# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESM

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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1. Name and Address of Reporting Person <sup>*</sup>			2. Date of Event Requiring Statement (Month/Day/Year) 05/11/2011	3. Issuer Name <b>and</b> Ticker or Trading Symbol Kosmos Energy Ltd. [KOS]			
Dailly Paul A		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)		
I	t) (First) (Middle) KOSMOS ENERGY, LLC, 8176 RK LANE, SUITE 500			Х	Director  Officer (give title below)	10% Owner Other (specify below)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person
(Street) DALLAS	TX	75231			Senior VP, Exp	,	Form filed by More than One Reporting Person
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Beneficially Owned					
1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock (1)	0 (1)	D			

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	- I		Securities Underlying Derivative Security (Instr.		Conversion or Excercise	Conversion Ownership Form:	6. Nature of Indirect Beneficial Ownership
	Date Exercisable	Expiration Date	Title	Amount or Number of SharesM		or Indirect (I) (Instr. 5)	(Instr. 5)

### **Explanation of Responses:**

1. The reporting person does not hold securities of the Issuer. The reporting person currently holds units in Kosmos Energy Holdings, the Issuer's predecessor. In connection with a corporate reorganization, which will involve Kosmos Energy Holdings becoming wholly-owned by the Issuer and will be completed on or prior to the closing of the Issuer's initial public offering described in the prospectus dated May 11, 2011, the reporting person will receive common shares and restricted shares of the Issuer in exchange for his vested and unvested units in Kosmos Energy Holdings, respectively.

/s/ Phillip Feiner, as
Attorney-in-Fact

\*\* Signature of Reporting
Person

Date

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

- \* If the form is filed by more than one reporting person, see Instruction 5(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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of W. Greg Dunlevy, William S. Hayes and Phillip Feiner as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person of Kosmos Energy Ltd. (the "Company") pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act;
- do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of either of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by either of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as either of such attorneys-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that either of such attorneys-in-fact, or the substitute or substitutes of either of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS	SS WHEREOF, the undersigned has caused this Power of Attorney to be	executed as of this 9 th day of May, 2011.
Signature:	/s/ Paul Dailly	
Name:	Paul Dailly	