UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

Kosmos Energy Ltd.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

500688106

(CUSIP Number)

April 11, 2019

(Date of Event Which Requires Filing of this Statement)

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

o Rule 13d-1(b)

☑ Rule 13d-1(c)

o 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 500688106	SCHEDULE 13G/A	Page 2 of 20 Pages
CCS11 110. 500000100		r age 2 or 20 r ages

	T						
	NAME OF REPORTING PERSONS						
1	DGE Group Series Holdco, LLC, Series II						
	<u> </u>						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x						
-	(b) o						
	SEC USE ONLY	SEC USE ONLY					
3							
	CITIZENCIUD OI	DI ACE (OF ORGANIZATION				
4	CITIZENSHIP OF	R PLACE (OF ORGANIZATION				
	Delaware						
		_	SOLE VOTING POWER				
		5	0				
	JMBER OF		SHARED VOTING POWER				
	SHARES IEFICIALLY	6	SHARED VOTING POWER				
	WNED BY	-	2,478,712				
Dr	EACH EPORTING		SOLE DISPOSITIVE POWER				
	PERSON		0				
	WITH		SHARED DISPOSITIVE POWER				
		8	SHARED DISTOSHIVE FOWER				
			2,478,712				
	AGGREGATE AN	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	2,478,712						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0						
10	GILCK IF THE AGGREGATE ANIOUNT IN KOW (3) EXCLUDES CERTAIN SHARES						
11	PERCENT OF CL	ASS REP	RESENTED BY AMOUNT IN ROW (9)				
11	0.6% (1)						
	TYPE OF REPOR	TING PER	RSON				
12							
	00						

(1) The calculation of this percentage is based on 401,252,135 shares of Common Stock, par value \$0.01 per share ("Common Shares") outstanding as of February 15, 2019, as reported in the Company's Registration Statement on Form S-3ASR filed with the Securities and Exchange Commission on March 14, 2019

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1	NAME OF REPORTING PERSONS							
1	DGE Group Series	DGE Group Series Holdco, LLC, Series III						
2	CHECK THE API (a) x (b) o	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x						
3	SEC USE ONLY							
4	CITIZENSHIP OF	R PLACE (OF ORGANIZATION					
4	Delaware							
SOLE VOTING POWER 5 0								
BEN	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 4,665,812					
			SOLE DISPOSITIVE POWER 0					
			SHARED DISPOSITIVE POWER 4,665,812					
0	AGGREGATE AN	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	4,665,812							
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.2%(1)							
12	TYPE OF REPORTING PERSON OO							

⁽¹⁾ The calculation of this percentage is based on 401,252,135 Common Shares outstanding as of February 15, 2019, as reported in the Company's Registration Statement on Form S-3ASR filed with the Securities and Exchange Commission on March 14, 2019.

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	NAME OF REPORTING PERSONS					
1						
	-	DGE Group Series Holdco, LLC				
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) x (b) o	(a) x (b) o				
	SEC USE ONLY	C USE ONLY				
3						
	CITIZENSHIP O	R PLACE (OF ORGANIZATION			
4						
	Delaware	I	Tany na vanna na vinn			
	JUMBER OF		SOLE VOTING POWER			
NI			0			
	SHARES	6	SHARED VOTING POWER			
	VEFICIALLY WNED BY		7,144,524			
	EACH		SOLE DISPOSITIVE POWER			
	EPORTING PERSON		0			
	WITH		SHARED DISPOSITIVE POWER			
		8				
	T		7,144,524			
9	AGGREGATE AN	MOUNTB	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
	7,144,524					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0					
10						
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	1.8%(1)	· ·				
	TYPE OF REPOR	RTING PE	RSON			
12						
	00					

⁽¹⁾ The calculation of this percentage is based on 401,252,135 Common Shares outstanding as of February 15, 2019, as reported in the Company's Registration Statement on Form S-3ASR filed with the Securities and Exchange Commission on March 14, 2019.

