Krieger David Benjamin Form 4 March 18, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(City)

1. Name and Address of Reporting Person * Krieger David Benjamin

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

Kosmos Energy Ltd. [KOS]

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

C/O WARBURG PINCUS LLC, 450

(Street)

(State)

(Middle)

(Zin)

LEXINGTON AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

03/15/2013

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10017-3147

(City)	(State)	Tab	ole I - Non-	Derivative Se	curitie	s Acqu	ired, Disposed of	, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		ed (A)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Shares	03/15/2013		S	2,290,725	D	\$ 11 (1)	137,011,151	I	See Footnotes (2) (3) (4)

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

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
Krieger David Benjamin C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017-3147	X					

Signatures

/s/ David B.
Krieger

**Signature of Reporting Person

O3/18/2013

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).
- This amount represents the per share price of common stock (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") sold by the underwriters in connection with the underwriters' exercise of their over-allotment option in a secondary offering of the Issuer which closed on March 15, 2013 (the "Offering"). The material terms of the Offering are described in the prospectus, dated February 14, 2013, filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.
- Reflects the aggregate number of Common Shares directly owned by Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WPPE VIII"), together with two affiliated limited partnerships (together with WPPE VIII, "WP VIII"), and Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP LP"), together with two affiliated limited partnerships (together with WPIP LP, "WPIP").
 - Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners") and direct subsidiary of Warburg Pincus & Co., a New York general partnership ("WP"), is the general partner of WPPE VIII and WPIP LP. WP is the managing member of WP Partners. WP VIII and WPIP are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC"). Charles R. Kaye and
- (3) Joseph P. Landy are each a Managing General Partner of WP and a Managing Member and Co-President of WP LLC. Mr. Krieger is a Partner of WP and a Managing Director and Member of WP LLC. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as a Partner of WP and a Managing Director and Member of WP LLC, Mr. Krieger may be deemed to be the beneficial owner of the Common Stock of the Issuer held by WP VIII and WPIP.
- (4) Pursuant to Rule 16a-1(a)(4) of the Exchange Act, Mr. Krieger herein states that this filing shall not be deemed an admission that he is the beneficial owner of any of such shares of Common Shares covered by this Statement. Mr. Krieger disclaims beneficial ownership of such

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Common Shares of the Issuer, except to the extent of his pecuniary interest in such Common Shares.

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. > By:

/s/ Kyle N. Roane

EXHIBIT INDEX

Exhibit

Number	Description
10.1	Purchase Agreement, dated as of June 25, 2014, by and among Memorial Resource Development Corp., the subsidiary guarantors named therein and Citigroup Global Markets Inc., as representative of the initial purchasers named therein
99.1	Press release dated June 23, 2014
99.2	Press release dated June 25, 2014