

Kosmos Energy Ltd.  
Form SC 13G  
February 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No.    )\*

**Kosmos Energy Ltd.**  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

G5315B107  
(CUSIP Number)

December 31, 2011  
(Date of Event which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of Reporting Persons:

Blackstone Capital Partners (Cayman) IV L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power:

NUMBER OF

0

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

118,316,712(1)(2)

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

118,316,712

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

118,316,712(1)(2)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9):

30.3%(3)

12. Type of Reporting Person (See Instructions):

PN

- (1) The number of common shares reported as beneficially owned excludes an aggregate 154,379,137 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 4 of this Schedule 13G) in such entities most recent Form 4, filed with the Securities and Exchange Commission on May 18, 2011 which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).
- (2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.
- (3) The calculation of the foregoing percentage is based on 389,867,068 Common Shares outstanding as of November 1, 2011, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011 filed with the Securities and Exchange Commission on November 10, 2011.

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1. Name of Reporting Persons:

Blackstone Capital Partners (Cayman) IV-A L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power:

NUMBER OF

0

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

1,929,515(1)(2)

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

1,929,515

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,929,515(1)(2)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9):

0.5%(3)

12. Type of Reporting Person (See Instructions):

PN

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1. Name of Reporting Persons:

Blackstone Family Investment Partnership (Cayman) IV-A L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power:

NUMBER OF

0

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

3,120,870(1)(2)

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

3,120,870

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,120,870(1)(2)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9):

0.8%(3)

12. Type of Reporting Person (See Instructions):

PN

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1. Name of Reporting Persons:

Blackstone Participation Partnership (Cayman) IV L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power:

NUMBER OF

0

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

351,839(1)(2)

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

351,839

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

351,839(1)(2)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9):

0.1%(3)

12. Type of Reporting Person (See Instructions):

PN

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1. Name of Reporting Persons:

Blackstone Management Associates (Cayman) IV L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power:

NUMBER OF

0

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

120,246,227(1)(2)

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

120,246,227

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

120,246,227(1)(2)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9):

30.8%(3)

12. Type of Reporting Person (See Instructions):

PN

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1. Name of Reporting Persons:

Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power:

NUMBER OF

0

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

2,591,244(1)(2)

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

2,591,244

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,591,244(1)(2)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9):

0.7%(3)

12. Type of Reporting Person (See Instructions):

PN

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1. Name of Reporting Persons:

Blackstone Family GP L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

0

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

2,591,244(1)(2)

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

2,591,244

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,591,244(1)(2)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9):

0.7%(3)

12. Type of Reporting Person (See Instructions):

OO

- (1) The number of common shares reported as beneficially owned excludes an aggregate 154,379,137 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 4 of this Schedule 13G) in such entities most recent Form 4, filed with the Securities and Exchange Commission on May 18, 2011 which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).
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1. Name of Reporting Persons:

BCP IV GP L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

0

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

3,472,709(1)(2)

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

123,718,936

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

123,718,936(1)(2)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9):

31.7%(3)

12. Type of Reporting Person (See Instructions):

OO

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1. Name of Reporting Persons:

Blackstone LR Associates (Cayman) IV Ltd.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power:

NUMBER OF

SHARES

0

BENEFICIALLY

6. Shared Voting Power:

OWNED BY

EACH

120,246,227(1)(2)

REPORTING

7. Sole Dispositive Power:

PERSON

WITH

0

8.