

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, 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> <b>WARBURG PINCUS &amp; CO</b>  (Last) (First) (Middle) <b>450 LEXINGTON AVENUE, NEW YORK</b>  (Street) <b>NY NY 100173147</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>Kosmos Energy Ltd. [KOS]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) <b>05/16/2011</b>	
<b>4. If Amendment, Date of Original Filed</b> (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	05/16/2011		J <sup>(1)</sup>		74,804,408	A	\$ 0 <sup>(1)</sup>	74,804,408	D <sup>(2)</sup>	
Common Shares	05/16/2011		J <sup>(1)</sup>		73,987,753	A	\$ 0 <sup>(1)</sup>	73,987,753	D <sup>(3)</sup>	
Common Shares	05/16/2011		J <sup>(1)</sup>		154,379,137	A	\$ 0 <sup>(1)</sup>	154,379,137	I	See Footnotes <sup>(4) (5)</sup>

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Units	\$ 0 (1)	05/16/2011		J(1)			7,815,717	(1)	(1)	Common Shares	42,477,931	\$ 0 (1)	0	D	
Series B Convertible Preferred Units	\$ 0 (1)	05/16/2011		J(1)			5,219,452	(1)	(1)	Common Shares	28,664,667	\$ 0 (1)	0	D	
Series C Convertible Preferred Units	\$ 0 (1)	05/16/2011		J(1)			230,712	(1)	(1)	Common Shares	1,254,447	\$ 0 (1)	0	D	
C1 Units	\$ 0 (1)	05/16/2011		J(1)			651,759	(1)	(1)	Common Shares	2,407,363 (6)	\$ 0 (1)	0	D	
Series A Convertible Preferred Units	\$ 0 (1)	05/16/2011		J(1)			7,730,393	(1)	(1)	Common Shares	42,014,200	\$ 0 (1)	0	D	
Series B Convertible Preferred Units	\$ 0 (1)	05/16/2011		J(1)			5,162,471	(1)	(1)	Common Shares	28,351,734	\$ 0 (1)	0	D	
Series C Convertible Preferred Units	\$ 0 (1)	05/16/2011		J(1)			228,191	(1)	(1)	Common Shares	1,240,739	\$ 0 (1)	0	D	
C1 Units	\$ 0 (1)	05/16/2011		J(1)			644,643	(1)	(1)	Common Shares	2,381,079 (6)	\$ 0 (1)	0	D	
Series A Convertible Preferred Units	\$ 0 (1)	05/16/2011		J(1)			16,129,849	(1)	(1)	Common Shares	87,664,716 (6)	\$ 0 (1)	0	I	See Footnote (7)
Series B Convertible Preferred Units	\$ 0 (1)	05/16/2011		J(1)			10,771,752	(1)	(1)	Common Shares	59,157,300 (6)	\$ 0 (1)	0	I	See Footnote (7)
Series C Convertible Preferred Units	\$ 0 (1)	05/16/2011		J(1)			476,134	(1)	(1)	Common Shares	2,588,876 (6)	\$ 0 (1)	0	I	See Footnote (7)
C1 Units	\$ 0 (1)	05/16/2011		J(1)			1,345,081	(1)	(1)	Common Shares	4,968,235 (6)	\$ 0 (1)	0	I	See Footnote (7)

**1. Name and Address of Reporting Person \***

WARBURG PINCUS & CO

(Last) (First) (Middle)

450 LEXINGTON AVENUE, NEW YORK

(Street)

NY NY 100173147

(City) (State) (Zip)

**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

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(Last) (First) (Middle)  
 C/O WARBURG PINCUS & CO., 450 LEXINGTON AVENUE

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(Street)  
 NEW YORK NY 10017

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(City) (State) (Zip)

**1. Name and Address of Reporting Person \***  
 WARBURG PINCUS PRIVATE EQUITY VIII L P

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(Last) (First) (Middle)  
 C/O WARBURG PINCUS & CO., 450 LEXINGTON AVENUE

