

Kosmos Energy Ltd.  
Form 4  
October 10, 2014

**FORM 4**

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

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 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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]

3. Date of Earliest Transaction  
(Month/Day/Year)

10/10/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Shares                      | 10/10/2014                              |                                                             | S                                    |                                                                         | 6,330,589                                                                                                          | D                                                                       | \$<br>9.33<br>(1)                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 90,424,370                                                        |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | See<br>Footnotes<br>(2) (7) (8)                                   |
| Common<br>Shares                      | 10/10/2014                              |                                                             | S                                    |                                                                         | 103,240                                                                                                            | D                                                                       | \$<br>9.33<br>(1)                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 1,474,644                                                         |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | See<br>Footnotes<br>(3) (7) (8)                                   |
| Common<br>Shares                      | 10/10/2014                              |                                                             | S                                    |                                                                         | 162,720                                                                                                            | D                                                                       | \$<br>9.33<br>(1)                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 2,394,968                                                         |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | See<br>Footnotes<br>(4) (7) (8)                                   |
| Common<br>Shares                      | 10/10/2014                              |                                                             | S                                    |                                                                         | 135,106                                                                                                            | D                                                                       | \$<br>9.33                                                        |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 1,988,529                                                         |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | See<br>Footnotes                                                  |

# Edgar Filing: Kosmos Energy Ltd. - Form 4

|                  |            |   |        |   |      |         |   |             |
|------------------|------------|---|--------|---|------|---------|---|-------------|
| Common<br>Shares | 10/10/2014 | S | 18,345 | D | (1)  | 270,001 | I | (5) (7) (8) |
|                  |            |   |        |   | \$   |         |   | See         |
|                  |            |   |        |   | 9.33 |         |   | Footnotes   |
|                  |            |   |        |   | (1)  |         |   | (6) (7) (8) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                         | Director      | 10% Owner | Officer | Other |
| Blackstone Holdings III L.P.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                  |               | X         |         |       |
| BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154 |               | X         |         |       |
| BLACKSTONE FAMILY GP LLC<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154                      |               | X         |         |       |
| Blackstone Holdings III GP L.P.<br>C/O THE BLACKSTONE GROUP L.P.                                                        |               | X         |         |       |

345 PARK AVENUE  
NEW YORK, NY 10154

Blackstone Holdings III GP Management L.L.C.  
C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

X

Blackstone Group L.P.  
C/O THE BLACKSTONE GROUP  
345 PARK AVENUE  
NEW YORK, NY 10154

X

Blackstone Group Management L.L.C.  
C/O THE BLACKSTONE GROUP  
345 PARK AVENUE  
NEW YORK, NY 10154

X

SCHWARZMAN STEPHEN A  
C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

X

## Signatures

/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.

10/10/2014

\_\_Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, BCP IV GP L.L.C., general partner of Blackstone  
Management Associates (Cayman) IV L.P.

10/10/2014

\_\_Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer of Blackstone Family GP L.L.C.

10/10/2014

\_\_Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, Blackstone Holdings III GP Management L.L.C.,  
general partner of Blackstone Holdings III GP L.P.

10/10/2014

\_\_Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer for Blackstone Holdings III GP Management L.L.C.

10/10/2014

\_\_Signature of Reporting Person

Date

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

10/10/2014

\_\_Signature of Reporting Person

Date

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

10/10/2014

\_\_Signature of Reporting Person

Date

/s/ Stephen A. Schwarzman

10/10/2014

## Explanation of Responses:

- \* 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).
- (1) This amount represents the \$9.33 price per common share, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") received by the Blackstone Funds (as defined below) in an underwritten secondary block trade.
- (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", together with BCP Cayman IV, BCP Cayman IV-A BFIP and BFIP SMD, the "Blackstone Funds").
- 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.
- (7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.