UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 3)*

Kosmos Energy Ltd.

(Name of Issuer)

Common Shares, par value \$0.01 per share (Title of Class of Securities)

> G5315B107 (CUSIP Number)

December 31, 2017 (Date of Event which Requires Filing of this Statement)

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

□ Rule 13d-1(b)

- \Box Rule 13d-1(c)
- ⊠ 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 disclosures provided in a prior cover page.

The information required on 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).

1. Name of Reporting Persons: Blackstone Capital Partners (Cayman) IV L.P. 2. Check the Appropriate Box if a Member of a Group (a) □ (b) ⊠ 3. SEC Use Only 4. Citizenship or Place of Organization: Cayman Islands 5. Sole Voting Power: 0 6. Shared Voting Power: 0 9. 9. Aggregate Amount Beneficially Owned by Each Reporting Person:	
2. Check the Appropriate Box if a Member of a Group (a) (b) 3. SEC Use Only 4. Citizenship or Place of Organization: Cayman Islands Cayman Islands 5. Sole Voting Power: 0 0 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7. Sole Dispositive Power: 0 49,756,101 8. Shared Dispositive Power: 0	
(a) (b) (c) 3. SEC Use Only 4. Citizenship or Place of Organization: Cayman Islands (c) SHARES (c) BENEFICIALLY (c) OWNED BY 49,756,101(1)(2) EACH (c) REPORTING (c) PERSON (c) WITH (c) 8. Shared Dispositive Power: 0 (c) 0 (c) 0 (c) 0 (c)	
3. SEC Use Only 4. Citizenship or Place of Organization: Cayman Islands Cayman Islands 5. Sole Voting Power: 0 9.	
3. SEC Use Only 4. Citizenship or Place of Organization: Cayman Islands Cayman Islands 5. Sole Voting Power: 0 SHARES 6. BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6. 7. Sole Dispositive Power: 49,756,101 8. Shared Dispositive Power: 0	
Cayman Islands Cayman Islands Sole Voting Power: 0 SHARES BENEFICIALLY OWNED BY 49,756,101(1)(2) EACH 7. Sole Dispositive Power: REPORTING PERSON 49,756,101 WITH 8. Shared Dispositive Power: 0	
NUMBER OF 5. Sole Voting Power: NUMBER OF 0 SHARES 6. Shared Voting Power: BENEFICIALLY 49,756,101(1)(2) OWNED BY 49,756,101(1)(2) EACH 7. Sole Dispositive Power: REPORTING 49,756,101 PERSON 49,756,101 WITH 8. Shared Dispositive Power: 0 0	
NUMBER OF 0 SHARES 6. BENEFICIALLY 49,756,101(1)(2) OWNED BY 49,756,101(1)(2) EACH 7. Sole Dispositive Power: REPORTING PERSON WITH 8. Shared Dispositive Power: 0	
NOMBENOF 6. Shared Voting Power: SHARES 6. Shared Voting Power: BENEFICIALLY 49,756,101(1)(2) OWNED BY 49,756,101(1)(2) EACH 7. Sole Dispositive Power: REPORTING 49,756,101 PERSON 49,756,101 WITH 8. Shared Dispositive Power: 0 0	
SHARES BENEFICIALLY OWNED BY EACH PERSON WITH 6. Shared Voting Power: 49,756,101(1)(2) 49,756,101(1)(2) 49,756,101 9 PERSON WITH 8. Shared Dispositive Power: 0	
OWNED BY EACH REPORTING49,756,101(1)(2)WITH7.Sole Dispositive Power:VITH49,756,1018.Shared Dispositive Power:0	
REPORTING PERSON WITH 49,756,101 8. Shared Dispositive Power: 0	
PERSON WITH 49,756,101 8. Shared Dispositive Power: 0	
0 A gran gate A mount Daneficially Or modely Each Denoming Denomy	
9. Aggregate Amount Beneficially Owned by Each Reporting Person:	
49,756,101(1)(2)	
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11. Percent of Class Represented by Amount in Row (9):	
12.8%(1)(2)(3)	
12. Type of Reporting Person (See Instructions):	
PN	

