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

FORM S-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Kosmos Energy Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
Incorporation or organization)

1311
(Primary Standard Industrial
Classification Code Number)

98-0686001
(I.R.S. Employer
Identification Number)

**Clarendon House
2 Church Street
Hamilton HM 11, Bermuda
(441) 295-5950**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Brian F. Maxted, Chief Executive Officer
c/o Kosmos Energy, LLC
8176 Park Lane, Suite 500
Dallas, TX 75231
(214) 445-9600**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Richard D. Truesdell, Jr., Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

David J. Beveridge, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
(212) 848-4000

**Approximate date of commencement of proposed sale to the public :
As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-171700

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each Class Of Security being registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Shares, \$0.01 par value per share	3,450,000	\$ 18.00	\$ 62,100,000	\$ 7,209.81

(1) Includes 450,000 common shares which may be issued on exercise of a 30-day option granted to the underwriters to cover over-allotments, if any.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended. The \$62,100,000 proposed maximum aggregate offering price is in addition to the \$621,000,000 proposed maximum aggregate offering price registered pursuant to the Registrant’s Registration Statement on Form S-1 (File No. 333-171700). A registration fee was previously paid in connection with that Registration Statement.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

Incorporation by Reference of Registration Statement on Form S-1, File No. 333-171700

Kosmos Energy Ltd. (the “**Company**”) hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 (File No. 333-171700) declared effective on May 10, 2011 by the Securities and Exchange Commission (the “**Commission**”), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

Certification

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission’s account at US Bank as soon as practicable (but no later than the close of business as of May 11, 2011), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during regular business hours no later than May 11, 2011.

Exhibits

The following documents are filed as exhibits to this Registration Statement.

Exhibit Number	Description
5.1	Opinion of Conyers Dill & Pearman Limited
23.1	Consent of Ernst & Young LLP
23.2	Consent of Netherland, Sewell & Associates, Inc.
23.3	Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1)
25.1	Power of Attorney*

*Incorporated by reference to Exhibit 24 to the Company’s Registration Statement on Form S-1 (Registration No. 333-171700).

EXHIBITS

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10 May 2011

Kosmos Energy Ltd.
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Direct Line: 441-2994993
E-Mail: jason.piney@conyersdill.com
Our Reference: JPX/339475/368549

Dear Sirs,

Re: **Kosmos Energy Ltd. (the “Company”)**

We have acted as special legal counsel in Bermuda to the Company in connection with (i) a registration statement on form S-1, as amended (Registration No. 333-171700) declared effective by the U.S. Securities and Exchange Commission (the “Commission”) on 10 May 2011 (the “Initial Registration Statement”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the U.S. Securities Act of 1933, as amended, (the “Securities Act”) of an aggregate of 30,000,000 common shares, par value US\$0.01 each being offered by the Company together with an additional 4,500,000 common shares, par value US\$0.01 each subject to an over-allotment option granted to the underwriters by the Company, and (ii) a registration statement on form S-1 filed with the Commission on 10 May 2011 (the “462(b) Registration Statement”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the Securities Act of an additional 3,450,000 common shares, par value US\$0.01 each being offered by the Company (the “Common Shares”).

For the purposes of giving this opinion, we have examined copies of the Initial Registration Statement and the 462(b) Registration Statement. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on 10 May 2011, written resolutions of its directors dated 13 January 2011, written resolutions of its sole shareholder dated 14 April 2011, written resolutions of its directors dated 28 April 2011 (together, the “Resolutions”) and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Initial Registration Statement and the 462(b) Registration Statement and other documents reviewed by us, (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (e) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein, (f) that upon issue of any shares the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (g) that a duly constituted pricing committee of the Company's board of directors will have approved the terms of the offering of the Common Shares pursuant to the 462(b) Registration Statement as contemplated by the Resolutions.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the 462(b) Registration Statement and the offering of the Common Shares by the Company and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority or to pay any Bermuda government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for as contemplated by the 462(b) Registration Statement, the Common Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the prospectus forming a part of the Initial Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7

of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman

Conyers Dill & Pearman Limited

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (Form S-1) of 3,450,000 common shares of Kosmos Energy Ltd. of our report dated March 2, 2011, with respect to the consolidated financial statements and schedules of Kosmos Energy Holdings, included in the Registration Statement (Form S-1 No. 333-171700) and related Prospectus of Kosmos Energy Ltd. We also consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-1 No. 333-171700) that is incorporated by reference in this Registration Statement.

By: /s/ Ernst & Young LLP

Dallas, Texas
May 10, 2011

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of Kosmos Energy Ltd., to be filed on or about May 10, 2011, of all references to our firm, and to the use of our reports of Kosmos Energy Ltd. as of December 31, 2009, dated February 4, 2010, and as of December 31, 2010, dated April 19, 2011, in the Registration Statement on Form S-1 (File No. 333-171700) declared effective on May 10, 2011.

NETHERLAND, SEWELL & ASSOCIATES, INC

By: /s/ C.H. (SCOTT) REES III
C.H. (Scott) Rees III, P.E.
Chairman and Chief Executive Officer

Dallas, Texas
May 10, 2011
