

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Blackstone Holdings III L.P.</u>  (Last) (First) (Middle) C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE  (Street) NEW YORK NY 10154  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Kosmos Energy Ltd. [ KOS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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		8,250,868	D	\$9.85 <sup>(1)</sup>	96,754,959	I	See Footnotes <sup>(2)(7)(8)</sup>
Common Shares	07/15/2014		S		134,556	D	\$9.85 <sup>(1)</sup>	1,577,884	I	See Footnotes <sup>(3)(7)(8)</sup>
Common Shares	07/15/2014		S		212,078	D	\$9.85 <sup>(1)</sup>	2,557,688	I	See Footnotes <sup>(4)(7)(8)</sup>
Common Shares	07/15/2014		S		176,088	D	\$9.85 <sup>(1)</sup>	2,123,635	I	See Footnotes <sup>(5)(7)(8)</sup>
Common Shares	07/15/2014		S		23,910	D	\$9.85 <sup>(1)</sup>	288,346	I	See Footnotes <sup>(6)(7)(8)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Blackstone Holdings III L.P.</u>  (Last) (First) (Middle) C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE  (Street) NEW YORK NY 10154  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BLACKSTONE FAMILY GP LLC](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Blackstone Holdings III GP L.P.](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Blackstone Holdings III GP Management L.L.C.](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Blackstone Group L.P.](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP  
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Blackstone Group Management L.L.C.</a>		
(Last)	(First)	(Middle)
C/O THE BLACKSTONE GROUP		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)		
(State)	(Zip)	

  

1. Name and Address of Reporting Person*		
<a href="#">SCHWARZMAN STEPHEN A</a>		
(Last)	(First)	(Middle)
C/O THE BLACKSTONE GROUP L.P.		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)		
(State)	(Zip)	

**Explanation of Responses:**

1. This amount represents the \$9.92 secondary public offering price per common share, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") less the underwriting discount of \$0.07 per share.
2. These Common Shares are held by Blackstone Capital Partners (Cayman) IV L.P. ("BCP Cayman IV").
3. These Common Shares are held by Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP Cayman IV-A").
4. These Common Shares are held by Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP").
5. These Common Shares are held by Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. ("BFIP SMD").
6. These Common Shares are held by Blackstone Participation Partnership (Cayman) IV L.P. ("BPP").
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 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 4.

[/s/ John G. Finley, Chief Legal Officer, Blackstone Holdings III GP Management L.L.C., general partner of Blackstone Holdings III GP L.P. general partner of Blackstone Holdings III L.P.](#) 07/17/2014

[/s/ John G. Finley, Chief Legal Officer, BCP IV GP L.L.C., general partner of Blackstone Management Associates \(Cayman\) IV L.P.](#) 07/17/2014

[/s/ John G. Finley, Chief Legal Officer of Blackstone Family GP L.L.C.](#) 07/17/2014

[/s/ John G. Finley, Chief Legal Officer, Blackstone Holdings III GP Management L.L.C., general partner of Blackstone Holdings III G.P. L.P.](#) 07/17/2014

[/s/ John G. Finley, Chief Legal Officer for Blackstone Holdings III GP Management L.L.C.](#) 07/17/2014

/s/ John G. Finley, Chief Legal  
Officer, Blackstone Group  
Management L.L.C., general  
partner of The Blackstone  
Group L.P. 07/17/2014

/s/ John G. Finley, Chief Legal  
Officer of Blackstone Group  
Management L.L.C. 07/17/2014

/s/ Stephen A. Schwarzman 07/17/2014

\*\* 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 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).

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.**