

Krieger David Benjamin
Form 4
May 18, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Kosmos Energy Ltd. [KOS]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

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⁾	154,379,137 ⁽²⁾ A \$ 0 ⁽¹⁾	154,379,137	I	See Footnotes (1) (2) (3)

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 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)	Amount of Underlying Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Series A Convertible Preferred Units	\$ 0 <u>(1)</u>	05/16/2011		J ⁽¹⁾	16,129,849	<u>(1)</u>	<u>(1)</u>	Common Shares	87,600
Series B Convertible Preferred Units	\$ 0 <u>(1)</u>	05/16/2011		J ⁽¹⁾	10,771,752	<u>(1)</u>	<u>(1)</u>	Common Shares	59,150
Series C Convertible Preferred Units	\$ 0 <u>(1)</u>	05/16/2011		J ⁽¹⁾	476,134	<u>(1)</u>	<u>(1)</u>	Common Shares	2,580
C1 Units	\$ 0 <u>(1)</u>	05/16/2011		J ⁽¹⁾	1,345,081	<u>(1)</u>	<u>(1)</u>	Common Shares	4,960

Reporting Owners

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

Signatures

/s/ David B. Krieger
05/18/2011
Date

**Signature of Reporting Person

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).
- 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 the corporate reorganization (the "Corporate Reorganization") in connection with the initial public offering of Common Shares of the Issuer, 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.

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- (2) 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").

- (3) 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 sole 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 Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC. Mr. Krieger is a Partner of WP and a Managing Director and Member of WP LLC. The Common Shares of the Issuer which WP VIII and WPIP have acquired are reflected as indirectly beneficially owned by Mr. Krieger because of his affiliation with the Warburg Pincus entities. Mr. Krieger disclaims beneficial ownership with respect to any Common Shares of the Issuer in which he does not have a direct pecuniary interest.

- (4) Reflects the aggregate number of units of KEH directly owned by WP VIII and WPIP prior to the exchange of such units on May 16, 2011 pursuant to the Corporate Reorganization.

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

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