

ANTERO RESOURCES Corp
Form SC 13G
February 17, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Antero Resources Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

03674X 106

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the

Act (however, see the Notes).

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CUSIP No. 03674X 106

13G

| | |
|----|---|
| 1 | Name of Reporting Persons Warburg Pincus Private Equity VIII, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
| 8 | Shared Dispositive Power 207,165,909 (1) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 207,165,909(1)(2) |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row 9 79.1%(2)(3) |
| 12 | Type of Reporting Person PN |

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of its economic interest in the Common Stock.

(2) See Item 4.

(3) Calculations are based upon 262,067,246 shares of common stock of the Issuer outstanding, as of October 31, 2014, as stated in the Form 10-Q of the Issuer filed with the U.S. Securities and Exchange Commission on November 5, 2014.

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| | |
|----|---|
| 1 | Name of Reporting Persons Warburg Pincus Netherlands Private Equity VIII, C.V. I |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization The Netherlands |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
| 8 | Shared Dispositive Power 207,165,909 (1) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 207,165,909 (1)(2) |
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| | |
|----|---|
| 1 | Name of Reporting Persons WP WPVIII Investors, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
| 8 | Shared Dispositive Power 207,165,909(1) |
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| | |
|----|---|
| 1 | Name of Reporting Persons Warburg Pincus Private Equity X, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
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| | |
|----|---|
| 1 | Name of Reporting Persons Warburg Pincus X Partners, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
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| | |
|----|---|
| 1 | Name of Reporting Persons Warburg Pincus Private Equity X O&G, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
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| | |
|----|---|
| 1 | Name of Reporting Persons WP Antero, LLC |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
| 8 | Shared Dispositive Power 207,165,909(1) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 207,165,909 (1)(2) |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row 9 79.1% (2)(3) |
| 12 | Type of Reporting Person OO |

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|----|---|
| 1 | Name of Reporting Persons Warburg Pincus X, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
| 8 | Shared Dispositive Power 207,165,909 (1) |
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|----|---|
| 1 | Name of Reporting Persons Warburg Pincus X GP L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
| 8 | Shared Dispositive Power 207,165,909 (1) |
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| | |
|----|---|
| 1 | Name of Reporting Persons WP WPVIII Investors GP L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
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|----|---|
| 1 | Name of Reporting Persons WPP GP LLC |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
| 8 | Shared Dispositive Power 207,165,909 (1) |
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| | |
|----|---|
| 1 | Name of Reporting Persons Warburg Pincus Partners, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
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| 1 | Name of Reporting Persons Warburg Pincus Partners GP LLC |
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| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization Delaware |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
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|----|---|
| 1 | Name of Reporting Persons Warburg Pincus & Co. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization New York |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
| 8 | Shared Dispositive Power 207,165,909 (1) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 207,165,909 (1)(2) |
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| | |
|----|---|
| 1 | Name of Reporting Persons Warburg Pincus LLC |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization New York |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
| 7 | Sole Dispositive Power 0 |
| 8 | Shared Dispositive Power 207,165,909 (1) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 207,165,909 (1)(2) |
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|----|---|
| 1 | Name of Reporting Persons Charles R. Kaye |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization United States |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
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| 12 | Type of Reporting Person IN |

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|----|---|
| 1 | Name of Reporting Persons Joseph P. Landy |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization United States |
| 5 | Sole Voting Power 0 |
| 6 | Shared Voting Power 207,165,909 (1) |
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SCHEDULE 13G

This Amendment No. 1 (this Amendment) amends and restates in its entirety the Schedule 13G filed on February 14, 2014 (the Original Schedule 13G) and together with the Amendment, the Schedule 13G).

Item 1(a)

Name of Issuer.

The name of the issuer is Antero Resources Corporation, a Delaware corporation (the Issuer).

Item 1(b)

Address of Issuer's Principal Executive Offices.

The principal executive offices of the Issuer are located at 1615 Wynkoop Street, Denver, Colorado 80202.

Item 2(a)

Name of Person Filing.

