UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Kosmos Energy Ltd.

(Name of Issuer)

Common Shares, par value \$0.01 per share

(Title of Class of Securities)

500688106

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

O Rule 13d-1(b)☑ Rule 13d-1(c)O Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 2 of 18 Pages

1	NAME OF REPORTING PERSONS DGE Group Series Holdco, LLC, Series II					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
N	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER 0			
BE			6 SHARED VOTING POWER 4,957,424			
			SOLE DISPOSITIVE POWER 0			
			SHARED DISPOSITIVE POWER 4,957,424			
	AGGREGATE A	EGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	4,957,424					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.2% (1)					
12	TYPE OF REPORTING PERSON OO					
1) The cal	lculation of this per-	centage is b	ased on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current			

(1) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

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1	NAME OF REPORTING PERSONS					
L	DGE Group Series Holdco, LLC, Series III					
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) x (b) o	(a) x (b) o				
	SEC USE ONLY					
3						
	CITIZENSHIP C	CITIZENSHIP OR PLACE OF ORGANIZATION				
4	Delaware					
	Delaware	Т	SOLE VOTING POWER			
		5				
	UMBER OF	 	0 SHARED VOTING DOWER			
	SHARES NEFICIALLY	6	SHARED VOTING POWER			
	WNED BY		24,602,632			
R!	EACH EPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON WITH	/	0			
ĺ	WIIN	0	SHARED DISPOSITIVE POWER			
		8	24,602,632			
	AGGREGATE A	MOUNT B	SENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	24,602,632					
	CHECK IF THE	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
10						
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	6.2%(1)	6.2%(1)				
	TYPE OF REPOR	RTING PE!	RSON			
12	00					
L						

(1) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

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	NAME OF DEDC				
1	NAME OF REPORTING PERSONS				
	DGE Group Series Holdco, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) x (b) o				
	SEC USE ONLY				
3					
	CITIZENSHIP OR PLACE OF ORGANIZATION				
4	Delaware				
	Delawale		SOLE VOTING POWER		
		5			
NU	JMBER OF		0		
	SHARES	6	SHARED VOTING POWER		
	EFICIALLY WNED BY	0	29,560,056		
DI	EACH EPORTING	/	SOLE DISPOSITIVE POWER		
	PERSON		0		
	WITH		SHARED DISPOSITIVE POWER		
		8	29,560,056		
0	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	29,560,056				
1.0	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
10					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	7.4%(1)				
	TYPE OF REPORTING PERSON				
12	00				
	~~				

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1	NAME OF REPORTING PERSONS				
1	DGE II New Holdco, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3	SEC USE ONLY				
4	CITIZENSHIP O	CITIZENSHIP OR PLACE OF ORGANIZATION			
4	Delaware	Delaware			
NI		5	SOLE VOTING POWER 0		
BEN	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 4,957,424		
RI			SOLE DISPOSITIVE POWER 0		
			SHARED DISPOSITIVE POWER 4,957,424		
		MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	4,957,424(1)				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	1.2%(2)				
10	TYPE OF REPORTING PERSON				
12	00				

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.
 (2) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

1	NAME OF REPORTING PERSONS				
	DGE II New Topco, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3	SEC USE ONLY				
Λ	CITIZENSHIP O	R PLACE	OF ORGANIZATION		
4	Delaware	Delaware			
NI	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER 0		
BEN			SHARED VOTING POWER 4,957,424		
RI			SOLE DISPOSITIVE POWER 0		
			SHARED DISPOSITIVE POWER 4,957,424		
	AGGREGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	4,957,424(1)	4,957,424(1)			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	1.2%(2)				
10	TYPE OF REPORTING PERSON				
12	00				

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 (2) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

1	NAME OF REPORTING PERSONS				
	FR DGE II Holdings, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
NI	JMBER OF	5	SOLE VOTING POWER 0		
SBEN	SHARES IEFICIALLY WNED BY	6 SHARED VOTING POWER 8,932,050			
RE	EACH EPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 0		
	wiiii	8	SHARED DISPOSITIVE POWER 8,932,050		
0	AGGREGATE AN	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	8,932,050(1)				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.2%(2)				
12	TYPE OF REPORTING PERSON OO				

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 (2) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

1	NAME OF REPORTING PERSONS				
	First Reserve GP XI, L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3	SEC USE ONLY				
4	CITIZENSHIP O	R PLACE (OF ORGANIZATION		
4	Delaware				
		5	SOLE VOTING POWER 0		
SBEN	JMBER OF SHARES NEFICIALLY WNED BY	6	SHARED VOTING POWER 8,932,050		
RE	EACH EPORTING PERSON	7	SOLE DISPOSITIVE POWER 0		
	WITH	8	SHARED DISPOSITIVE POWER 8,932,050		
	AGGREGATE A!	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	8,932,050(1)				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	2.2%(2)				
17	TYPE OF REPORTING PERSON				
12	PN				