

Kosmos Energy Ltd.
Form 4
January 19, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARBURG PINCUS & CO.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
450 LEXINGTON AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2017

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

NEW YORK, NY 10017

4. 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

(City) (State) (Zip)

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	01/18/2017		S		7,995,084	D	\$ 6.65 (1)
Common Shares	01/18/2017		S		7,907,790	D	\$ 6.65 (1)
Common Shares	01/18/2017		S		16,500,000	D	\$ 6.65 (1)
Common Shares	01/18/2017		S		16,500,000	D	\$ 6.65 (1)
						I	See Footnotes (4) (5) (6) (8)
						I	See Footnotes (7) (8)

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

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(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Private Equity VIII, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
	X	X		

Warburg Pincus International Partners, L.P.
 C/O WARBURG PINCUS LLC
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

KAYE CHARLES R
 C/O WARBURG PINCUS LLC
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

X X

Landy Joseph P.
 C/O WARBURG PINCUS LLC
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

X X

Signatures

Warburg Pincus Private Equity VIII, L.P. By: Warburg Pincus Partners, L.P., its General Partner By: Warburg Pincus Partners GP LLC, its General Partner By: Warburg Pincus & Co., its Managing Member By: /s/ Robert B. Knauss, Partner

01/19/2017

**Signature of Reporting Person

Date

Warburg Pincus International Partners, L.P. By: Warburg Pincus Partners, L.P., its General Partner By: Warburg Pincus Partners GP LLC, its General Partner By: Warburg Pincus & Co., its Managing Member By: /s/ Robert B. Knauss, Partner

01/19/2017

**Signature of Reporting Person

Date

Warburg Pincus Partners, L.P. By: Warburg Pincus Partners GP LLC, its General Partner By: Warburg Pincus & Co., its Managing Member By: /s/ Robert B. Knauss, Partner

01/19/2017

**Signature of Reporting Person

Date

Warburg Pincus Partners GP LLC By: Warburg Pincus & Co., its Managing Member By: /s/ Robert B. Knauss, Partner

01/19/2017

**Signature of Reporting Person

Date

Warburg Pincus & Co. By: /s/ Robert B. Knauss, Partner

01/19/2017

**Signature of Reporting Person

Date

Warburg Pincus LLC By: /s/ Robert B. Knauss, Partner

01/19/2017

**Signature of Reporting Person

Date

Charles R. Kaye By: /s/ Robert B. Knauss, Partner

01/19/2017

**Signature of Reporting Person

Date

Joseph P. Landy By: /s/ Robert B. Knauss, Partner

01/19/2017

**Signature of Reporting Person

Date

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 per share price of common shares (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") sold by the underwriters in connection with a secondary offering of the Issuer which closed on January 18, 2017 (the "Offering"). The material terms of the Offering are described in the prospectus supplement, dated January 11, 2017, filed by the Issuer with the Securities and Exchange Commission (the "SEC") on January 13, 2017.
- (2) Reflects the number of Common Shares directly owned by Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII"). This number does not include the number of Common Shares held by Warburg Pincus Netherlands Private Equity VIII C.V. I, a company incorporated under the laws of the Netherlands ("WP VIII Netherlands"), and WP-WPVIII Investors, L.P., a Delaware limited partnership ("WP VIII Investors"), which are limited partnerships affiliated with WP VIII (WP VIII Netherlands and WP VIII Investors, together with WP VIII, the "WP VIII Funds"). WP VIII Netherlands and WPVIII Investors own 1,426,152 Common Shares and 142,183 Common Shares, respectively.
- (3) Reflects the number of Common Shares directly owned by Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP"). This number does not include the number of Common Shares held by Warburg Pincus Netherlands International Partners I C.V., a company incorporated under the laws of the Netherlands ("WPIP Netherlands"), and WP-WPIP Investors, L.P., a Delaware limited partnership ("WPIP Investors"), which are limited partnerships affiliated with WPIP (WPIP Netherlands and WPIP Investors, together with WPIP, the "WPIP Funds"). WPIP Netherlands and WPIP Investors own 2,030,177 Common Shares and 75,112 Common Shares, respectively.
- (4) Reflects the aggregate number of Common Shares directly owned by the WP VIII Funds and the WPIP Funds.
- (5) WP-WPVIII Investors GP L.P., a Delaware limited partnership ("WP VIII Investors GP"), is the general partner of WP VIII Investors. WP-WPIP Investors GP L.P., a Delaware limited partnership ("WPIP Investors GP"), is the general partner of WPIP Investors. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of each of WP VIII Investors GP and WPIP Investors GP. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is (i) the managing member of WPP GP, and (ii) the general partner of WP VIII, WP VIII Netherlands, WPIP, and WPIP Netherlands. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP. The WP VIII Funds and WPIP Funds are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC").
- (6) Charles R. Kaye is a Managing General Partner of WP and a Managing Member and Co-Chief Executive Officer of WP LLC. Pursuant to Rule 16a-1 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), WP Partners, WP Partners GP, WP, WP LLC and Mr. Kaye may be deemed to be the beneficial owners of any securities reported herein that may be deemed to be beneficially owned by the WP VIII Funds and the WPIP Funds.
- (7) Joseph P. Landy is a director of the Issuer, a Managing General Partner of WP and a Managing Member and Co-Chief Executive Officer of WP LLC. Pursuant to Rule 16a-1 of the Exchange Act, Mr. Landy may be deemed to be the beneficial owner of any securities reported herein that may be deemed to be beneficially owned by the WP VIII Funds and the WPIP Funds.
- (8) Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of WP VIII, WPIP, WP Partners, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy herein state that this filing shall not be deemed an admission that he or it is the beneficial owner of any such Common Shares covered herein. Each of WP VIII, WPIP, WP Partners LP, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy disclaims beneficial ownership of such Common Shares, except to the extent of its or his pecuniary interest in such Common Shares. This Form 4 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose or that any reporting person or other person has an obligation to file this Form 4.

Remarks:

Director by Deputization - the WP VIII Funds, the WPIP Funds, WP Partners, WP Partners GP and WP (collectively, the "Wa

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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