This Schedule 13G is filed on behalf of Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership (WP VIII), and its two affiliated partnerships Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands (WP VIII CV I), and WP-WPVIII Investors, L.P., a Delaware limited partnership (WP-WPVIII Investors) and, together with WP VIII and WP VIII CV I, the WP VIII Funds; Warburg Pincus Private Equity X, L.P., a Delaware limited partnership (WP X), and Warburg Pincus X Partners, L.P., a Delaware limited partnership (WP X Partners) and together with WP X, the WP X Funds, and Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership (WP X O&G), through their beneficial interest in WP Antero, LLC, a Delaware limited liability company (WP Antero). WP Antero is an indirect subsidiary of WP X, WP X O&G and WP-WPVIII Investors, and a direct subsidiary of WP X Partners and the WP VIII Funds; Warburg Pincus X, L.P., a Delaware limited partnership (WP X GP), the general partner of the WP X Funds and WP X O&G; Warburg Pincus X GP L.P., a Delaware limited partnership (WP X GP LP), the general partner of WP X GP; WP-WPVIII Investors GP L.P., a Delaware limited partnership (WP-WPVIII GP LP), is the general partner of WP-WPVIII Investors; WPP GP LLC, a Delaware limited liability company (WPP GP LLC), the general partner of WP X GP LP and WP-WPVIII GP LP. Warburg Pincus & Co., a New York general partnership (WP), the managing member of Warburg Pincus Partners GP LLC, a Delaware limited liability company (WP Partners GP), which is the general partner of Warburg Pincus Partners, L.P., a Delaware limited partnership (WP Partners), which is the managing member of WPP GP LLC and the general partner of WP VIII and WP VIII CV I; Warburg Pincus LLC, a New York limited liability company (WP LLC), the manager of the WP VIII Funds, the WP X Funds, and WP X O&G; and Charles R. Kaye and Joseph P. Landy, each a Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC who may be deemed to control the Warburg Pincus Reporting Persons (as defined below).

Each of Messrs. Kaye and Landy, together with the WP VIII Funds, the WP X Funds, WP X O&G, WP Antero, WP X GP, WP X GP LP, WP-WPVIII GP LP, WPP GP LLC, WP Partners, WP Partners GP, WP and WP LLC are collectively referred to herein as the Warburg Pincus Reporting Persons.

Item 2(b)

Address of Principal Business Office.

The principal business address of each of the Warburg Pincus Reporting Persons is 450 Lexington Avenue, New York, New York 10017.

Item 2(c)

Citizenship.

See Item 2(a).

Item 2(d)

Title of Class of Securities.

Common Stock, par value \$1.00 per share (the Common Stock).

Item 2(e) CUSIP Number.

03674X 106

Item 3 If this statement is filed pursuant to §§240.13d 1(b) or 240.13d 2(b) or (c), check whether the person filing is a:

- | | | |
|-----|---|---|
| | x | Not Applicable |
| (a) | o | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o); |
| (b) | o | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c); |
| (c) | o | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); |
| (d) | o | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a 8); |
| (e) | o | An investment adviser in accordance with §240.13d 1(b)(1)(ii)(E); |
| (f) | o | An employee benefit plan or endowment fund in accordance with §240.13d 1(b)(1)(ii)(F); |
| (g) | o | A parent holding company or control person in accordance with §240.13d 1(b)(1)(ii)(G); |
| (h) | o | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | o | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a 3); |
| (j) | o | A non-U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J); |
| (k) | o | Group, in accordance with §240.13d 1(b)(1)(ii)(K). |

Item 4 **Ownership.**

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover page hereto for each Warburg Pincus Reporting Person and is incorporated herein by reference for each such Warburg Pincus Reporting Person.

Pursuant to the limited liability company agreement of Antero Investment (the Antero LLC Agreement), the disposition of any shares of the Common Stock (as defined in Item 2(d) of this Schedule 13G) held by Antero Resources Investment LLC (Antero Investment) requires the approval of the director appointed by WP Antero (as defined in Item 2(a) of this Schedule 13G) and at least 69% of the voting interests in Antero Investment. Thus, for the purposes of Rule 13d-3 promulgated under the Securities and Exchange Act of 1934, as amended (the Exchange Act), each Warburg Pincus Reporting Person may be deemed to have shared dispositive power with respect to the 207,165,909 shares of Common Stock (approximately 79.1% of the outstanding shares of Common Stock) held directly by Antero Investment.