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

1.	Name of Reporting Persons:				
	Blackstor	ne C	Capital Partners (Cayman) IV-A L.P.		
2.			ppropriate Box if a Member of a Group		
	(a) 🗆	ſh			
3.	SEC Use				
			·		
4.	Citizensh	ip o	or Place of Organization:		
	Cayman l	Islar	nds		
		5.	Sole Voting Power:		
NUM			0		
	IBER OF	6.	Shared Voting Power:		
	FICIALLY NED BY		811,425(1)(2)		
	ACH	7.			
	ORTING				
	RSON VITH	8.	811,425 Shared Dispositive Power:		
		0.			
9.	Aggregat	e Ai	mount Beneficially Owned by Each Reporting Person:		
	811,425(1	1)(2)	:)		
10.	Check Bo	ox if	f the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
	\boxtimes				
11.	Percent o	f Cl	lass Represented by Amount in Row (9):		
	0.2%(1)(2	2)(3			
12.	Type of F	2)(3) Repo	orting Person (See Instructions):		
	DI	-			
	PN				

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

				1 4 61 27 1 4 265		
1.	Name of Reporting Persons:					
	Blackstone Family Investment Partnership (Cayman) IV-A L.P.					
2.			ppropriate Box if a Member of a Group			
	(a) 🗆		b) 🛛			
3.	SEC Use	Onl	lly			
4.	Citizensh	ip o	or Place of Organization:			
	Cayman 1	Islar	ınds			
	-	5.	Sole Voting Power:			
NUM	BER OF		0			
SH	ARES	6.	Shared Voting Power:			
OWN	FICIALLY NED BY		1,278,921(1)(2)			
	ACH ORTING	7.	Sole Dispositive Power:			
PERSON WITH			1,278,921			
		8.	Shared Dispositive Power:			
0						
9.	9. Aggregate Amount Beneficially Owned by Each Reporting Person:					
	1,278,921	1(1))(2)			
10.	Check Bo	ox if	if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)			
	\boxtimes					
11. Percent of Class Represented by Amount in Row (9):						
0.3%(1)(2)(3)						
12.			orting Person (See Instructions):			
	PN					

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

CUSIPN	No. G5315E	B10/		Page 5 of 27 Pages			
1.	Name of Reporting Persons:						
	Blackstone Participation Partnership (Cayman) IV L.P.						
2.	Check th	ne Aj	ppropriate Box if a Member of a Group				
	(a) 🗆						
3.	SEC Use	e On	ly				
4.	Citizensł	hip o	or Place of Organization:				
	Cayman	Islai	nds				
	_	5.	Sole Voting Power:				
NUM	IBER OF		0				
SH	IARES	6.	Shared Voting Power:				
	FICIALLY NED BY		144,183(1)(2)				
	EACH ORTING	7.	Sole Dispositive Power:				
PE	ERSON		144,183				
	WITH	8.	Shared Dispositive Power:				
			0				
9.	Aggrega	te A	mount Beneficially Owned by Each Reporting Person:				
	144,183(
10.	Check B	ox if	f the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				
	X						
11.	Percent o	of Cl	lass Represented by Amount in Row (9):				
	Less than 0.1%(1)(2)(3)						
12.	Type of I	Repo	orting Person (See Instructions):				
	PN						

- (1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).
- (2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.
- (3) The calculation of the foregoing percentage is based on 389,355,364 Common Shares outstanding as of November 1, 2017, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017 filed with the Securities and Exchange Commission on November 6, 2017.

00511 1	0. G5315E	10/	, , , , , , , , , , , , , , , , , , , ,	age 6 of 27 Pages
1.	Name of	Rep	porting Persons:	
	Blacksto	ne M	Management Associates (Cayman) IV L.P.	
2.	Check the	e Ap	ppropriate Box if a Member of a Group	
	(a) 🗆	(b	b) 🖂	
3.	SEC Use	Onl	ıly	
4.	Citizensh	ip o	or Place of Organization:	
	Cayman	Islan	inds	
		5.	. Sole Voting Power:	
NUM	IBER OF		0	
SH	ARES	6.	. Shared Voting Power:	
BENEFICIALI OWNED BY			50,567,526(1)(2)	
	ACH ORTING	7.	Sole Dispositive Power:	
PE	RSON		50,567,526	
Ŵ	VITH	8.	. Shared Dispositive Power:	
0				
9.	Aggregat	e Ar	Amount Beneficially Owned by Each Reporting Person:	
	50,567,52			
10.	Check Bo	ox if	if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
	\boxtimes			
11.	Percent o	f Cl	Class Represented by Amount in Row (9):	
	13.0%(1)			
12.	Type of F	Repo	orting Person (See Instructions):	
	PN			

