
**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):
October 16, 2014

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**

(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 16, 2014, Kosmos Energy Ltd. (the “**Company**”) issued a press release (the “**Press Release**”) announcing that W. Greg Dunlevy, the Company’s current Executive Vice President and Chief Financial Officer, will retire in June 2015 as part of a mutually agreed succession plan. Mr. Dunlevy will be succeeded by Thomas P. Chambers, who has been appointed Senior Vice President and Chief Financial Officer of the Company, effective November 5, 2014. During the period between Mr. Chambers’ appointment and Mr. Dunlevy’s retirement, Mr. Dunlevy will act in an advisory role to the Chairman and Chief Executive Officer and will assist with the orderly transition of the duties of chief financial officer to Mr. Chambers.

A copy of the Press Release is attached hereto as Exhibit 99.1.

Mr. Chambers, who is 59, joins the Company from Apache Corporation, an oil and gas exploration and production company with domestic and international operations, where he served most recently (since February 2014) as Senior Vice President, Finance. Mr. Chambers previously served as Apache Corporation’s Executive Vice President and Chief Financial Officer since November 2010, Vice President — Corporate Planning and Investor Relations since March 2009, Vice President — Corporate Planning since September 2001 and Director of Corporate Planning since March 1995. Prior to joining Apache Corporation, Mr. Chambers was in the international business development group at Pennzoil Exploration and Production, having held a variety of management positions with the BP plc group of companies from 1981 to 1992. Mr. Chambers is a member of the Society of Petroleum Engineers, serves on the advisory board of Houston Foundation for Life and is a member of the Board of Trustees of Notre Dame College of Ohio.

There is no family relationship between Mr. Chambers and any other executive officer or director of the Company, and there is no arrangement or understanding with any other person under which he was appointed. There are no transactions to which the Company or any of its subsidiaries is a party and in which Mr. Chambers has a direct or indirect material interest subject to disclosure under Item 404(a) of Regulation S-K.

In connection with Mr. Chambers’ appointment, the Company’s subsidiary, Kosmos Energy, LLC, entered into an offer letter agreement with Mr. Chambers dated as of October 16, 2014, which provides for the following:

- an annual base salary of \$550,000;
 - an annual bonus targeted at 100% of base salary and ranging from 0% to 200% of base salary, with the actual amount of the bonus, if any, payable for any year determined based on the level of attainment of the applicable Company and individual performance metrics;
 - two sign-on equity awards of restricted share units granted under the Company’s Long Term Incentive Plan (the “**LTIP**”) and individual award agreements that will be subject to the terms set forth in the Company’s publicly filed award agreements, one with a grant date value of \$825,000 that will vest based solely on service, and the other with a grant date target value of \$825,000 that will vest based on service and the level of attainment of a specified relative total shareholder return goal;
 - an initial annual long-term incentive equity award granted under the LTIP that is expected to be granted by the end of June 2015, with a grant date value of \$1,650,000 and allocated between service-vesting and performance-vesting awards consistent with the allocation of awards granted to other members of the Company’s senior management, and eligibility to receive additional long-term incentive equity awards for each year after 2015;
 - in connection with his relocation to the Dallas/Fort Worth area, the Company will pay or reimburse Mr. Chambers for reasonable and necessary temporary housing and commuting expenses and relocation expenses, including reimbursement of specified costs in connection with the sale of his existing residence and the purchase of his new residence and for taxes incurred by Mr. Chambers in relation to such relocation benefits; and
 - on a termination of his employment by the Company without “cause” (as defined in the LTIP), subject to his execution of a release of claims, Mr. Chambers is entitled to severance in an amount equal to the sum of his base salary and target bonus, and continued Company-paid medical and dental coverage for him and his eligible dependents for 12 months.
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Item 7.01 Regulation FD Disclosure.

On October 16, 2014, the Company issued the Press Release. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Form 8-K 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 Exhibits.

(d) Exhibits. The following exhibit is furnished as part of this current report on Form 8-K:

- 99.1 Press Release dated October 16, 2014, announcing the appointment of Thomas P. Chambers as Senior Vice President and Chief Financial Officer of the Company and the retirement of W. Greg Dunlevy.
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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: October 16, 2014

KOSMOS ENERGY LTD.

By: /s/ Andrew G. Inglis
Andrew G. Inglis
Chairman and Chief Executive Officer

INDEX TO EXHIBITS

Exhibit No.	Description
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NEWS RELEASE

THOMAS P. CHAMBERS JOINS KOSMOS AS CHIEF FINANCIAL OFFICER

Greg Dunlevy to Retire as Part of Planned Succession

DALLAS, Texas, October 16, 2014 – Kosmos Energy Ltd. (“Kosmos”) (NYSE: KOS) announced today that Thomas P. Chambers will join the company as senior vice president and chief financial officer effective November 5, 2014. Greg Dunlevy, who has served as executive vice president and chief financial officer since 2003, will retire from the company at the end of June 2015 as part of a mutually agreed succession plan. Mr. Dunlevy will remain with the company in an advisory role to the chairman and chief executive officer until his retirement to ensure a smooth transition.

Mr. Chambers, 59, has extensive executive experience in the international exploration and production industry. He joins Kosmos most recently from Apache Corporation, where he was executive vice president and chief financial officer from November 2010 to February 2014.

“Tom brings significant corporate finance and industry experience to Kosmos, and is an excellent addition to our senior leadership team. He joins Kosmos at a time of financial strength, with the company capable of self-funding its world-class exploration program, as well as its on-going development projects in Ghana,” said Andrew G. Inglis, Kosmos’ chairman and chief executive officer. “We are pleased to welcome Tom to Kosmos.”

During his nearly 20 years at Apache, Mr. Chambers held a variety of leadership roles in finance, corporate planning, and investor relations. Prior to joining Apache, he served in the international business development group at Pennzoil Exploration and Production Company, and held a range of management positions with the BP plc group of companies. Mr. Chambers earned his bachelor’s degree in chemical engineering from University of Notre Dame. He is a member of the Society of Petroleum Engineers.

Commenting on his new position, Mr. Chambers said, “With Kosmos preparing to test four potentially play-opening prospects over the next 18 months, this is an exciting time to join the company. I look forward to working with the Kosmos team to continue creating value for shareholders.”

Mr. Inglis praised the significant and lasting contributions of Mr. Dunlevy, an original founder of Kosmos. “Greg has been an exceptional leader during his decade plus tenure at Kosmos, responsible for securing start-up capital during the early days, growth capital following the Jubilee discovery and ultimately leading the company through a successful initial public offering. From the beginning, Greg has been an important member of the senior leadership team. He has played a key role in building Kosmos into a self-funded explorer and we are grateful for his immense contribution to the business.”

About Kosmos Energy

Kosmos Energy is a leading independent oil and gas exploration and production company focused on frontier and emerging areas along the Atlantic Margin. Our assets include existing production and other major development projects offshore Ghana, as well as exploration licenses with significant hydrocarbon potential offshore Ireland, Mauritania, Morocco (including Western Sahara), Portugal, Senegal, and Suriname. 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 [2013 Corporate Responsibility Report](#). Kosmos is listed on the New York Stock Exchange and is traded under the ticker symbol KOS. 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," "estimate," "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.

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