
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

September 14, 2018

KOSMOS ENERGY LTD.

(Exact Name of Registrant as Specified in its Charter)

Bermuda

(State or other jurisdiction
of incorporation)

001-35167

(Commission
File Number)

98-0686001

(I.R.S. Employer
Identification No.)

Clarendon House

2 Church Street

Hamilton, Bermuda

(Address of Principal Executive Offices)

HM 11

(Zip Code)

Registrant's telephone number, including area code: **+1 441 295 5950**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 **Completion of Acquisition or Disposition of Assets**

Completion of Deep Gulf Energy Acquisition

On September 14, 2018, we completed our previously announced acquisition (the “Deep Gulf Energy Acquisition”) of the Deep Gulf Energy companies (collectively, “Deep Gulf Energy”) pursuant to the Securities Purchase Agreement dated as of August 3, 2018 (the “Securities Purchase Agreement”), by and among Kosmos Energy Gulf of Mexico, LLC (“Purchaser”), a wholly owned subsidiary of Kosmos Energy Ltd. (“Kosmos”), and certain affiliates of First Reserve Corporation (the sellers under the Purchase Agreement, the “Seller”). As a result of the Deep Gulf Energy Acquisition, we indirectly acquired 100% of the outstanding equity interests in Deep Gulf Energy from the Seller for total compensation paid as (1) approximately \$953 million in cash and (2) 34,993,585 shares of Kosmos’s common stock (the “Parent Common Equity”). Deep Gulf Energy is a leading deepwater company operating in the Gulf of Mexico.

Item 3.02 **Unregistered Sales of Securities**

The Parent Common Equity issued as partial consideration for the Deep Gulf Energy Acquisition have not been registered under the U.S. Securities Act of 1933, as amended, or applicable state securities laws and may not be offered or sold in the United States absent registration under the Securities Act or an exemption from such registration requirements. The Parent Common Equity has been issued to the Seller without the use of any general solicitation or advertising to market or otherwise offer the securities for sale. The Seller has agreed not to sell, contract to sell, pledge, dispose of or otherwise transfer, directly or indirectly, the shares of Parent Common Equity received as consideration for a period of six months following the closing date. Kosmos has agreed to file a resale shelf registration statement upon expiration of this lock-up period to facilitate the resale of the shares. In addition, the Seller has agreed that 14,289,047 shares of Parent Common Equity will be subject to a 12-month holdback as partial security for claims by Purchaser against the Seller after the closing in accordance with the Securities Purchase Agreement; provided that a portion of such shares will be released from the holdback six months after the closing.

Item 7.01 **Regulation FD Disclosure**

On September 17, 2018, Kosmos issued a press release announcing the closing of the acquisition referred to above. A copy of the press release issued by Kosmos is attached hereto as Exhibit 99.1. The information in this Item 7.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities of that Section.

Item 9.01

Financial Statements and Other Exhibits

Exhibit
Number

Description of Exhibit

99.1

[Press Release, dated September 17, 2018](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 20, 2018

KOSMOS ENERGY LTD.

By: /s/ Jason E. Doughty
Jason E. Doughty
Senior Vice President, General Counsel and Corporate
Secretary

INDEX TO EXHIBITS

Exhibit
Number

Description of Exhibit

99.1

[Press Release, dated September 17, 2018](#)



NEWS RELEASE

KOSMOS ENERGY COMPLETES ACQUISITION OF DEEP GULF ENERGY

DALLAS, Texas, September 17, 2018 – [Kosmos Energy](#) (NYSE/LSE: KOS) announced today that it has completed the previously announced acquisition of Deep Gulf Energy (“DGE”)¹, a leading deepwater company operating in the Gulf of Mexico. By acquiring DGE, Kosmos adds to its deepwater Atlantic Margin portfolio an established business with attractive assets and a strong record of growing production and reserves through infrastructure-led exploration. This immediately accretive acquisition enhances the scale of the company and is expected to generate significant free cash flow, enabling Kosmos to return cash to shareholders through a dividend, beginning in the first quarter of 2019.

Note:

1. Includes Deep Gulf Energy LP, Deep Gulf Energy II, LLC, Deep Gulf Energy III, LLC, and related entities (collectively “DGE”)

About Kosmos Energy

Kosmos is a well-capitalized, pure play deepwater oil and gas company with growing production, a pipeline of development opportunities and a balanced exploration portfolio along the Atlantic Margins. Our assets include growing production offshore Ghana, Equatorial Guinea, and in the U.S. Gulf of Mexico, a competitively positioned Tortue gas project in Mauritania and Senegal, and a sustainable exploration program balanced between proven basins (Equatorial Guinea and U.S. Gulf of Mexico), emerging basins (Mauritania, Senegal and Suriname) and frontier basins (Cote d'Ivoire and Sao Tome and Principe). As an ethical and transparent company, Kosmos is committed to doing things the right way. The company’s Business Principles articulate our commitment to transparency, ethics, human rights, safety and the environment. Read more about this commitment in the Kosmos 2017 [Corporate Responsibility Report](#). For additional information, visit www.kosmosenergy.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that Kosmos expects, believes or anticipates will or may occur in the future are forward-looking statements. Kosmos’ estimates and forward-looking statements are mainly based on its current expectations and estimates of future events and trends, which affect or may affect its businesses and operations. Although Kosmos believes that these estimates and forward-looking

statements are based upon reasonable assumptions, they are subject to several risks and uncertainties and are made in light of information currently available to Kosmos. When used in this press release, the words “anticipate,” “believe,” “intend,” “expect,” “plan,” “will” or other similar words are intended to identify forward-looking statements. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of Kosmos, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. Further information on such assumptions, risks and uncertainties is available in Kosmos’ Securities and Exchange Commission (“SEC”) filings. Kosmos undertakes no obligation and does not intend to update or correct these forward-looking statements to reflect events or circumstances occurring after the date of this press release, except as required by applicable law. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.

###

CONTACT:

Investor Relations

Jamie Buckland

+44 (0) 203 954 2831

jbuckland@kosmosenergy.com

Rhys Williams

+1-214-445-9693

rwilliams@kosmosenergy.com

Media Relations

Thomas Golembeski

+1-214-445-9674

tgolembeski@kosmosenergy.com