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

CUSIP N	Io. G5315B107	Page 7 of 27 Pages			
1.	Name of Reporting Persons:				
	Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P.				
2.	Check the Appropriate Box if a Member of a Group				
	(a) □ (b) ⊠				
3.	SEC Use Only				
4.	Citizenship or Place of Organization:				
	Cayman Islands				
	5. Sole Voting Power:				
NUM	IBER OF 0				
SH	IARES 6. Shared Voting Power:				
OW	FICIALLY NED BY 1,061,882(1)(2)				
	ACH 7. Sole Dispositive Power: ORTING				
PE	RSON 1,061,882				
v	VITH 8. Shared Dispositive Power:				
	0				
9.	Aggregate Amount Beneficially Owned by Each Reporting Person:				
	1,061,882(1)(2)				
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				
11.	Percent of Class Represented by Amount in Row (9):				
	0.3%(1)(2)(3)				
12.	Type of Reporting Person (See Instructions):				
	PN				

The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the (1) Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

LUSIPT	NO. G5315E	,10/		Page 8 of 27 Pages	
1.	Name of Reporting Persons:				
	Blackstor	ne F	amily GP L.L.C.		
2.	Check the	e Ap	ppropriate Box if a Member of a Group		
	(a) 🗆	(b			
3.	SEC Use	Onl	ly		
4.	Citizensh	ip o	or Place of Organization:		
	Delaware	à			
		5.	Sole Voting Power:		
NUN	ABER OF		0		
SF	HARES	6.	Shared Voting Power:		
OW	FICIALLY NED BY		1,061,882(1)(2)		
	EACH ORTING	7.	Sole Dispositive Power:		
PE	ERSON		1,061,882		
`	WITH	8.	Shared Dispositive Power:		
			0		
9.	Aggregat	e Ai	mount Beneficially Owned by Each Reporting Person:		
	1,061,882				
10.	Check Bo	ox if	f the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
	\boxtimes				
11.	Percent o	f Cl	lass Represented by Amount in Row (9):		
	0.3%(1)(2)(3)		
12.	Type of F	Repo	orting Person (See Instructions):		
	00				

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

				0		
1.	Name of Reporting Persons:					
	BCP IV GP L.L.C.					
2.	Check the	e Ap	ppropriate Box if a Member of a Group			
	(a) 🗆	Ռ				
3.	SEC Use					
4.	Citizensh	in o	r Place of Organization:			
		-				
	Delaware					
		5.	Sole Voting Power:			
NUM	BER OF		0			
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		6.	Shared Voting Power:			
			1,423,104(1)(2)			
		7.	Sole Dispositive Power:			
			51,990,630			
М	/ITH	8.	Shared Dispositive Power:			
			0			
9.	Aggregate Amount Beneficially Owned by Each Reporting Person:					
	51,990,63	30(1)(2)			
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)					
11.						
	13.4%(1)(2)(3)					
12.			orting Person (See Instructions):			
	00					

