

Kosmos Energy Ltd.
Form 4
October 10, 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 *
Blackstone Holdings III L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

___ Form filed by One Reporting Person
X 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		6,330,589	D	\$ 9.33
							90,424,370
							(1)
							\$
Common Shares	10/10/2014		S		103,240	D	\$ 9.33
							1,474,644
							(1)
							\$
Common Shares	10/10/2014		S		162,720	D	\$ 9.33
							2,394,968
							(1)
							\$
Common Shares	10/10/2014		S		135,106	D	\$ 9.33
							1,988,529
							9.33

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					<u>(1)</u>				<u>(5)</u> <u>(7)</u> <u>(8)</u>	
Common	10/10/2014		S	18,345	D	\$	9.33	270,001	I	See
Shares							<u>(1)</u>			Footnotes
										<u>(6)</u> <u>(7)</u> <u>(8)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

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. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P.		X		

345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings III GP Management L.L.C.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Group L.P.
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Group Management L.L.C.
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

X

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Signatures

/s/ John G. Finley, Chief Legal Officer, Blackstone Holdings III GP Management L.L.C.,
general partner of Blackstone Holdings III GP L.P. general partner of Blackstone Holdings III
L.P.

10/10/2014

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, BCP IV GP L.L.C., general partner of Blackstone
Management Associates (Cayman) IV L.P.

10/10/2014

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer of Blackstone Family GP L.L.C.

10/10/2014

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, Blackstone Holdings III GP Management L.L.C.,
general partner of Blackstone Holdings III GP L.P.

10/10/2014

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer for Blackstone Holdings III GP Management L.L.C.

10/10/2014

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, Blackstone Group Management L.L.C., general
partner of The Blackstone Group L.P.

10/10/2014

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer of Blackstone Group Management L.L.C.

10/10/2014

__Signature of Reporting Person

Date

/s/ Stephen A. Schwarzman

10/10/2014

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 \$9.33 price per common share, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") received by the Blackstone Funds (as defined below) in an underwritten secondary block trade.
- (2) These Common Shares are held by Blackstone Capital Partners (Cayman) IV L.P. ("BCP Cayman IV").
- (3) These Common Shares are held by Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP Cayman IV-A").
- (4) These Common Shares are held by Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP").
- (5) These Common Shares are held by Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. ("BFIP SMD").
- (6) These Common Shares are held by Blackstone Participation Partnership (Cayman) IV L.P. ("BPP", together with BCP Cayman IV, BCP Cayman IV-A BFIP and BFIP SMD, the "Blackstone Funds").
- The general partner of BFIP SMD is Blackstone Family GP L.L.C. which is controlled by Mr. Stephen A. Schwarzman, its founder. The general partner of BCP Cayman IV and BCP Cayman IV-A is Blackstone Management Associates (Cayman) IV L.P. ("BMA"). A general partner of BMA, BFIP, and BPP is BCP IV GP L.L.C ("BCP IV"). Blackstone Holdings III L.P. is the sole member of BCP IV.
- (7) The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is controlled by Mr. Stephen A. Schwarzman, its founder.
- (8) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

Remarks:

Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system.

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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