Check this box if no

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPRO	OVAL
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hours per response	0.5

longer subject to SectionSTATEMENT OF 016. Form 4 or Form 5obligations may continue.See Instruction 1(b).Filed pursuant to Section 1617(a) of the Public Utility Ho

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and A Blackstone Ho	ddress of Repo	orting Person [*]	2. Issuer Name and Ticker or Trading Symbol Kosmos Energy Ltd. [KOS]	5. Relationship of Reporting Person(s) to Issuer
(Last) C/O THE BLAC PARK AVENU	(First) CKSTONE GRO	(Middle) UP L.P., 345	3. Date of Earliest Transaction (Month/Day/Year) 10/10/2014	(Check all applicable)DirectorXOfficer (give title below)Other (specify below)
(Street) NEW YORK	NY	10154	4. If Amendment, Date of Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting
(City)	(State)	(Zip)		Person

	Table I	- Non-Derivative S	ecurities	Acc	quired, Disp	oose	d of, or B	eneficially Own	ed	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Instr. 8)		4. Securitie (A) or Disp (Instr. 3, 4	osec	l of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Shares	10/10/2014		S		6,330,589	D	\$ 9.33 ⁽¹⁾	90,424,370	I	See Footnotes (2) (7) (8)
Common Shares	10/10/2014		S		103,240	D	\$ 9.33 ⁽¹⁾	1,474,644	I	See Footnotes (3) (7) (8)
Common Shares	10/10/2014		S		162,720	D	\$ 9.33 ⁽¹⁾	2,394,968	I	See Footnotes (4) (7) (8)
Common Shares	10/10/2014		S		135,106	D	\$ 9.33 ⁽¹⁾	1,988,529	I	See Footnotes (5) (7) (8)
Common Shares	10/10/2014		S		18,345	D	\$ 9.33 ⁽¹⁾	270,001	I	See Footnotes (6) (7) (8)

		Table	II - Derivative (e.g., puts,									vned		
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. Transac Code (Instr. 8	tion	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date and Exp	Exercisable iration Date Day/Year)	7. Ti Amo Unde Secu	tle and unt of erlying ırities r. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A) (D)	Date Exercisab	Expiration le Date	Title	Amount or Number of Shares				
		Iress of Repoings III L.P.	rting Person [*]											
(Last) C/O TH	IE BLACK	(First) STONE GROL	JP L.P., 345 P.	(Midd ARK A		NUE								
(Street NEW Y		NY		10154										
(City)		(State)		(Zip)										
		Iress of Repoi	rting Person [*] ASSOCIATE	S CAY	MA	N IV LP								
(Last) C/O TH	IE BLACK	(First) STONE GROU	JP L.P., 345 P.	(Midd ARK A		NUE								
(Street NEW Y		NY		10154	ŀ									
(City)		(State)		(Zip)										
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(Last) C/O TH	IE BLACK	(First) STONE GROL	JP L.P., 345 P.	(Midd ARK A		NUE								
(Street NEW Y	,	NY		10154	Ļ									
(City)		(State)		(Zip)										
		Iress of Repoinds III GP L.P.	-											
(Last) C/O TH	IE BLACK	(First) STONE GROU	JP L.P., 345 P.	(Midd ARK A		NUE								
(Street		NY		10154	ţ									
NEW Y	onat													

