

Kosmos Energy Ltd.
Form 4
October 15, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Krieger David Benjamin

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Kosmos Energy Ltd. [KOS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/10/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| | | | | | | | \$ |
| Common Shares | 10/10/2014 | | S | | 8,250,000 | D | 9.33 |
| | | | | | | | (1) |
| | | | | | 118,008,651 | I | |
| | | | | | | | See Footnotes (2) (3) (4) (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Krieger David Benjamin C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | | | |

Signatures

/s/ David B. Krieger
10/15/2014
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This amount represents the per share price of common shares (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") sold by the underwriters in connection with a secondary offering of the Issuer which closed on October 10, 2014 (the "Offering"). The material terms of the Offering are described in the prospectus supplement, dated October 6, 2014, filed by the Issuer with the Securities and Exchange Commission on October 8, 2014.
- (2) Reflects the aggregate number of Common Shares directly owned by Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WPPE VIII"), together with two affiliated limited partnerships, Warburg Pincus Netherlands Private Equity VIII I, C.V., a company incorporated under the laws of the Netherlands ("WPVIII I CV") and WP-WPVIII Investors, L.P., a Delaware limited partnership ("WP-WPVIII Investors", together with WPVIII I CV and WPPE VIII, "WP VIII"), and Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP LP"), together with two affiliated limited partnerships, Warburg Pincus Netherlands International Partners I, C.V., a company incorporated under the laws of the Netherlands ("WPIP I CV") and WP-WPIP Investors, L.P., a Delaware limited partnership ("WP-WPIP Investors", together with WPIP I CV and WPIP LP, "WPIP").
- (3) Warburg Pincus Partners L.P., a Delaware limited partnership ("WP Partners LP"), is the general partner of WPPE VIII and WPIP LP. Warburg Pincus Partners GP, LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners LP. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP. WP VIII and WPIP are managed by Warburg Pincus LLC, a New York Limited Liability Company ("WP LLC").
- (4) Charles R. Kaye and Joseph P. Landy are each a Managing General Partner of WP and a Managing Member and Co-Chief Executive Officers of WP LLC. Mr. Krieger is a Partner of WP and a Managing Director and Member of WP LLC. By reason of the provisions of

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Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as a Partner of WP and a Managing Director and Member of WP LLC, Mr. Krieger may be deemed to be the beneficial owner of the Common Shares held by WP VIII and WPIP.

- Pursuant to Rule 16a-1(a)(4) of the Exchange Act, Mr. Krieger herein states that this filing shall not be deemed an admission that he is the beneficial owner of any of the Common Shares covered hereby. Mr. Krieger disclaims beneficial ownership of such Common Shares,
- (5) except to the extent of his pecuniary interest in such Common Shares. This Form 4 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose or that any reporting person or other person has an obligation to file this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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