increased and there has been no public announcement naming all of the nominees for director or indicating the increase made by the Company at least 10 days before the last day a stockholder may deliver a notice of nomination in accordance with the preceding sentence, a stockholder's notice will be considered timely, but only with respect to nominees for any new positions created by such increase, if it is received by the Secretary at the principal executive offices of the Company not later than the close of business on the 10th day following the day on which such public announcement is first made by the Company.

To be in proper form, a stockholder's notice must include the information required by our bylaws with respect to the nomination and all other information regarding the proposed nominee and the nominating stockholder required by Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. The Company may refuse to consider any nomination that is not timely or otherwise does not meet the requirements of our bylaws or the SEC's rules with respect to the submission of director nominations. A written statement from the proposed nominee consenting to be named as a candidate and, if nominated and elected, to serve as a director should accompany any stockholder nomination.

Q. How can I communicate with the board of directors?

A.

Stockholders or other interested parties can contact any director, any committee of the board of directors, or the Company's non-management directors as a group, by writing to Laredo Petroleum Holdings, Inc., c/o Corporate Secretary, 15 W. Sixth Street, Suite 1800, Tulsa, Oklahoma 74119. Comments or complaints relating to the Company's accounting, internal accounting controls or auditing matters will also be referred to members of the Audit Committee. All such communications will be forwarded to the appropriate member(s) of the board of directors.

THIS QUESTION AND ANSWER SECTION IS ONLY MEANT TO GIVE AN OVERVIEW OF THE PROXY STATEMENT. FOR MORE INFORMATION, PLEASE REFER TO THE MATERIAL CONTAINED IN THE SUBSEQUENT PAGES.

Table of Contents

NOTE REGARDING OUR CORPORATE REORGANIZATION

On December 19, 2011, pursuant to the terms of a corporate reorganization completed prior to the closing of the Company's initial public offering, the Company merged with Laredo Petroleum, LLC ("Laredo LLC"), with the Company being the surviving entity. All of Laredo LLC's outstanding preferred equity units were exchanged for shares of the Company's common stock in accordance with the limited liability company agreement of Laredo LLC ("LLC Agreement"). In addition, under the LLC Agreement and the restricted unit agreements, certain series of Laredo LLC's incentive equity units were exchanged into the Company's common stock. To the extent any of such incentive units were subject to vesting requirements, the common stock issued in exchange therefor is also subject to such requirements.

The number of shares of common stock that the former holders of Laredo LLC units received in the reorganization was determined by the value such holder would have received under the distribution provisions in the LLC Agreement upon a liquidation of Laredo LLC at a liquidation value determined by reference to the initial offering price. The Company issued an aggregate of approximately 107,500,000 shares of common stock to the former unitholders of Laredo LLC in exchange for an aggregate of 215,236,554 equity units in Laredo LLC.

We refer to (i) the merger of the Company and Laredo LLC, (ii) the exchange of all of the outstanding preferred equity units and certain series of incentive equity units of Laredo LLC for shares of the Company's common stock in accordance with the LLC Agreement and (iii) the consummation of the other related transactions collectively as our "corporate reorganization."

As used in this Proxy Statement, the term "Laredo" refers to the Company and its subsidiaries for periods after the corporate reorganization and to Laredo LLC and its subsidiaries for periods prior to the corporate reorganization.

Table of Contents

ITEM ONE

ELECTION OF DIRECTORS

On the recommendation of our Nominating and Corporate Governance Committee, the board of directors has nominated the following individuals for election as directors of the Company to serve for a one year term to expire in 2013 and until either they are re-elected or their successors are elected and qualified:

Randy A. Foutch
Jerry R. Schuyler
Peter R. Kagan
James R. Levy
B.Z. (Bill) Parker
Pamela S. Pierce
Ambassador Francis Rooney
Dr. Myles W. Scoggins
Edmund P. Segner, III
Donald D. Wolf

All of the individuals listed above, with the exception of Dr. Scoggins, are currently serving as directors of the Company. The board of directors voted to increase the size of the board of directors in accordance with the Company's bylaws and on the recommendation of the Nominating and Corporate Governance Committee, which, after review and discussion, determined that it is in the best interest of the Company to increase the size of the board of directors to increase the diversity of viewpoints and expertise of the members of the board of directors. The board of directors, after review and discussion, has further concluded that Dr. Scoggins is qualified to serve as a director as he has nearly 40 years of experience in the oil and gas exploration and production industry with extensive industry and management experience and expertise, and has served in various senior executive and management positions in the upstream oil and gas business. The biographical information for all director nominees is contained in the "Directors" section below.