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

10. G5515D			Page 10 01 27 Pages		
Name of Reporting Persons:					
Blackstone LR Associates (Cayman) IV Ltd.					
Check the	e Ap	ppropriate Box if a Member of a Group			
(a) 🗆	(b	2) 区			
SEC Use	Onl	ly			
Citizensh	ip o	or Place of Organization:			
Cayman l	Islar	nds			
IBER OF		0			
IARES	6.	Shared Voting Power:			
NED BY		50,567,526(1)(2)			
ACH ORTING	7.	Sole Dispositive Power:			
RSON		0			
VIIH	8.	Shared Dispositive Power:			
		0			
Aggregat	e Ai	mount Beneficially Owned by Each Reporting Person:			
Check Bo	ox if	f the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)			
\boxtimes					
Percent o	f Cl	lass Represented by Amount in Row (9):			
Type of F	Rebo	orting Person (See Instructions):			
00					
	Blackston Check the (a) □ SEC Use Citizensh Cayman 1 IBER OF IARES FICIALLY NED BY ACH ORTING RSON VITH Aggregat 50,567,52 Check Bo ⊠ Percent o 13.0%(1) Type of F	Blackstone I Check the A (a) (t SEC Use On Citizenship o Cayman Isla Cayman Isla (ARES 6. FICIALLY NED BY ACH 7. ORTING RSON VITH 8. Aggregate A 50,567,526(1) Check Box i S Percent of C 13.0%(1)(2)(Type of Repo	Blackstone LR Associates (Cayman) IV Ltd. Check the Appropriate Box if a Member of a Group (a) □ (b) Ø SEC Use Only Citizenship or Place of Organization: Cayman Islands 5. Sole Voting Power: 0 0 10. 6. 11. Shared Voting Power: 12. 50.567.526(1)(2) 12. 7. 13.0%(1)(2)(3) Type of Reporting Person (See Instructions):		

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

1. Name of Reporting Persons: Blackstone Holdings III L.P. 2. Check the Appropriate Box if a Member of a Group (a) □ (b) ⊠ 3. SEC Use Only Image: SEC Use Only 4. Citizenship or Place of Organization: Quebec, Canada 9. Shared Voting Power: 0 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51.990.630(1)(2) 51.990.630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions): PN			
2. Check the Appropriate Box if a Member of a Group (a) □ (b) ⊠ 3. SEC Use Only 4. Citizenship or Place of Organization: Quebec, Canada 9. Sole Voting Power: 6. 0 6. 0 5. 0 6. 0 6. 0 5. 0 6. 0 5. 0 6. 0 5. 0 6. 0 5. 0 5. 0 5. 0 5. 0 5. 0 5. 10. Check Box if the Aggregate Amount Beneficially Owned by Each Reporting Person: 51.990.630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):	1.	Name of Reporting Persons:	
2. Check the Appropriate Box if a Member of a Group (a) (b) ⊠ 3. SEC Use Only 4. Citizenship or Place of Organization: Quebec, Canada 5. Sole Voting Power: 0 6. SHARES 6. BENEFICIALLY OWNED BY 51,990,630(1)(2) EACH 7. Sole Dispositive Power: 0 51,990,630 WITH 8. 8. Shared Dispositive Power: 0 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠ 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):		Blackstone Holdings III L.P.	
3. SEC Use Only 4. Citizenship or Place of Organization: Quebec, Canada 5. Sole Voting Power: 0 0 0 SHARES 6. BENEFICIALLY 51,990,630(1)(2) VITH 7. Sole Dispositive Power: 0 51,990,630 WITH 8. Shared Dispositive Power: 0 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠ 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):	2.		
3. SEC Use Only 4. Citizenship or Place of Organization: Quebec, Canada 5. Sole Voting Power: 0 0 0 SHARES 6. BENEFICIALLY 51,990,630(1)(2) VITH 7. Sole Objective Power: 0 51,990,630 WITH 8. Shared Dispositive Power: 0 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠ 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):			
4. Citizenship or Place of Organization: Quebec, Canada Quebec, Canada NUMBER OF 5. Sole Voting Power: 0 SHARES BENEFICIALLY OWNED BY EACH 7. Sole Dispositive Power: FERSON WITH 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Image: Second Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):	3.		
Quebec, Canada Quebec, Canada Sole Voting Power: 0 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8. Shared Dispositive Power: 0 51,990,630(1)(2) 7. Sole Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Image: State of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):			
NUMBER OF 5. Sole Voting Power: 0 6. Shared Voting Power: BENEFICIALLY 51,990,630(1)(2) OWNED BY 51,990,630 PERSON 7. Sole Dispositive Power: 0 51,990,630 WITH 8. Shared Dispositive Power: 0 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Image: Second	4.	Citizenship or Place of Organization:	
NUMBER OF SHARES 0 6. Shared Voting Power: 9. 51,990,630(1)(2) 8. Shared Dispositive Power: 0 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Image: State of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):		Quebec, Canada	
NOMBER OF SHARES BENEFICIALLY OWNED BY 6. Shared Voting Power: BENEFICIALLY OWNED BY 51,990,630(1)(2) EACH REPORTING 7. Sole Dispositive Power: 9. 51,990,630 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) II. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):		5. Sole Voting Power:	
NOMBER OF SHARES BENEFICIALLY OWNED BY 6. Shared Voting Power: BENEFICIALLY OWNED BY 51,990,630(1)(2) EACH REPORTING 7. Sole Dispositive Power: 9. 51,990,630 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) II. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):			
BENEFICIALLY OWNED BY EACH REPORTING PERSON 51,990,630(1)(2) % Sole Dispositive Power: 51,990,630 51,990,630 WITH 8. Shared Dispositive Power: 0 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \boxtimes 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):		ABEN OF	
EACH REPORTING PERSON WITH 7. Sole Dispositive Power: 51,990,630 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Image: Section of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):	BENE	FICIALLY	
REPORTING PERSON WITH 51,990,630 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Image: State of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):			
PERSON WITH 51,990,630 8. Shared Dispositive Power: 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Image: State			
a. Shared Dispositive Powel. 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠ 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):	PE	ERSON 51,990,630	
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☑ 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):	V	8. Shared Dispositive Power:	
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 51,990,630(1)(2) 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☑ 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):			
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □ □ 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):	9.		
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □ □ 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):			
Image: Section of Class Represented by Amount in Row (9): 11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):	10		
11. Percent of Class Represented by Amount in Row (9): 13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):	10.	Check Dox if the Aggregate Aniount in Now (3) Excludes Certain Shares (See instructions)	
13.4%(1)(2)(3) 12. Type of Reporting Person (See Instructions):			
12. Type of Reporting Person (See Instructions):	11.	Percent of Class Represented by Amount in Row (9):	
12. Type of Reporting Person (See Instructions):		13.4%(1)(2)(3)	
PN	12.		
		PN	
	<u> </u>	1	

