

OMB APPROVAL	
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**INITIAL STATEMENT OF 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

<b>1. Name and Address of Reporting Person*</b> HARRIS JEFFREY <hr/> (Last) (First) (Middle) C/O WARBURG PINCUS LLC, 450 LEXINGTON AVE <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 05/11/2011	<b>3. Issuer Name and Ticker or Trading Symbol</b> Kosmos Energy Ltd. [KOS]	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares <sup>M</sup>			
Series A Convertible Preferred Units	(1)	(1)	Common Shares	87,664,716	\$ (1)	I	See Footnotes (2) (3)
Series B Convertible Preferred Units	(1)	(1)	Common Shares	59,157,300	\$ (1)	I	See Footnotes (2) (3)
Series C Convertible Preferred Units	(1)	(1)	Common Shares	2,588,876	\$ (1)	I	See Footnotes (2) (3)
C1 Units	(1)	(1)	Common Shares	4,968,245	\$ (1)	I	See Footnotes (2) (3)

**Explanation of Responses:**

- The securities underlying the derivative securities reported herein are issuable pursuant to the corporate reorganization (the "Corporate Reorganization") that will be completed simultaneously with, or prior to, the closing (the "Closing") of the initial public offering of common shares, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") in exchange for the outstanding units of Kosmos Energy Holdings ("KEH"), which units are exchangeable pursuant to the Fourth Amended and Restated Operating Agreement of KEH upon the Closing based on the pre-offering equity value of such units.
- Pursuant to the Corporate Reorganization, Warbur Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WPPE VIII," and together with two affiliated partnerships, "WP VIII"), and Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP LP," and together with two affiliated partnerships, "WPIP"), have the right to acquire as of the date of this filing 154,379,137 Common Shares of the Issuer in connection with the Closing, which is expected to occur on May 16, 2011.
- 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 sole 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 and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC. Mr. Harris is a Partner of WP and a Managing Director and a Member of WP LLC. The Common Shares of the Issuer which WP VIII and WPIP have the right to acquire are reflected as indirectly beneficially owned by Mr. Harris because of his affiliation with the Warburg Pincus entities. Mr. Harris disclaims beneficial ownership with respect to any Common Shares of the Issuer in which he does not have a direct pecuniary interest.

/s/ Jeffrey A. Harris                      05/11/2011

\*\* 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 5(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.

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