

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 *
BCP IV GP L.L.C.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____ X Form filed by More than One Reporting Person

NEW YORK, NY 10154

(City) (State) (Zip)

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 |

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| | | | | | | | | |
|---------------|------------|---|--------|---|------|---------|---|---------------|
| | | | | | (1) | | | (5) (7) (8) |
| Common Shares | 10/10/2014 | S | 18,340 | D | 9.33 | 270,001 | I | See Footnotes |
| | | | | | (1) | | | (6) (7) (8) |

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. SEC 1474 (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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BCP IV GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| BLACKSTONE CAPITAL PARTNERS CAYMAN IV LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| BLACKSTONE CAPITAL PARTNERS CAYMAN IV- A LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A LP C/O THE BLACKSTONE GROUP L.P. | | X | | |

345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Participation Partnership (Cayman) IV L.P.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Signatures

/s/ John G. Finley, Chief Legal Officer of BCP IV GP L.L.C.

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., general partner of Blackstone Capital Partners (Cayman) IV 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., general partner of Blackstone Capital Partners (Cayman) IV-A 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 Family Investment Partnership (Cayman) IV-A L.P.

10/10/2014

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, Blackstone Family GP L.L.C. general partner of Blackstone Family Investment Partnership (Cayman) IV-A SMD 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 Participation Partnership (Cayman) IV L.P.

10/10/2014

__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 \$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, the "Blackstone Funds").

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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 4 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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