Each of the ten director nominees receiving a plurality of the votes at the Annual Meeting will be elected. The board of directors recommends that you vote "FOR" the election of each of the nominees listed above.

Unless otherwise instructed, the proxyholders will vote the proxies received by them for the ten nominees named above. The board of directors has no reason to believe that any of its nominees will be unable or unwilling to serve if elected. If a nominee becomes unable or unwilling to accept nomination or election, either the number of the Company's directors will be reduced or the proxyholders will vote for the election of a substitute nominee that the board of directors recommends.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE ELECTION OF EACH OF THE NOMINEES.

Table of Contents**DIRECTORS**

After the Annual Meeting, assuming the stockholders elect the nominees of the board of directors as set forth in "Item One Election of Directors" above, the board of directors of the Company will be:

Name	Directors	Age	Position
Randy A. Foutch		60	Chairman and Chief Executive Officer
Jerry R. Schuyler		56	Director, President and Chief Operating Officer
Peter R. Kagan(1)		43	Director
James R. Levy(2)		36	Director
B.Z. (Bill) Parker(2)(3)		64	Director
Pamela S. Pierce(1)(3)		57	Director
Ambassador Francis Rooney(1)(3)		58	Director
Dr. Myles W. Scoggins		64	Director
Edmund P. Segner, III(2)(3)		58	Director
Donald D. Wolf(1)(2)(3)		68	Director

- (1) Member of the Compensation Committee.
- (2) Member of the Audit Committee.
- (3) Member of the Nominating and Corporate Governance Committee.

Our board of directors currently consists of nine members, and following the election of directors at the Annual Meeting will consist of ten members, each serving for one year terms. Each year, the directors stand for re-election as their terms of office expire on the date of the annual meeting of the stockholders.

Set forth below is biographical information about each of our directors and nominees for director.

Randy A. Foutch is Laredo's founder and has served as Laredo's Chairman and Chief Executive Officer since that time. He also served as Laredo's President from October 2006 to July 2008. Mr. Foutch has over 30 years of experience in the oil and gas industry. Prior to our formation, Mr. Foutch founded Latigo Petroleum, Inc. ("Latigo") in 2001 and served as its President and Chief Executive Officer until it was sold to Pogo Producing Co. in May 2006. Previous to Latigo, Mr. Foutch founded Lariat Petroleum, Inc. ("Lariat") in 1996 and served as its President until January 2001 when it was sold to Newfield Exploration, Inc. He is currently serving on the board of directors of Helmerich & Payne, Inc. and is also a member of its audit and nominating and corporate governance committees. Mr. Foutch is also a member of the National Petroleum Council, America's Natural Gas Alliance and the Advisory Council of the Energy Institute at the University of Texas, Austin. From 2006 to August 2011, he served on the board of directors of Bill Barrett Corporation and from 2006 to 2008, on the board of directors of MacroSolve, Inc. Mr. Foutch also serves on several nonprofit and private industry boards. He holds a Bachelor of Science in Geology from the University of Texas and a Master of Science in Petroleum Engineering from the University of Houston.

Mr. Foutch has been successful in founding other oil and gas companies and serves in director positions of various oil and gas companies. As a result, he provides a strong operational and strategic background and has valuable business, leadership and management experience and insights into many aspects of the operations of exploration and production companies. Mr. Foutch also brings financial expertise to the board, including his experience in obtaining financing for startup oil and gas companies. For these reasons, we believe Mr. Foutch is qualified to serve as a director.