WP Antero holds a 38.4% voting interest, and a minority economic interest that is determined based on a multi-level waterfall, in Antero Investment, which directly owns the shares of Common Stock reported on this Schedule 13G. Each of the WP VIII Funds, the WP X Funds and WP X O&G holds a beneficial interest in WP Antero. Also pursuant to the Antero LLC Agreement, the board of directors of Antero Investment has the authority to vote the shares of Common Stock held by Antero Investment in its discretion with respect to matters deemed ordinary course, including the election of directors, the ratification of the auditor, the approval of incentive compensation plans and proposals submitted by other stockholders. On all other matters, the board of directors of Antero Investment is required to vote the shares of Common Stock in equal proportion to the vote cast by members holding voting units relative to all outstanding voting units.

Each Warburg Pincus Reporting Person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock. Each of Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any Common Stock, other than the Common Stock owned of record by Mr. Kaye or Mr. Landy, respectively.

Item 5 **Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the Warburg Pincus Reporting Person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6 **Ownership of More than Five Percent on Behalf of Another Person.**

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, in excess of 5% of the total outstanding Common Stock.

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Inapplicable.

Item 8

Identification and Classification of Members of the Group.

The Warburg Pincus Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)-3 of the Exchange Act. The joint filing agreement among the Warburg Pincus Reporting Persons to file this Schedule 13G jointly in accordance with Rule 13d-1(k) of the Exchange Act is attached hereto as Exhibit 99.1. Each Warburg Pincus Reporting Person other than Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of the greater of the Shared Voting Power listed above and its economic interest in the Common Stock. Each of Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any Common Stock, other than the Common Stock owned of record by Mr. Kaye or Mr. Landy, respectively.

Item 9

Notice of Dissolution of Group.

Inapplicable.

Item 10
Inapplicable.

Certification.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2015

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg Pincus Partners, L.P., its general partner
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

WARBURG PINCUS NETHERLANDS PRIVATE EQUITY VIII, C.V. I

By: Warburg Pincus Partners, L.P., its general partner
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

WP WPVIII INVESTORS, L.P.

By: WP WPVIII Investors GP L.P., its general partner
By: WPP GP LLC, its general partner
By: Warburg Pincus Partners, L.P., its managing member
By: Warburg Pincus Partners GP LLC, its general partner
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

WARBURG PINCUS PRIVATE EQUITY X, L.P.

By: Warburg Pincus X, L.P., its general partner
By: Warburg Pincus X GP L.P., its general partner
By: WPP GP LLC, its general partner
By: Warburg Pincus Partners, L.P., its managing member
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By: Warburg Pincus & Co., its managing member

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By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

WARBURG PINCUS X PARTNERS, L.P.

By: Warburg Pincus X, L.P., its general partner
By: Warburg Pincus X GP L.P., its general partner
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Name: Robert B. Knauss
Title: Partner

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By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

WP ANTERO, LLC

By: WP Antero Holdco, LLC, its managing member
By: WP Antero Topco, Inc. its managing member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Director

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WARBURG PINCUS & CO.

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

WARBURG PINCUS LLC

By: /s/ Robert B. Knauss

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| | |
|--------|-------------------|
| Name: | Robert B. Knauss |
| Title: | Managing Director |

CHARLES R. KAYE

By: /s/ Robert B. Knauss
Robert B. Knauss, Attorney-in-Fact*

JOSEPH P. LANDY

By: /s/ Robert B. Knauss
Robert B. Knauss, Attorney-in-Fact*

* The Power of Attorney given by each of Warburg Pincus & Co., Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on November 26, 2013 as an exhibit to a statement on Form 4 filed by Warburg Pincus Private Equity IX, L.P. with respect to Laredo Petroleum Holdings, Inc. and is hereby incorporated by reference.

Schedule 13G Signature Page

JOINT FILING AGREEMENT
PURSUANT TO RULE 13D-1(K)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing an additional joint filing agreement. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate. This joint filing agreement may be executed in any number of counterparts and all of such counterparts taken together shall constitute one and the same instrument.

Date: February 13, 2015

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Name: Robert B. Knauss
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Joint Filing Agreement Signature Page

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Name: Robert B. Knauss
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WARBURG PINCUS & CO.

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Partner

WARBURG PINCUS LLC

By: /s/ Robert B. Knauss

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Name: Robert B. Knauss
Title: Managing Director

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CHARLES R. KAYE

By: /s/ Robert B. Knauss
Robert B. Knauss, Attorney-in-Fact*

JOSEPH P. LANDY

By: /s/ Robert B. Knauss
Robert B. Knauss, Attorney-in-Fact*

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