SEC Form 4

Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|
| Estimated average burden | | | | | | | |
| hours per response: | 0.5 | | | | | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* Glass Ronald W. | | | 2. Issuer Name and Ticker or Trading Symbol <u>Kosmos Energy Ltd.</u> [KOS] | (Check | ationship of Reporting Pers < all applicable) Director Officer (give title | on(s) to Issuer 10% Owner Other (specify |
|-------------------------------------------------------------|---------------|----------------|-----------------------------------------------------------------------------------------|------------------------|---------------------------------------------------------------------------------------------|------------------------------------------------|
| (Last) (First) (Middle) 8176 PARK LANE, SUITE 500 | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2022 | X | below) VP & Chief Account | below) |
| (Street) DALLAS (City) | TX (State) | 75231 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Filing Form filed by One Repo Form filed by More than Person | orting 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. Transa Code (8) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 01/31/2022 | | A | | 40,000 ⁽¹⁾ | A | \$ <mark>0</mark> | 147,558 | D | |
| Common Stock | 01/31/2022 | | A | | 5,769 ⁽²⁾ | A | \$ <mark>0</mark> | 153,327 | D | |
| Common Stock | 01/31/2022 | | F | | 8,246 ⁽³⁾ | D | \$4.33 | 145,081 | 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. Transa Code (8) | | of Deriv Secu Acqu (A) of Dispo of (D) (Instr | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 7. Titl Amou Secur Unde Deriv Secur 3 and | int of rities rlying ative rity (Instr. | 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 | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. 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 2023, 2024 and 2025, subject to the terms of the Plan and the applicable award agreement issued thereunder.

2. Represents shares issued on settlement of restricted share units granted to the reporting person on January 31, 2019 under the Plan that vested based on the level of achievement of the applicable performance condition.

3. 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 Plan.

Remarks:



<u>02/02/2022</u>

** 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.