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(Street)  
 NEW YORK NY 10017

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(City) (State) (Zip)

**1. Name and Address of Reporting Person \***  
 Warburg Pincus International Partners, L.P.

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(Last) (First) (Middle)  
 C/O WARBURG PINCUS & CO., 450 LEXINGTON AVENUE

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(Street)  
 NEW YORK NY 10017

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(City) (State) (Zip)

**1. Name and Address of Reporting Person \***  
 KAYE CHARLES R

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(Last) (First) (Middle)  
 C/O WARBURG PINCUS LLC, 450 LEXINGTON AVE

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(Street)  
 NEW YORK NY 10017

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(City) (State) (Zip)

**1. Name and Address of Reporting Person \***  
 LANDY JOSEPH

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(Last) (First) (Middle)  
 C/O WARBURG PINCUS LLC, 450 LEXINGTON AVE

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(Street)  
 NEW YORK NY 10017

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(City) (State) (Zip)

**Explanation of Responses:**

1. The common shares, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer"), were issued in exchange for the outstanding units in Kosmos Energy Holdings ("KEH") listed in Table II pursuant to a corporate reorganization (the "Corporate

Reorganization") in connection with the initial public offering of Common Shares of the Issuer, which units were exchangeable pursuant to the Fourth Amended and Restated Operating Agreement of KEH upon the closing of the initial public offering of the Issuer based on the pre-offering equity value of such units.

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 2,168,715 Common Shares and 216,439 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 3,087,586 Common Shares and 114,236 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 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. Pursuant to Rule 16a-1 of the Securities and Exchange Act of 1934, as amended, WP Partners, WP, WP LLC, Mr. Kaye and Mr. Landy may be deemed to be the beneficial owners of any securities reported herein that may be deemed to be beneficially owned by WP VIII or WPIP. Each of WP VIII, WPIP, WP Partners, WP, WP LLC, Mr. Kaye and Mr. Landy disclaims beneficial ownership with respect to any Common Shares of the Issuer in which they do not have a direct pecuniary interest.
6. The Form 3 filed on behalf of the reporting persons herein on May 11, 2011 understated and overstated the number of Common Shares of the Issuer underlying each of WPPE VIII's and WPIP LP's C1 Unit holdings, respectively. The aggregate number of Common shares of the Issuer received by WP VIII and WPIP pursuant to the Corporate Reorganization as previously reported is not affected by the correction reflected herein.
7. Reflects the aggregate number of units of KEH directly owned by WP VIII and WPIP prior to the exchange of such units on May 16, 2011 pursuant to the Corporate Reorganization.

#### 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.

\* Power of Attorney given by Mr. Kaye was previously filed with the U.S. Securities and Exchange Commission ("SEC") on March 2, 2006 as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.

\*\* Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.

Warburg Pincus & Co., By: 05/18/2011  
/s/ Scott A. Arenare, Partner

Warburg Pincus LLC, By: 05/18/2011  
/s/ Scott A. Arenare,  
Managing Director

Warburg Pincus Partners,  
LLC, By: Warburg Pincus  
& Co., its managing 05/18/2011  
member, By: /s/ Scott A.  
Arenare, Partner

Warburg Pincus Private  
Equity VIII, L.P., By:  
Warburg Pincus Partners,  
LLC, its general partner, 05/18/2011  
By: Warburg Pincus & Co.,  
its managing member, By:  
/s/ Scott A. Arenare, Partner

Warburg Pincus  
International Partners, L.P.,  
By: Warburg Pincus  
Partners, LLC, its general 05/18/2011  
partner, By: Warburg  
Pincus & Co., its managing  
member, By: /s/ Scott A.  
Arenare, Partner

Charles R. Kaye, By: /s/  
Scott A. Arenare, as 05/18/2011  
attorney-in-fact\* for Charles  
R. Kaye

Joseph P. Landy, By: /s/

Scott A. Arenare, as  
attorney-in-fact\*\* for Joseph 05/18/2011  
P. Landy

\*\* 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.**