

OMB APPROVAL	
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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, 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. (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 Kosmos Energy Ltd. [KOS]	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2011	
	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	05/16/2011		J ⁽¹⁾		118,316,711	A	(1)	118,316,711	I	See Footnotes (2) (12) (13)
Common Shares	05/16/2011		J ⁽¹⁾		1,929,515	A	(1)	1,929,515	I	See Footnotes (3) (12) (13)
Common Shares	05/16/2011		J ⁽¹⁾		3,120,870	A	(1)	3,120,870	I	See Footnotes (4) (12) (13)
Common Shares	05/16/2011		J ⁽¹⁾		2,591,243	A	(1)	2,591,243	I	See Footnotes (5) (12) (13)
Common Shares	05/16/2011		J ⁽¹⁾		351,839	A	(1)	351,839	I	See Footnotes (6) (12) (13)

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Units	(1)	05/16/2011		J			12,336,114	(1)	(1)	Common Shares	67,046,010	\$ 0	0	I	See Footnotes (7) (12) (13)
Series B Convertible Preferred Units	(1)	05/16/2011		J			8,281,115	(1)	(1)	Common Shares	45,478,980	\$ 0	0	I	See Footnotes (7) (12) (13)
Series C Convertible Preferred Units	(1)	05/16/2011		J			364,905	(1)	(1)	Common Shares	1,984,092	\$ 0	0	I	See Footnotes (7) (12) (13)
C1 Units	(1)	05/16/2011		J			1,030,862	(1)	(1)	Common Share	3,807,630	\$ 0	0	I	See Footnotes (7) (12) (13)
Series A Convertible Preferred Units	(1)	05/16/2011		J			201,178	(1)	(1)	Common Shares	1,093,390	\$ 0	0	I	See Footnotes (8) (12) (13)
Series B Convertible Preferred Units	(1)	05/16/2011		J			135,049	(1)	(1)	Common Shares	741,674	\$ 0	0	I	See Footnotes (8) (12) (13)
Series C Convertible Preferred Units	(1)	05/16/2011		J			5,951	(1)	(1)	Common Shares	32,357	\$ 0	0	I	See Footnotes (8) (12) (13)
C1 Units	(1)	05/16/2011		J			16,811	(1)	(1)	Common Shares	62,094	\$ 0	0	I	See Footnotes (8) (12) (13)
Series A Convertible Preferred Units	(1)	05/16/2011		J			339,602	(1)	(1)	Common Shares	1,845,716	\$ 0	0	I	See Footnotes (9) (12) (13)
Series B Convertible Preferred Units	(1)	05/16/2011		J			204,364	(1)	(1)	Common Shares	1,122,345	\$ 0	0	I	See Footnotes (9) (12) (13)
Series C Convertible Preferred Units	(1)	05/16/2011		J			9,628	(1)	(1)	Common Shares	52,350	\$ 0	0	I	See Footnotes (9) (12) (13)
C1 Units	(1)	05/16/2011		J			27,198	(1)	(1)	Common Shares	100,460	\$ 0	0	I	See Footnotes (9) (12) (13)
Series A Convertible Preferred Units	(1)	05/16/2011		J			281,970	(1)	(1)	Common Shares	1,532,489	\$ 0	0	I	See Footnotes (10) (12) (13)
Series B Convertible Preferred Units	(1)	05/16/2011		J			169,682	(1)	(1)	Common Shares	931,875	\$ 0	0	I	See Footnotes (10) (12) (13)
Series C Convertible Preferred Units	(1)	05/16/2011		J			7,994	(1)	(1)	Common Shares	43,466	\$ 0	0	I	See Footnotes (10) (12) (13)
C1 Units	(1)	05/16/2011		J			22,583	(1)	(1)	Common Shares	83,413	\$ 0	0	I	See Footnotes (10) (12) (13)
Series A Convertible Preferred Units	(1)	05/16/2011		J			38,286	(1)	(1)	Common Shares	208,082	\$ 0	0	I	See Footnotes (11) (12) (13)
Series B Convertible Preferred Units	(1)	05/16/2011		J			23,040	(1)	(1)	Common Shares	126,533	\$ 0	0	I	See Footnotes (11) (12) (13)
Series C Convertible Preferred Units	(1)	05/16/2011		J			1,085	(1)	(1)	Common Shares	5,899	\$ 0	0	I	See Footnotes (11) (12) (13)
C1 Units	(1)	05/16/2011		J			3,066	(1)	(1)	Common Shares	11,325	\$ 0	0	I	See Footnotes (11) (12) (13)