Table of Contents

Jerry R. Schuyler joined Laredo in June 2007 as Executive Vice President and Chief Operating Officer. In July 2008, he was promoted to President and Chief Operating Officer and has served in that capacity since that time. He is also one of our directors. Prior to joining Laredo, he held various executive positions with Atlantic Richfield Company ("ARCO"), Dominion Exploration and Production, Inc. and St. Mary Land & Exploration. While at St. Mary Land & Exploration from December 2003 to June 2007, he established their Houston and Midland offices and managed all exploration and production activities in the Gulf of Mexico, Gulf Coast and Permian areas. While at Dominion Exploration and Production, Inc. from March 2000 to July 2002, he managed all exploration and production activities in the Gulf Coast, Michigan and Appalachian areas. During his years with ARCO from 1977 to 1999, he held several key positions, such as Prudhoe Bay Field Manager, Manager of Worldwide Exploration and Production Planning and President of ARCO Middle East and Central Asia. Mr. Schuyler serves on several industry and college related boards of directors. He earned a Bachelor of Science degree in Petroleum Engineering from Montana Tech University and attended numerous graduate business courses at the University of Houston.

Mr. Schuyler has significant experience managing oil and gas operations and serving in executive positions for various exploration and production companies and extensive knowledge of the energy industry. For these reasons, we believe Mr. Schuyler is qualified to serve as a director.

Peter R. Kagan has served as one of our (and prior to our corporate reorganization, Laredo LLC's) directors since July 2007. He has been with Warburg Pincus LLC ("Warburg Pincus") since 1997 where he leads the firm's investment activities in energy and natural resources. He is a Partner of Warburg Pincus & Co. and a Managing Director of Warburg Pincus. He is also a member of Warburg Pincus' Executive Management Group. Mr. Kagan is currently on the board of directors of Antero Resources, China CBM Investment Holdings, Ltd., Fairfield Energy, MEG Energy, Cambrian Energy Inc., Targa Resources Inc. and Targa Resources Partners L.P. He previously served on the board of directors of Broad Oak Energy Inc. ("Broad Oak"), Lariat and Latigo. Mr. Kagan received a Bachelor of Arts degree cum laude from Harvard College and Juris Doctorate and Master of Business Administration degrees with honors from the University of Chicago.

Mr. Kagan has significant experience with energy companies and investments and broad familiarity with the industry and related transactions and capital markets activity, which enhance his contributions to the board of directors. For these reasons, we believe Mr. Kagan is qualified to serve as a director.

James R. Levy has served as one of our (and prior to our corporate reorganization, Laredo LLC's) directors since May 2007. He joined Warburg Pincus in 2006 and focuses on investments in the energy industry. Prior to joining Warburg Pincus, he worked as an Associate at Kohlberg & Company, a middle market private equity investment firm, from 2002 to 2006, and as an Analyst and Associate at Wasserstein Perella & Co. from 1999 to 2002. Mr. Levy currently serves on the board of directors of EnStorage, Inc., a privately held energy storage system development company, Suniva, Inc., a private company that manufactures solar cells for use in power generation, and Black Swan Energy Ltd, a privately held oil and gas exploration and production company. He is a former director of Broad Oak. Mr. Levy received a Bachelor of Arts in history from Yale University.

Mr. Levy has significant experience with investments in the energy industry and currently serves on the boards of various energy companies. For these reasons, we believe Mr. Levy is qualified to serve as a director.

B. Z. (Bill) Parker has served as one of our (and prior to our corporate reorganization, Laredo LLC's) directors since May 2007. Mr. Parker joined Phillips Petroleum Company in 1970 where he held various engineering positions in exploration and production in the United States and abroad. He later served in numerous executive positions at Phillips Petroleum Company and in 2000, he was named Executive Vice President for Worldwide Production & Operations. He retired from Phillips Petroleum Company in this position in November 2002. Mr. Parker served on the board of Williams

Edgar Filing: Laredo Petroleum Holdings, Inc. - Form DEF 14A

Table of Contents

Partners GP from August 2005 to September 2010 where he also served as chairman of the conflicts and audit committees. He served on the board of directors of Latigo from January 2003 to May 2006 where he also served as chairman of the audit committee. Mr. Parker is a member of the Society of Petroleum Engineers. He received a Bachelor of Science degree in Petroleum Engineering from the University of Oklahoma.