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

CUSIP No. G5315B10/					
1.	Name of Reporting Persons:				
	Blackstone Holdings III GP L.P.				

	Blackstone Holdings III GP L.P.					
2. (Check the Appropriate Box if a Member of a Group					
((a) 🗆	(b				
3. 5	SEC Use	Onl	y			
4. (Citizonch	in o	r Place of Organization:			
4.	CITIZEIISII	ip o				
1	Delaware					
		5.	Sole Voting Power:			
NUMB	REB OF		0			
SHA	RES	6.	Shared Voting Power:			
BENEFICIALLY OWNED BY			51,990,630(1)(2)			
EACH		7.				
REPORTING PERSON						
WI		8.	51,990,630 Shared Dispositive Power:			
	0					
9. 4	Aggregate Amount Beneficially Owned by Each Reporting Person:					
5	51,990,630(1)(2)					
	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)					
1						
	Percent of Class Represented by Amount in Row (9):					
	13.4%(1)(2)(3) Type of Reporting Person (See Instructions):					
12,	Type of N	.cp0	Anny recon (see monacuono).			
1	PN					

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

CUSIPINO. G5315B107 Page 13 01 27 Pages					
1.	Name of Reporting Persons:				
	Blackstone Holdings III GP Management L.L.C.				
2.	Check the Appropriate Box if a Member of a Group				
	(a) 🗆		b) 🗵		
3.	SEC Use Only				
4.	Citizenship or Place of Organization:				
	Delaware	•			
		5.	Sole Voting Power:		
NUM	BER OF		0		
SHA	ARES FICIALLY	6.	Shared Voting Power:		
OWN	NED BY		51,990,630(1)(2)		
	ACH DRTING	7.	Sole Dispositive Power:		
	RSON /ITH	-	51,990,630		
**	1111	8.	Shared Dispositive Power:		
	A				
9.	Aggregat	e Ai	mount Beneficially Owned by Each Reporting Person:		
10.	51,990,630(1)(2) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				
10.		JX 11	The Aggregate Amount in Now (3) Excludes Certain Shares (See instructions)		
11.	Percent of Class Represented by Amount in Row (9):				
12.	13.4%(1)(2)(3) Type of Reporting Person (See Instructions):				
	00				

