

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

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).

1. Name and Address of Reporting Person* <u>Shah Nealesh D.</u> _____ (Last) (First) (Middle) 8176 PARK LANE, SUITE 500 _____ (Street) DALLAS TX 75231 _____ (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP and CFO		
			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2021					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					

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 Stock	01/31/2021		A		77,000 <sup>(1)</sup>	A	\$0	695,935	D	
Common Stock	02/01/2021		F		12,027 <sup>(2)</sup>	D	\$2.28	683,908	D	

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					

Explanation of Responses:

- These restricted share units were granted under the Issuer's Long Term Incentive Plan (the "Plan") and are scheduled to vest with respect to one-third of the total number of shares on January 31 of each of 2022, 2023 and 2024, subject to the terms of the Plan and the applicable award agreement issued thereunder.
- These shares were withheld by the Issuer to satisfy the tax withholding requirement arising from the vesting of restricted share units granted to the reporting person under the Issuer's Long Term Incentive Plan.

Remarks:

By: /s/ Richard J Stephens, as Attorney-in-Fact 02/02/2021

\*\* 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jason E. Doughty, Josh R. Marion and Richard J. Steph  
(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person of Kosmos Energy Ltd. (the "Company") pu  
(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such  
(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may l  
The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act  
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect  
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of May 2020.

Signature: /s/ Nealesh D. Shah\_\_\_\_\_  
Name: Nealesh D. Shah

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