1. Name and Address of Reporting Person *

Blackstone Holdings III 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 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 L.P., 345 PARK AVENUE

(Street)
NEW YORK NY 10154

(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Blackstone Group 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 *		
SCHWARZMAN STEPHEN 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. The common shares, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") were issued in exchange for the outstanding units in Kosmos Energy Holdings ("KEH") listed in Table II pursuant to a corporate reorganization (the "Corporate Reorganization") in connection with the initial public offering of Common Shares, which units were exchangeable pursuant to the Fourth Amended and Restated Operating Agreement of KEH upon the closing of the initial public offering of the Issuer based on the pre-offering equity value of such units.
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. Reflects the number of units of KEH owned by BCP Cayman IV prior to their exchange on May 16, 2011 pursuant to the Corporate Reorganization.
8. Reflects the number of units of KEH owned by BCP Cayman IV-A prior to their exchange on May 16, 2011 pursuant to the Corporate Reorganization.
9. Reflects the number of units of KEH owned by BFIP prior to their exchange on May 16, 2011 pursuant to the Corporate Reorganization.
10. Reflects the number of units of KEH owned by BFIP SMD prior to their exchange on May 16, 2011 pursuant to the Corporate Reorganization.
11. Reflects the number of units of KEH owned by BPP prior to their exchange on May 16, 2011 pursuant to the Corporate Reorganization.
12. 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.
13. 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/ Robert L. Friedman.

<u>Authorized Person,</u> <u>Blackstone Holdings III GP</u> <u>Management L.L.C.,</u>	<u>05/16/2011</u>
<u>general partner of</u> <u>Blackstone Holdings III GP</u> <u>L.P. general partner of</u> <u>Blackstone Holdings III L.P.</u>	
<u>/s/ Robert L. Friedman,</u> <u>Senior Managing Director,</u> <u>BCP IV GP L.L.C., general</u>	<u>05/16/2011</u>
<u>partner of Blackstone</u> <u>Management Associates</u> <u>(Cayman) IV L.P.</u>	
<u>/s/ Robert L. Friedman,</u> <u>Senior Managing Director</u> <u>of Blackstone Family GP</u> <u>L.L.C.</u>	<u>05/16/2011</u>
<u>/s/ Robert L. Friedman,</u> <u>Authorized Person,</u> <u>Blackstone Holdings III GP</u> <u>Management L.L.C.,</u>	<u>05/16/2011</u>
<u>general partner of</u> <u>Blackstone Holdings III</u> <u>G.P. L.P.</u>	
<u>/s/ Robert L. Friedman,</u> <u>Authorized Person for</u> <u>Blackstone Holdings III GP</u> <u>Management L.L.C.</u>	<u>05/16/2011</u>
<u>/s/ Kathleen Skero,</u> <u>Managing Director,</u> <u>Principle Accounting</u> <u>Officer, and Assistant</u>	<u>05/16/2011</u>
<u>Secretary, Blackstone</u> <u>Group Management</u> <u>L.L.C., general partner of</u> <u>The Blackstone Group L.P.</u>	
<u>/s/ Kathleen Skero,</u> <u>Managing Director,</u> <u>Principle Accounting</u> <u>Officer, and Assistant</u>	<u>05/16/2011</u>
<u>Secretary of Blackstone</u> <u>Group Management L.L.C.</u>	
<u>/s/ Stephen A.</u> <u>Schwarzman</u>	<u>05/16/2011</u>
** 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.