
**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): **February 8, 2013**

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**

Not Applicable

(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 1.01 Entry into a Material Definitive Agreement.

On February 8, 2013, Kosmos Energy Ltd. (the “Company”) entered into Amendment No. 1 (the “Amendment”) to the Amended and Restated Registration Rights Agreement dated as of October 7, 2009 (the “RRA”), with certain funds affiliated with Warburg Pincus LLC (the “Warburg Pincus Funds”) and The Blackstone Group L.P. (the “Blackstone Funds”), respectively, as existing shareholders of the Company’s common shares, par value \$0.01 per share (the “common shares”). The Amendment, among other things, shortens the notice period required to be given by the Company to holders of Registrable Securities (as defined in the RRA) upon either the Warburg Pincus Funds or the Blackstone Funds making a demand for registration of their Registrable Securities under the Securities Act of 1933, as amended (the “Securities Act”), or the Company proposing to effect a registration of its common shares under the Securities Act, to one day.

Based on share ownership as of December 31, 2012, after giving effect to the Offering (as defined in Item 7.01 below) and assuming no exercise of the underwriters’ over-allotment option in connection with the Offering, the Warburg Pincus Funds will own approximately 35.84% of the Company’s outstanding common shares, and the Blackstone Funds will own approximately 29.32% of the Company’s outstanding common shares. In addition, two of the Company’s directors, Joseph P. Landy and David B. Krieger, are affiliated with the Warburg Pincus Funds, and two of the Company’s directors, David I. Foley and Prakash A. Melwani, are affiliated with the Blackstone Funds. These directors were designated to the Company’s board of directors pursuant to the terms of a shareholders agreement among the Company, the Warburg Pincus Funds and the Blackstone Funds dated as of May 10, 2011.

Item 7.01 Regulation FD.

On February 14, 2013, the Company announced the pricing of the previously announced registered underwritten public offering of common shares (the “Offering”). The Warburg Pincus Funds, the Blackstone Funds and certain officers of the Company participating in the Offering (collectively, the “Selling Shareholders”) have agreed to sell an aggregate of 30,000,000 common shares at a public offering price of \$11.00 per common share. The Offering is expected to close on February 21, 2013, subject to customary closing conditions. A press release announcing the pricing of the Offering is contained in Exhibit 99.1 hereto, which exhibit is incorporated by reference into this Item 7.01.

The information contained herein is being furnished, not filed, pursuant to Item 7.01. Accordingly, this information will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Other Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 14, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 14, 2013

KOSMOS ENERGY LTD.

By: /s/ W. Greg Dunlevy
W. Greg Dunlevy
Chief Financial Officer and Executive Vice President

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated February 14, 2013.

**NEWS RELEASE****KOSMOS ENERGY ANNOUNCES PRICING OF SECONDARY PUBLIC OFFERING OF COMMON SHARES**

DALLAS, Texas, February 14, 2013 — Kosmos Energy Ltd. (“Kosmos”) (NYSE: KOS) announced today the pricing of a registered underwritten public offering of approximately 30 million common shares, all of which were offered by existing shareholders and certain officers of Kosmos. The price to the public was \$11.00 per share. The underwriters of this offering have been granted an option, exercisable within 30 days, to purchase up to an additional 4.5 million common shares from certain of the selling shareholders on the same terms and conditions to cover over-allotment, if any. The offering is expected to close on February 21, 2013, subject to customary closing conditions. Kosmos will not receive any of the proceeds from the sale of the common shares.

Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and Barclays Capital Inc. are acting as joint book-running managers of the offering.

The offering is being made pursuant to an effective shelf registration statement, including a prospectus and a prospectus supplement relating to the offering, filed by Kosmos with the U.S. Securities and Exchange Commission (“SEC”). When available, copies of the prospectus and the prospectus supplement relating to the offering may be obtained for free by visiting the SEC website at www.sec.gov. Alternatively, copies of the prospectus and the prospectus supplement may be obtained from Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, telephone (800) 831-9146, email batprospectusdept@citi.com, Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, New York 10010, telephone (800) 221-1037, email newyork.prospectus@credit-suisse.com and Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Ave, Edgewood, New York 11717, telephone (888) 603-5847, email barclaysprospectus@broadridge.com.

This press release is for informational purposes only and does not constitute an offer to sell, or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offer or sale of these securities will be made only by means of a prospectus, including a prospectus supplement, forming a part of the related registration statement.

About Kosmos Energy

Kosmos Energy is a leading independent oil and gas exploration and production company focused on frontier and emerging areas in Africa and South America.

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

(more)

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," "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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