Mr. Parker has over 40 years of experience in the oil and gas industry, having served in various engineering and executive positions for an exploration and production company and as a director and audit committee member for various energy companies. For these reasons, we believe Mr. Parker is qualified to serve as a director.

Pamela S. Pierce has served as one of our (and prior to our corporate reorganization, Laredo LLC's) directors since May 2007. She has been a partner at Ztown Investments, Inc. since 2005, focused on investments in domestic oil and natural gas non-working interests. She also serves on the Michael Baker, Inc. board of directors and Scientific Drilling International, Inc. board of directors. From 2002 to 2004, she was the President of Huber Energy, an operating company of J.M. Huber Corporation. From 2000 to 2002, she was the President and Chief Executive Officer of Houston-based Mirant Americas Energy Capital and Production Company. She has also held a variety of managerial positions with ARCO Oil and Gas Company, ARCO Alaska and Vastar Resources. She received a Bachelor of Science Degree in Petroleum Engineering from the University of Oklahoma and a Master of Business Administration in Corporate Finance from the University of Dallas.

Ms. Pierce is a highly experienced business executive with extensive knowledge of the energy industry. Her business acumen enhances the board of directors' discussions on all issues affecting us and her leadership insights contribute significantly to the board of directors' decision making process. For these reasons, we believe Ms. Pierce is qualified to serve as a director.

Ambassador Francis Rooney has served as one of our (and prior to our corporate reorganization, Laredo LLC's) directors since February 2010. He has been the Chief Executive Officer of Rooney Holdings, Inc. since 1984, and of Manhattan Construction Group, Tulsa, since 2008, which is engaged in road and bridge construction, civil works and building construction and construction management in the United States, Mexico and the Central America/Caribbean region. From 2005 through 2008, he served as the United States Ambassador to the Holy See, appointed by President George W. Bush. Ambassador Rooney currently serves on the boards of directors of Helmerich & Payne, Inc. and VETRA Energy Group, Bogota, Colombia. He is a member of the Board of Advisors of the Panama Canal Authority, Republic of Panama, the Board of the Florida Gulf Coast University Foundation, the INCAE Presidential Advisory Council and the Board of Visitors of the University of Oklahoma International Programs. Ambassador Rooney graduated from Georgetown University with a Bachelor of Arts and from Georgetown University Law Center with a Juris Doctorate. He is a member of the District of Columbia and Texas Bar Associations.

Ambassador Rooney has broad business and financial experience and has served as a director of public and private energy companies. For these reasons, we believe Ambassador Rooney is qualified to serve as a director.

Dr. Myles W. Scoggins is a director nominee for the Company. In June 2006, Dr. Scoggins was appointed President of the Colorado School of Mines, an engineering and science research university with strong ties to the oil and gas industry. Dr. Scoggins retired in April 2004 after a 34-year career with Mobil Corporation and Exxon Mobil Corporation, where he held senior executive positions in the upstream oil and gas business. From December 1999 to April 2004, he served as Executive Vice President of Exxon Mobil Production Co. Prior to the merger of Mobil and Exxon in December 1999, he was President, International Exploration & Production and Global Exploration and an officer and member of the executive committee of Mobil Oil Corporation. He has been a member of the board of directors of Venoco, Inc., an oil and gas production company, since June 2007, Cobalt International

Edgar Filing: Laredo Petroleum Holdings, Inc. - Form DEF 14A

Table of Contents

Energy, an independent oil exploration and production company focusing on the deepwater U.S. Gulf of Mexico and offshore Angola and Gabon in West Africa, since March 2010, QEP Resources, Inc., an independent natural gas and oil exploration and production company with operations focused in the Rocky Mountain and Midcontinent regions of the United States, since July 2010 and currently serves as a member of the National Advisory Council of the United States Department of Energy's National Renewable Energy Laboratory. From February 2005 until June 2010, Dr. Scoggins was a member of the board of directors of Questar Corporation, a Rockies-based integrated natural gas company, and from March 2005 until August 2011, he was a member of the board of directors of Trico Marine Services, Inc., an integrated provider of subsea, trenching and marine support v