(Last)	(First)	(Middle)
. ,	. ,	, 345 PARK AVENUE
(Street) NEW YORK	NIX	10151
	NY	10154
(City)	(State)	(Zip)
. Name and Add Blackstone Group	ress of Reporting P L.P.	erson [*]
(Last)	(First)	(Middle)
C/O THE BLACKS	STONE GROUP, 345	PARK AVENUE
(Street)		
NEW YORK	NY	10154
		·
(City)	(State)	(Zip)
1. Name and Add	(State) ress of Reporting P Management L.L.C.	
. Name and Add Blackstone Group	ress of Reporting P	
I. Name and Add Blackstone Group (Last)	ress of Reporting P Management L.L.C.	erson [*] (Middle)
I. Name and Add Blackstone Group (Last) C/O THE BLACKS	ress of Reporting P Management L.L.C. (First)	erson [*] (Middle)
1. Name and Add Blackstone Group (Last) C/O THE BLACKS (Street)	ress of Reporting P Management L.L.C. (First)	erson [*] (Middle)
1. Name and Add Blackstone Group (Last)	ress of Reporting P. Management L.L.C. (First) STONE GROUP, 345	erson [*] (Middle) 5 PARK AVENUE
1. Name and Add Blackstone Group (Last) C/O THE BLACKS (Street) NEW YORK (City) 1. Name and Add	ress of Reporting P Management L.L.C. (First) STONE GROUP, 345 NY (State) ress of Reporting P	erson [*] (Middle) 5 PARK AVENUE 10154 (Zip)
1. Name and Add Blackstone Group (Last) C/O THE BLACKS (Street) NEW YORK (City)	ress of Reporting P Management L.L.C. (First) STONE GROUP, 345 NY (State) ress of Reporting P	erson [*] (Middle) 5 PARK AVENUE 10154 (Zip)
I. Name and Add Blackstone Group (Last) C/O THE BLACKS (Street) NEW YORK (City) I. Name and Add SCHWARZMAN S	ress of Reporting P Management L.L.C. (First) STONE GROUP, 345 NY (State) ress of Reporting P	erson [*] (Middle) 5 PARK AVENUE 10154 (Zip)
I. Name and Add Blackstone Group (Last) C/O THE BLACKS (Street) NEW YORK (City) I. Name and Add SCHWARZMAN S	ress of Reporting P Management L.L.C. (First) STONE GROUP, 345 NY (State) ress of Reporting P STEPHEN A (First)	erson [*] (Middle) i PARK AVENUE 10154 (Zip) erson [*]
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1. Name and Add Blackstone Group (Last) C/O THE BLACKS (Street) NEW YORK (City) 1. Name and Add SCHWARZMAN S (Last) C/O THE BLACKS (Street)	ress of Reporting P Management L.L.C. (First) STONE GROUP, 345 NY (State) ress of Reporting P STEPHEN A (First) STONE GROUP L.P.	erson* (Middle) i PARK AVENUE 10154 (Zip) erson* (Middle) , 345 PARK AVENUE

Explanation of Responses:

1. This amount represents the \$9.33 price per common share, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") received by the Blackstone Funds (as defined below) in an underwritten secondary block trade.

2. These Common Shares are held by Blackstone Capital Partners (Cayman) IV L.P. ("BCP Cayman IV").

3. These Common Shares are held by Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP Cayman IV-A").

4. These Common Shares are held by Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP").

5. These Common Shares are held by Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. ("BFIP SMD").

6. These Common Shares are held by Blackstone Participation Partnership (Cayman) IV L.P. ("BPP", together with BCP Cayman IV, BCP Cayman IV-A BFIP and BFIP SMD, the "Blackstone Funds").

7. The general partner of BFIP SMD is Blackstone Family GP L.L.C. which is controlled by Mr. Stephen A. Schwarzman, its founder. The general partner of BCP Cayman IV and BCP Cayman IV-A is Blackstone Management Associates (Cayman) IV L.P. ("BMA"). A general partner of BMA, BFIP, and BPP is BCP IV GP L.L.C ("BCP IV"). Blackstone Holdings III L.P. is the sole member of BCP IV. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is controlled by Mr. Stephen A. Schwarzman, its founder.

8. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

Remarks:

Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, BCP IV GP LLC, Blackstone Capital Partners (Cayman) IV L.P. Blackstone Capital Partners (Cayman) IV-A L.P. Blackstone Familly Investment Partnership (Cayman) IV-A L.P. Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. and Blackstone Participation Partnership (Cayman) IV L.P have filed a separate Form 4.

/s/ John G. Finley, Chief Legal Officer, Blackstone Holdings III GP Management L.L.C., general 10/10/2014 partner of Blackstone Holdings III GP L.P. general partner of Blackstone Holdings III L.P. /s/ John G. Finley, Chief Legal Officer, BCP IV GP L.L.C., general partner of 10/10/2014 **Blackstone Management** Associates (Cayman) IV <u>L.P.</u> /s/ John G. Finley, Chief Legal Officer of Blackstone 10/10/2014 Family GP L.L.C. /s/ John G. Finley, Chief Legal Officer, Blackstone Holdings III GP Management L.L.C., general 10/10/2014 partner of Blackstone Holdings III GP L.P. /s/ John G. Finley, Chief Legal Officer for Blackstone <u>10/10/2014</u> Holdings III GP Management L.L.C. /s/ John G. Finley, Chief Legal Officer, Blackstone Group Management L.L.C., 10/10/2014 general partner of The Blackstone Group L.P. /s/ John G. Finley, Chief Legal Officer of Blackstone 10/10/2014 Group Management L.L.C. /s/ Stephen A. Schwarzman 10/10/2014 ** Signature of Reporting Date Person

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.