

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WARBURG PINCUS & CO.</u> (Last) (First) (Middle) 450 LEXINGTON AVENUE NEW YORK (Street) NY NY 100173147 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Kosmos Energy Ltd. [KOS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/21/2013		S		7,305,695	D	\$11 ⁽¹⁾	67,498,713	D ⁽²⁾	
Common Shares	02/21/2013		S		7,225,929	D	\$11 ⁽¹⁾	66,761,824	D ⁽³⁾	
Common Shares	02/21/2013		S		15,077,261	D	\$11 ⁽¹⁾	139,301,876	I	See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁷⁾
Common Shares	02/21/2013		S		15,077,261	D	\$11 ⁽¹⁾	139,301,876	I	See Footnotes ⁽⁶⁾⁽⁷⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>WARBURG PINCUS & CO.</u> (Last) (First) (Middle) 450 LEXINGTON AVENUE NEW YORK (Street) NY NY 100173147 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[WARBURG PINCUS LLC](#)

(Last) (First) (Middle)

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Warburg Pincus Partners LLC](#)

(Last) (First) (Middle)

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Warburg Pincus Private Equity VIII, L.P.](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Warburg Pincus International Partners, L.P.](#)

(Last) (First) (Middle)

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KAYE CHARLES R](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Landy Joseph P.		
(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC		
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City)		
(State)	(Zip)	

Explanation of Responses:

1. This amount represents the per share price of common stock (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 February 21, 2013 (the "Offering"). The material terms of the Offering are described in the prospectus, dated February 14, 2013, filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.
2. Reflects the number of Common Shares directly owned by Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WPPE VIII"). Two affiliated limited partnerships (collectively, and together with WPPE VIII, "WP VIII") directly own 1,956,956 Common Shares and 195,263 Common Shares, respectively.
3. Reflects the number of Common Shares directly owned by Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP LP"). Two affiliated limited partnerships (collectively, and together with WPIP LP, "WPIP") directly own 2,786,041 Common Shares and 103,079 Common Shares, respectively.
4. Reflects the aggregate number of Common Shares directly owned by WP VIII and WPIP.
5. 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 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 is a Managing General Partner of WP and a Managing Member and Co-President of WP LLC. Pursuant to Rule 16a-1 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), WP Partners, 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 WP VIII and WPIP.
6. Joseph P. Landy is a Managing General Partner of WP and a Managing Member and Co-President 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 WP VIII and WPIP. Mr. Landy is also a director of the Issuer.
7. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of WP VIII, WPIP, WP Partners, 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 shares of Common Shares covered by this Statement. Each of WP VIII, WPIP, WP Partners, 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 shares of Common Shares.

Remarks:

Director by Deputization - WP VIII, WPIP, WP Partners, and WP (the "Warburg Pincus Entities") collectively have the right to nominate for election two directors to the Board of Directors of the Issuer (the "Board") pursuant to a Shareholders Agreement by and among the Issuer and certain of the Issuer's stockholders in connection with the consummation of the Issuer's initial public offering on the terms and conditions set forth therein. The directors will serve on the Board as representatives of the Warburg Pincus Entities.

[Warburg Pincus & Co., By: /s/ Scott A. Arenare, Attorney-in-Fact* 02/25/2013](#)

[Warburg Pincus LLC, By: /s/Scott A. Arenare, Managing Director 02/25/2013](#)

[Warburg Pincus Partners LLC, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Attorney-in-Fact* 02/25/2013](#)

[Warburg Pincus Private Equity VIII, L.P., By: Warburg Pincus Partners LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Attorney-in-Fact* 02/25/2013](#)

[Warburg Pincus International Partners, L.P., By: Warburg Pincus Partners LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Attorney-in-Fact* 02/25/2013](#)

[Charles R. Kaye, By: /s/ Scott A. Arenare, as Attorney-in-Fact* for Charles R. Kaye 02/25/2013](#)

[Joseph P. Landy By: /s/ Scott A. Arenare, as Attorney-in-Fact* for Joseph P. Landy 02/25/2013](#)

** Signature of Reporting Person Date

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.