Kosmos Energy Ltd.
Form 4
July 17, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARBURG PINCUS & CO.

(Last) (First) (Middle)

450 LEXINGTON AVENUE, NEW YORK

(Street)

NY, 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)
07/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	07/15/2014		S		5,210,130	D	$ 9.85 (1)	61,178,611	D (2)	
Common Shares	07/15/2014		S		5,153,243	D	$ 9.85 (1)	60,510,727	D (3)	
Common Shares	07/15/2014		S		10,752,500	D	$ 9.85 (1)	126,258,651	I	See Footnotes (4) (5) (6) (8)
Common Shares	07/15/2014		S		10,752,500	D	$ 9.85	126,258,651	I	See Footnote

(1) (7) (8)

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)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK NY, NY 10017	X	X		
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus Partners LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Private Equity VIII, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus International Partners, L.P. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		

KAYE CHARLES R C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X
Landy Joseph P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X

Signatures

By: Warburg Pincus & Co., By: /s/ Robert B. Knauss, Partner	07/17/2014
**Signature of Reporting Person	Date
By: Warburg Pincus LLC, By: /s/ Robert B. Knauss, Managing Director	07/17/2014
**Signature of Reporting Person	Date
By: Warburg Pincus Partners LLC, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Partner	07/17/2014
**Signature of Reporting Person	Date
By: Warburg Pincus Private Equity VIII, L.P., By: Warburg Pincus Partners LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Partner	07/17/2014
**Signature of Reporting Person	Date
By: Warburg Pincus International Partners, L.P., By: Warburg Pincus Partners LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Robert B. Knauss, Partner	07/17/2014
**Signature of Reporting Person	Date
By: Charles R. Kaye, By: /s/ Robert B. Knauss, Attorney-in-Fact*	07/17/2014
**Signature of Reporting Person	Date
By: Joseph P. Landy, By: /s/ Robert B. Knauss, Attorney-in-Fact*	07/17/2014
**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 $9.92 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 July 15, 2014 (the "Offering"), less the underwriting discount of $0.07 per share. The material terms of the Offering are described in the prospectus supplement, dated July 9, 2014, filed by the Issuer with the U.S. Securities and Exchange Commission (the "SEC") on July 11, 2014.
(2)	Reflects the number of Common Shares directly owned by Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WPPE VIII"). This number does not include the number of Common Shares held by Warburg Pincus Netherlands Private Equity VIII I C.V., a company incorporated under the laws of the Netherlands ("WP VIII I CV") and WP-WPVIII Investors, L.P., a Delaware limited partnership ("WP-WPVIII Investors"), which are limited partnerships affiliated with WPPE VIII (WP VIII I CV and WP-WPVIII Investors, together with WPPE VIII, "WP VIII"). Each of WP VIII I CV and WP-WPVIII Investors own 1,773,765 Common Shares and 176,944 Common Shares, respectively.

(3) Reflects the number of Common Shares directly owned by Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP LP"). This number does not include the number of Common Shares held by 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"), which are limited partnerships affiliated with WPIP LP (WPIP I CV and WP-WPIP Investors, together with WPIP LP, "WPIP"). Each of WPIP I CV and WP-WPIP Investors own 2,525,177 Common Shares and 93,427 Common Shares, respectively.

(4) Reflects the aggregate number of Common Shares directly owned by WP VIII and WPIP.

(5) Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners") and a direct subsidiary of Warburg Pincus & Co., a New York general partnership ("WP"), is (i) the general partner of WPPE VIII and WPIP LP, (ii) the sole member of WP-WPVIII Investors LLC, a Delaware limited liability company ("WP-WPVIII GP"), which is the general partner of WP-WPVIII Investors, and (iii) the sole member of WP-WPIP Investors LLC, a Delaware limited liability company ("WP-WPIP GP"), which is the general partner of WP-WPIP Investors. WP is the managing member of WP Partners. WP VIII and WPIP are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC").

(6) Charles R. Kaye is a Managing General Partner of WP and a Managing Member and Co-Chief Executive Officer of WP LLC. Pursuant to Rule 16a-1 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), WP Partners, WP, WP LLC, WP-WPVIII GP, WP-WPIP GP and Mr. Kaye may be deemed to be the beneficial owners of any securities reported herein that may be deemed to be beneficially owned by WP VIII and WPIP.

(7) Joseph P. Landy is a Managing General Partner of WP and a Managing Member and Co-Chief Executive Officer of WP LLC. Pursuant to Rule 16a-1 of the Exchange Act, Mr. Landy may be deemed to be the beneficial owner of any securities reported herein that may be deemed to be beneficially owned by WP VIII and WPIP. Mr. Landy is also a director of the Issuer.

(8) Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of WP VIII, WPIP, WP-WPVIII GP, WP-WPIP GP, WP Partners, WP, WP LLC, Mr. Kaye and Mr. Landy herein state that this filing shall not be deemed an admission that he or it is the beneficial owner of any such Common Shares covered hereby. Each of WP VIII, WPIP, WP-WPVIII GP, WP-WPIP GP, WP Partners, WP, WP LLC, Mr. Kaye and Mr. Landy disclaims beneficial ownership of such Common Shares, except to the extent of its or 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.

Remarks:

Director by Deputization - WP VIII, WPIP, WP-WPVIII GP, WP-WPIP GP, WP Partners and WP (collectively, the "Warburg

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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