

OMB APPROVAL	
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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* WARBURG PINCUS & CO <hr/> (Last) (First) (Middle) 450 LEXINGTON AVENUE, NEW YORK <hr/> (Street) NY NY 100173147 <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	42,477,931	\$ (1)	D (2)	
Series B Convertible Preferred Units	(1)	(1)	Common Shares	28,664,667	\$ (1)	D (2)	
Series C Convertible Preferred Units	(1)	(1)	Common Shares	1,254,447	\$ (1)	D (2)	
C1 Units	(1)	(1)	Common Shares	2,372,092	\$ (1)	D (2)	
Series A Convertible Preferred Units	(1)	(1)	Common Shares	42,014,200	\$ (1)	D (3)	
Series B Convertible Preferred Units	(1)	(1)	Common Shares	28,351,734	\$ (1)	D (3)	
Series C Convertible Preferred Units	(1)	(1)	Common Shares	1,240,739	\$ (1)	D (3)	
C1 Units	(1)	(1)	Common Shares	2,418,984	\$ (1)	D (3)	
Series A Convertible Preferred Units	(1)	(1)	Common Shares	87,664,716	\$ (1)	I	See Footnote (4)
Series B Convertible Preferred Units	(1)	(1)	Common Shares	59,157,300	\$ (1)	I	See Footnote (4)
Series C Convertible Preferred Units	(1)	(1)	Common Shares	2,588,876	\$ (1)	I	See Footnote (4)
C1 Units	(1)	(1)	Common Shares	4,968,245	\$ (1)	I	See Footnote (4)

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 units.
- Pursuant to the Corporate Reorganization, Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WPPE VIII"), has the right to acquire as of the date of this filing 74,769,137 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011. Pursuant to the Corporate Reorganization, two affiliated limited partnerships of WPPE VIII (collectively, and together with WPPE VIII, "WP VIII") have the right to acquire as of the date of this filing 2,167,693 Common Shares and 216,337 Common Shares, respectively, in connection with the Closing.
- Pursuant to the Corporate Reorganization, Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIIP LP"), has the right to acquire as of the date of this filing 74,025,658 Common Shares in connection with the Closing. Pursuant to the Corporate Reorganization, two affiliated limited partnerships of WPIIP LP (collectively, and together with WPIIP LP, "WPIIP") have the right to acquire as of the date of this filing 3,086,130 Common Shares and 114,183 Common Shares, respectively, in connection with the Closing.
- Warburg Pincus Partners, LLC, a New York limited liability company ("WP Partners") and direct subsidiary of Warburg Pincus & Co., a New York general partnership ("WP"), is the sole general partner of WPPE VIII and WPIIP LP. WP is the managing member of WP Partners. WP VIII and WPIIP are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC"). Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC. Pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, WP, WP Partners, WP LLC, Mr. Kaye and Mr. Landy may be deemed to be the beneficial owners of any securities reported herein that may be deemed to be beneficially owned by WP VIII or WPIIP. Each of WP VIII, WPIIP, WP, WP Partners, WP LLC, Mr. Kaye and Mr. Landy disclaims beneficial ownership with respect to any Common Shares in which they do not have a direct pecuniary interest.

Remarks:

- * - Power of Attorney given by Mr. Kaye was previously filed with the U.S. Securities and Exchange Commission ("SEC") on March 2, 2006 as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.
- ** - Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.

/s/ Scott A. Arenare, Partner
of Warburg Pincus & Co. 05/11/2011

** Signature of Reporting
Person Date

/s/ Scott A. Arenare,
Managing Director of 05/11/2011
Warburg Pincus LLC

** Signature of Reporting
Person Date

/s/ Scott A. Arenare, Partner
of Warburg Pincus & Co.,
managing member of 05/11/2011
Warburg Pincus Partners,
LLC

** Signature of Reporting
Person Date

/s/ Scott A. Arenare, Partner
of Warburg Pincus & Co.,
managing member of

Warburg Pincus Partners, LLC, general partner of Warburg Pincus Private Equity VIII, L.P. 05/11/2011

** Signature of Reporting Person Date

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., managing member of

Warburg Pincus Partners, LLC, general partner of Warburg Pincus International Partners, L.P. 05/11/2011

** Signature of Reporting Person Date

/s/ Scott A. Arenare, as attorney-in-fact for Charles R. Kaye* 05/11/2011

** Signature of Reporting Person Date

/s/ Scott A. Arenare, as attorney-in-fact for Joseph R. Landy** 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.