

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	December 31, 2014
Estimated average burden hours per response	0.5

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* Blackstone Holdings III L.P. <hr/> (Last) (First) (Middle) C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE <hr/> (Street) NEW YORK NY 10154 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/11/2011	3. Issuer Name and Ticker or Trading Symbol Kosmos Energy Ltd. [KOS]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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)

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares ^M			
Series A Convertible Preferred Units	(1)	(1)	Common Shares	67,046,010	\$ (1)	I	See Footnotes (2) (7) (8)
Series B Convertible Preferred Units	(1)	(1)	Common Shares	45,478,980	\$ (1)	I	See Footnotes (2) (7) (8)
Series C Convertible Preferred Units	(1)	(1)	Common Shares	1,984,092	\$ (1)	I	See Footnotes (2) (7) (8)
C1 Units	(1)	(1)	Common Shares	3,807,630	\$ (1)	I	See Footnotes (2) (7) (8)
Series A Convertible Preferred Units	(1)	(1)	Common Shares	1,093,390	\$ (1)	I	See Footnotes (3) (7) (8)
Series B Convertible Preferred Units	(1)	(1)	Common Shares	741,674	\$ (1)	I	See Footnotes (3) (7) (8)
Series C Convertible Preferred Units	(1)	(1)	Common Shares	32,357	\$ (1)	I	See Footnotes (3) (7) (8)
C1 Units	(1)	(1)	Common Shares	62,094	\$ (1)	I	See Footnotes (3) (7) (8)
Series A Convertible Preferred Units	(1)	(1)	Common Shares	1,845,716	\$ (1)	I	See Footnotes (4) (7) (8)
Series B Convertible Preferred Units	(1)	(1)	Common Shares	1,122,345	\$ (1)	I	See Footnotes (4) (7) (8)
Series C Convertible Preferred Units	(1)	(1)	Common Shares	52,350	\$ (1)	I	See Footnotes (4) (7) (8)
C1 Units	(1)	(1)	Common Shares	100,460	\$ (1)	I	See Footnotes (4) (7) (8)
Series A Convertible Preferred Units	(1)	(1)	Common Shares	1,532,489	\$ (1)	I	See Footnotes (5) (7) (8)
Series B Convertible Preferred Units	(1)	(1)	Common Shares	931,875	\$ (1)	I	See Footnotes (5) (7) (8)
Series C Convertible Preferred Units	(1)	(1)	Common Shares	43,466	\$ (1)	I	See Footnotes (5) (7) (8)
C1 Units	(1)	(1)	Common Shares	83,413	\$ (1)	I	See Footnotes (5) (7) (8)
Series A Convertible Preferred Units	(1)	(1)	Common Shares	208,082	\$ (1)	I	See Footnotes (6) (7) (8)
Series B Convertible Preferred Units	(1)	(1)	Common Shares	126,533	\$ (1)	I	See Footnotes (6) (7) (8)
Series C Convertible Preferred Units	(1)	(1)	Common Shares	5,899	\$ (1)	I	See Footnotes (6) (7) (8)
C1 Units	(1)	(1)	Common Shares	11,325	\$ (1)	I	See Footnotes (6) (7) (8)

Explanation of Responses:

- The securities underlying the derivative securities reported herein are issuable pursuant to the corporate reorganization (the "Corporate Reorganization") that will be completed simultaneously with, or prior to the closing (the "Closing") of the initial public offering of common shares, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd., in exchange for the outstanding units of Kosmos Energy Holdings ("KEH"), which units are exchangeable pursuant to the Fourth Amended and Restated Operating Agreement of KEH upon the Closing based on the pre-offering equity value of such convertible preferred units.
- These securities are held by Blackstone Capital Partners (Cayman) IV L.P. ("BCP Cayman IV"). Pursuant to the Corporate Reorganization, BCP Cayman IV has the right to acquire as of the date of this filing 118,316,711 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.
- These securities are held by Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP Cayman IV-A"). Pursuant to the Corporate Reorganization, BCP Cayman IV-A has the right to acquire as of the date of this filing 1,929,515 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.
- These securities are held by Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP"). Pursuant to the Corporate Reorganization, BFIP has the right to acquire as of the date of this filing 3,120,870 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.

5. These securities are held by Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. ("BFIP SMD"). Pursuant to the Corporate Reorganization, BFIP SMD has the right to acquire as of the date of this filing 2,591,243 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.
6. These securities are held by Blackstone Participation Partnership (Cayman) IV L.P. ("BPP"). Pursuant to the Corporate Reorganization, BPP has the right to acquire as of the date of this filing 351,839 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.
7. 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. The general partner of Blackstone Holdings III GP 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, BCP IV GP L.L.C., Blackstone Capital Partners (Cayman) IV L.P., Blackstone Capital Partners (Cayman) IV-A L.P., Blackstone Family Investment Partnership (Cayman) IV-A L.P., Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P., and Blackstone Participation Partnership (Cayman) IV L.P. have filed a separate Form 3.

/s/ Robert L. Friedman,
Authorized Person,
Blackstone Holdings III GP
Management L.L.C., 05/11/2011
General Partner of
Blackstone Holdings III GP
L.P., General Partner of
Blackstone Holdings III L.P.

** Signature of Reporting
 Person Date

/s/ Robert L. Friedman,
Senior Managing Director,
BCP IV GP L.L.C., general 05/11/2011
partner of Blackstone
Management Associates
(Cayman) IV L.P.

** Signature of Reporting
 Person Date

/s/ Robert L. Friedman,
Senior Managing Director 05/11/2011
for Blackstone Family GP
L.L.C.

** Signature of Reporting
 Person Date

/s/ Robert L. Friedman,
Authorized Person,
Blackstone Holdings III GP
Management L.L.C., 05/11/2011
General Partner of
Blackstone Holdings III
G.P. L.P.

** Signature of Reporting
 Person Date

/s/ Robert L. Friedman,
Authorized Person for 05/11/2011
Blackstone Holdings III GP
Management L.L.C.

** Signature of Reporting
 Person Date

/s/ Kathleen Skero,
Managing Director,
Principle Accounting
Officer, and Assistant 05/11/2011
Secretary, Blackstone
Group Management
L.L.C., General Partner of
The Blackstone Group L.P.

** Signature of Reporting
 Person Date

/s/ Kathleen Skero,
Managing Director,
Principle Accounting
Officer, and Assistant 05/11/2011
Secretary for Blackstone
Group Management L.L.C.

** Signature of Reporting
 Person Date

/s/ Stephen A.
Schwarzman

05/11/2011

** 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.