

Cobalt International Energy, Inc.

Form 3

December 16, 2009

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *GOLDMAN SACHS GROUP
INC

(Last) (First) (Middle)

85 BROAD ST,Â

(Street)

NEW YORK,Â NYÂ 10004

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/16/20093. Issuer Name **and** Ticker or Trading Symbol
Cobalt International Energy, Inc. [CIE]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.01

74,868,148

I

See footnotes (1) (2) (3)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004	Â	Â X	Â	Â
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP V Cobalt Holdings, LLC 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP VI Cobalt Holdings, LLC 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP V Offshore Cobalt Holdings, LLC 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP VI Offshore Cobalt Holdings, LLC 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP V GmbH Cobalt Holdings, LLC 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP VI GmbH Cobalt Holdings, LLC 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP V Offshore Cobalt Holdings, L.P. 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP VI Offshore Cobalt Holdings, L.P. 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004	Â	Â X	Â	Â

Signatures

/s/ Yvette Kasic, Attorney-in-fact, The Goldman Sachs Group, Inc. 12/16/2009

_____*Signature of Reporting Person Date

/s/ Yvette Kosic, Attorney-in-fact, Goldman Sachs & Co. 12/16/2009

_____*Signature of Reporting Person Date

/s/ Yvette Kasic, Attorney-in-fact, GSCP V Cobalt Holdings, LLC 12/16/2009

**Signature of Reporting Person Date

/s/ Yvette Kasic, Attorney-in-fact, GSCP VI Cobalt Holdings, LLC 12/16/2009

**Signature of Reporting Person Date

/s/ Yvette Kasic, Attorney-in-fact, GSCP V Offshore Cobalt Holdings, LLC

12/16/2009

_____*Signature of Reporting Person

_____*Date

/s/ Yvette Kasic, Attorney-in-fact, GSCP VI Offshore Cobalt Holdings, LLC

12/16/2009

_____*Signature of Reporting Person

_____*Date

/s/ Yvette Kasic, Attorney-in-fact, GSCP V GmbH Cobalt Holdings, LLC

12/16/2009

_____*Signature of Reporting Person

_____*Date

/s/ Yvette Kasic, Attorney-in-fact, GSCP VI GmbH Cobalt Holdings, LLC

12/16/2009

_____*Signature of Reporting Person

_____*Date

/s/ Yvette Kasic, Attorney-in-fact, GSCP V Offshore Cobalt Holdings,
L.P. 12/16/2009

_____*Signature of Reporting Person Date

/s/ Yvette Kasic, Attorney-in-fact, GSCP VI Offshore Cobalt Holdings,
L.P. 12/16/2009

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) For text of Footnote 1, see Exhibit 99.1.

(2) For text of Footnote 1, see Exhibit 99.1.

(3) For text of Footnote 1, see Exhibit 99.1.

 $\hat{A}$ **Remarks:**

For Powers of Attorney, see Exhibit 24

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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