

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

LAREDO PETROLEUM, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

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

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

74119
(Zip Code)

Laredo Petroleum, Inc. Omnibus Equity Incentive Plan
(Amended and Restated Effective May 16, 2019)
(Full title of the plan)

Mark D. Denny
Senior Vice President — General Counsel & Secretary
Laredo Petroleum, Inc.
15 W. Sixth Street, Suite 900
Tulsa, Oklahoma 74119
(Name and address of agent for service)

(918) 513-4570
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.01 par value per share	5,500,000	\$ 3.41	\$ 18,755,000	\$ 2,273.11

(1) This registration statement on Form S-8 (this “Registration Statement”) covers the number of shares of Laredo Petroleum, Inc. common stock, \$0.01 par value per share (“Common Stock”), stated above and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of additional securities that may become issuable pursuant to the Laredo Petroleum, Inc. Omnibus Equity Incentive Plan (as amended and restated effective May 16, 2019, the “Plan”).

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act. The maximum offering price per share and maximum aggregate offering price are based on a price of \$3.41, which was the average of the high and low sales prices per share of Common Stock reported on the New York Stock Exchange on May 14, 2019.

EXPLANATORY NOTE

This Registration Statement is being filed by Laredo Petroleum, Inc., a Delaware corporation (the “Registrant”), pursuant to General Instruction E of Form S-8 under the Securities Act to register an additional 5,500,000 shares of Common Stock for issuance in connection with awards under the Plan, pursuant to amendment to the Plan approved by the Registrant’s Board of Directors on March 20, 2019 and approved by the Registrant’s stockholders on May 16, 2019 (the “Second Amendment”). The Second Amendment increased the number of shares of Common Stock authorized for issuance under the Plan from 24,350,000 shares to 29,850,000 shares (an increase of 5,500,000 shares), extended the term of the Plan through May 16, 2029 and made certain other administrative changes to the Plan.

The Board of Directors of the Registrant previously approved a first amendment to the Plan (the “First Amendment”) on March 30, 2016, and the First Amendment was approved by the Registrant’s shareholders on May 25, 2016. The First Amendment amended the terms of the Plan to, among other things, increase the number of shares of Common Stock available for issuance under the plan from 10,000,000 shares to 24,350,000 shares.

These shares of Common Stock issuable under the Plan are additional securities of the same class as other securities for which Registration Statements on Form S-8 (Reg. Nos. 333-178828, 333-211610) were previously filed with the United States Securities and Exchange Commission (the “Commission”) on [December 30, 2011](#) and [May 25, 2016](#) respectively (the “Prior Registration Statements”). The information contained in the Prior Registration Statements is incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following documents are filed as part of this Registration Statement or incorporated by reference herein:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of Laredo Petroleum, Inc. (incorporated by reference to Exhibit 3.1 of Laredo’s Current Report on Form 8-K (File No. 001-35380) filed on December 22, 2011).
4.2	Certificate of Ownership and Merger, dated as of December 30, 2013 (incorporated by reference to Exhibit 3.1 of Laredo’s Current Report on Form 8-K (File No. 001-35380) filed on January 6, 2014).
4.3	Second Amended and Restated Bylaws of Laredo Petroleum, Inc. (incorporated by reference to Exhibit 3.3 of Laredo’s Annual Report on Form 10-K (File No. 001-35380) filed on February 17, 2016).
4.4	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 of Laredo’s Registration Statement on Form 8-A12B/A (File No. 001-35380) filed on January 7, 2014).
4.5	Laredo Petroleum, Inc. Omnibus Equity Incentive Plan, as amended and restated as of May 16, 2019 (incorporated by reference to Exhibit 10.1 of Laredo’s Current Report on Form 8-K (File No. 001-35380) filed on May 16, 2019).
5.1*	Opinion of Akin Gump Strauss Hauer & Feld LLP, as to the legality of the securities being registered hereby.
23.1*	Consent of Grant Thornton LLP.
23.2*	Consent of Ryder Scott Company, L.P.
23.3*	Consent of Akin Gump Strauss Hauer & Feld LLP (contained in Exhibit 5.1 filed herewith).
24.1*	Power of Attorney (set forth on the signature page of this Registration Statement).

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 17, 2019.

LAREDO PETROLEUM, INC.

By: /s/ Randy A. Foutch
Randy A. Foutch
Chairman of the Board and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Randy A. Foutch, Michael T. Beyer and Mark D. Denny, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments or supplements (including, without limitation, prospectus supplements, stickers and post-effective amendments) to this Registration Statement on Form S-8, and to file the same with all exhibits thereto and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated below on May 17, 2019.