1	NAME OF REPORTING PERSONS						
1	DGE II New Hold	DGE II New Holdco, LLC					
		HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2	(a) x (b) o						
_	SEC USE ONLY						
3							
	CITIZENSHIP OF	R PLACE (OF ORGANIZATION				
4	Delaware						
			SOLE VOTING POWER				
		5	0				
	JMBER OF SHARES		SHARED VOTING POWER				
BEN	IEFICIALLY WNED BY	6	2,478,712				
	EACH		SOLE DISPOSITIVE POWER				
	EPORTING PERSON	7	0				
	WITH		SHARED DISPOSITIVE POWER				
		8					
	AGGREGATE AN	∕∩UNT B	2,478,712 ENEFICIALLY OWNED BY EACH REPORTING PERSON				
9		NOUNT D	ENERGINEER OWNED DE ENGLISCH ONTING LEIGON				
	2,478,712(1)	ACCDEC/	ATE AMOUNT IN DOW (0) EVOLUDES CEDTAIN SHADES	-			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0						
	DED CENTE OF CL						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.6%(2)						
12	TYPE OF REPOR	TING PEI	RSON				
	00						

The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.
 The calculation of this percentage is based on 401,252,135 Common Shares outstanding as of February 15, 2019, as reported in the Company's Registration Statement on Form S-3ASR filed with the Securities and Exchange Commission on March 14, 2019.

	NAME OF PERO	DELLIC DE	ngova			
1	NAME OF REPO	RIING PE	RSONS			
DGE II New Topco, LLC						
2		ECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) x (b) o					
_	SEC USE ONLY	SEC USE ONLY				
3						
	CITIZENSHIP OF	R PLACE (OF ORGANIZATION			
4	Delaware					
	1		SOLE VOTING POWER			
		5	0			
	JMBER OF SHARES	-	SHARED VOTING POWER			
BEN	NEFICIALLY	CIALLY 6				
O	WNED BY EACH		2,478,712 SOLE DISPOSITIVE POWER			
	EPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON , WITH		0			
		8	SHARED DISPOSITIVE POWER			
		0	2,478,712			
	AGGREGATE AN	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	2,478,712(1)					
	CHECK IF THE A	AGGREGA	TE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0		
10						
	PERCENT OF CL	ASS REPI	RESENTED BY AMOUNT IN ROW (9)			
11	0.6%(2)					
	TYPE OF REPOR	TING PER	RSON			
12						
	00					

The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.
 The calculation of this percentage is based on 401,252,135 Common Shares outstanding as of February 15, 2019, as reported in the Company's Registration Statement on Form S-3ASR filed with the Securities and Exchange Commission on March 14, 2019.

	T					
1	NAME OF REPORTING PERSONS					
1 1	FR DGE II Holdings, LLC					
			TE BOX IF A MEMBER OF A GROUP			
2	(a) x					
	(b) o					
	SEC USE ONLY	SEC USE ONLY				
3						
	CITIZENSHIP OF	R PLACE (OF ORGANIZATION			
4						
	Delaware					
		_	SOLE VOTING POWER			
	5		0			
	JMBER OF SHARES		SHARED VOTING POWER			
	IEFICIALLY					
07	WNED BY		2,478,712			
RF	EACH EPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON		0			
	WITH		SHARED DISPOSITIVE POWER			
		8	2.450.542			
	T		2,478,712			
9	AGGREGATE AN	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
,	2,478,712(1)					
	CHECK IF THE A	AGGREGA	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0		
10						
	DED CENTE OF C					
11	PERCENT OF CL	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.6%(2)					
	TYPE OF REPOR	TING PE	RSON			
12						
	00					

The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.
 The calculation of this percentage is based on 401,252,135 Common Shares outstanding as of February 15, 2019, as reported in the Company's Registration Statement on Form S-3ASR filed with the Securities and Exchange Commission on March 14, 2019.

	Ī						
1	NAME OF REPO	RTING PE	ERSONS				
1	First Reserve GP XI, L.P.						
	.		TE BOX IF A MEMBER OF A GROUP				
2	(a) x						
	(b) o						
	SEC USE ONLY	SEC USE ONLY					
3							
	CITIZENCHID OI	DI ACE	OF ORGANIZATION				
4	CITIZENSHIP OF	CPLACE	OF ORGANIZATION				
	Delaware						
		_	SOLE VOTING POWER				
		5	0				
	JMBER OF		SHARED VOTING POWER				
	SHARES IEFICIALLY	6	SHARED VOTING POWER				
	WNED BY		2,478,712				
DI	EACH		SOLE DISPOSITIVE POWER				
	EPORTING PERSON		0				
	WITH		SHARED DISPOSITIVE POWER				
		8	SHARED DISPOSITIVE POWER				
			2,478,712				
	AGGREGATE AN	OUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	2,478,712(1)						
	+	ACCPEC/	ATE AMOUNT IN DOW (0) EYELLIDES CEDTAIN SHADES	0			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0						
	PERCENT OF CL	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	0.6%(2)						
	<u> </u>	TING DEI	PSON				
12	TYPE OF REPORTING PERSON						
	PN						