<u>Signature</u>	<u>Title</u>
<u>/s/ Randy A. Foutch</u> Randy A. Foutch	Chairman of the Board and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Michael T. Beyer</u> Michael T. Beyer	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Frances Powell Hawes</u> Frances Powell Hawes	Director
<u>/s/ James R. Levy</u> James R. Levy	Director
<u>/s/ Pamela S. Pierce</u> Pamela S. Pierce	Director
<u>/s/ Dr. Myles W. Scoggins</u> Dr. Myles W. Scoggins	Director
<u>/s/ Edmund P. Segner, III</u> Edmund P. Segner, III	Director
<u>/s/ Peter R. Kagan</u> Peter R. Kagan	Director

Akin Gump

STRAUSS HAUER & FELD LLP

May 17, 2019

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

Re: Laredo Petroleum, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Laredo Petroleum, Inc., a Delaware corporation (the “*Company*”), in connection with the registration, pursuant to a registration statement on Form S-8 (the “*Registration Statement*”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “*Act*”), relating to the proposed issuance of up to 5,500,000 shares (the “*Shares*”) of the Company’s common stock, par value \$0.01 per share (“*Common Stock*”). The Shares were authorized for issuance pursuant to the Laredo Petroleum, Inc. Omnibus Equity Incentive Plan (amended and restated effective May 16, 2019) (the “*Plan*”). The Plan was approved by the Company’s Board of Directors on March 20, 2019, and by its stockholders at the Company’s annual meeting of stockholders held on May 16, 2019. This opinion letter is being furnished at the request of the Company 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 records of the Company and other certificates and documents of officials of the Company, 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, and the conformity to authentic original documents of all copies submitted to us as conformed, certified or reproduced copies. We have also assumed that (i) the certificates for the Shares, if certificated, will conform to the specimen thereof filed as an exhibit to the Registration Statement and upon issuance will have been duly countersigned by the transfer agent and duly registered by the registrar for the Common Stock or, if uncertificated, valid book-entry notations for the issuance of the Shares in uncertificated form will have been duly made in the share register of the Company, (ii) each award agreement setting forth the terms of each award granted pursuant to the Plan will be consistent with the Plan and will have been duly authorized and validly executed and delivered by the parties thereto, and (iii) at the time of each issuance of Shares, there will be sufficient shares of Common Stock authorized for issuance under the Company’s certificate of incorporation that have not otherwise been issued or reserved or committed for issuance, and (iv) the price per share paid for Shares issued pursuant to the Plan is not less than the par value of the Shares. 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, all of which we assume to be true, correct and complete.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations stated herein, we are of the opinion that when the Shares have been issued and delivered upon payment therefor in accordance with the terms of the Plan and the applicable award agreement, the Shares will be duly authorized, validly issued, fully paid and non-assessable.

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 the General Corporation Law of the State of Delaware.
- B. 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 or a change in any fact relating to the Company, any other person or any other circumstance.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. 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.

Very truly yours,

/s/ Akin Gump Strauss Hauer & Feld LLP
AKIN GUMP STRAUSS HAUER & FELD LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 14, 2019 with respect to the consolidated financial statements and internal control over financial reporting of Laredo Petroleum, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2018, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma
May 17, 2019



RYDER SCOTT COMPANY
PETROLEUM CONSULTANTS

TBPE REGISTERED ENGINEERING FIRM F-1580
1100 LOUISIANA SUITE 4600

HOUSTON, TEXAS 77002-5294

FAX (713) 651-0849
TELEPHONE (713) 651-9191

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

Ryder Scott Company, L.P. hereby consents to the incorporation by reference in this Registration Statement on Form S-8 and any amendments thereto pertaining to Laredo Petroleum, Inc. Omnibus Equity Incentive Plan, as amended and restated on May 16, 2019, of its reports regarding those quantities estimated by Ryder Scott of proved reserves of Laredo Petroleum, Inc. and its subsidiaries, the future net revenues from those reserves and their present value for the years ended December 31, 2018, 2017 and 2016. Ryder Scott Company, L.P. further consents to the reference to this firm under the heading "Experts" in the Registration Statement and related prospectus, as applicable.

/s/ Ryder Scott Company, L.P.

RYDER SCOTT COMPANY, L.P.
TBPE Firm Registration No. F 1580

Houston, Texas
May 17, 2019

SUITE 800, 350 7TH AVENUE, S.W.
621 17TH STREET, SUITE 1550

CALGARY, ALBERTA T2P 3N9
DENVER, COLORADO 80293-1501

TEL (403) 262-2799
TEL (303) 623-9147

FAX (403) 262-2790
FAX (303) 623-4258