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

TUSIP No.	G5315B107	
JUSIF INU.	G2212D10/	

1.	Name of Reporting Persons:				
	The Blackstone Group L.P.				
2.	Check the Appropriate Box if a Member of a Group				
	_				
2	(a)				
3.	SEC Use Only				
4. Citizenship or Place of Organization:			r Place of Organization:		
Delaware					
		5.	Sole Voting Power:		
NILIN/	IBER OF		0		
SH	ARES	6.	Shared Voting Power:		
BENEFICIALLY OWNED BY EACH			51,990,630(1)(2)		
		7.	Sole Dispositive Power:		
PE	ORTING RSON		51,990,630		
V	VITH	8.	Shared Dispositive Power:		
			0		
9.	Aggregat	e A	mount Beneficially Owned by Each Reporting Person:		
	51,990,63	30(1	.)(2)		
10.			f the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
	\boxtimes				
11.	Percent of Class Represented by Amount in Row (9):				
12.	13.4%(1)(2)(3)				
12.	12. Type of Reporting Person (See Instructions):				
	PN				

The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the (1) Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by (2) such reporting person.

CODITIN	IO. G5515E	,10	,	Page 15 01 27 Pages	
1.	Name of Reporting Persons:				
	Blackstone Group Management L.L.C.				
2.	2. Check the Appropriate Box if a Member of a Group				
	(a) 🗆	(b	b) 🖂		
3.	SEC Use Only				
4. Citizenship or Place of Organization:					
Delaware					
		5.	. Sole Voting Power:		
NUM	IBER OF		0		
SH	ARES	6.	. Shared Voting Power:		
	FICIALLY NED BY		51,990,630(1)(2)		
	ACH ORTING	7.	. Sole Dispositive Power:		
PE	RSON		51,990,630		
V	VITH	8.	. Shared Dispositive Power:		
			0		
9.	Aggregat	e Ai	Amount Beneficially Owned by Each Reporting Person:		
	51,990,63				
10.	Check Bo	ox if	if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
	X				
11.	Percent o	of Cl	Class Represented by Amount in Row (9):		
	13.4%(1)(2)(3)				
12.	Type of F	Repo	oorting Person (See Instructions):		
	00				

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

1.	Name of Reporting Persons:				
	Stephen A. Schwarzman				
2.	Check the Appropriate Box if a Member of a Group				
	(a) □ (b) ⊠				
3.	SEC Use Only				
4.	Citizenship or Place of Organization:				
	United States				
		5.	Sole Voting Power:		
NUMBER OF			0		
SHARES BENEFICIALLY		6.	Shared Voting Power:		
OWNED BY EACH REPORTING PERSON			53,052,512(1)(2)		
		7.	Sole Dispositive Power:		
			53,052,512		
v	/ITH	8.	Shared Dispositive Power:		
			0		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person:				
	53,052,512(1)(2)				
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				
11.	Percent of Class Represented by Amount in Row (9):				

 13.6%(1)(2)(3)

 12.

 Type of Reporting Person (See Instructions):

 IN

(1) The number of common shares reported as beneficially owned excludes an aggregate 91,508,651 common shares publicly reported as owned by the Warburg Pincus Investors (as defined in Item 8 of this Schedule 13G) in such entities' most recent Form 4 filed with the Securities and Exchange Commission on May 26, 2017, which the Reporting Person may be deemed to beneficially own pursuant to the terms of the Shareholders Agreement (as defined in Item 8, below).

(2) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

Item 1. (a). Name of Issuer

Kosmos Energy Ltd. (the "Company")

(b). Address of Issuer's Principal Executive Offices:

Clarendon House, 2 Church Street, Hamilton, Bermuda

Item 2 (a). Name of Person Filing

Item 2 (b). Address of Principal Business Office

Item 2 (c). Citizenship

(i) Blackstone Capital Partners (Cayman) IV L.P.c/o The Blackstone Group L.P.345 Park AvenueNew York, NY 10154Citizenship: Cayman Islands

(ii) Blackstone Capital Partners (Cayman) IV-A L.P.
c/o The Blackstone Group L.P.
345 Park Avenue
New York, NY 10154
Citizenship: Cayman Islands

(iii) Blackstone Family Investment Partnership (Cayman) IV-A L.P.
c/o The Blackstone Group L.P.
345 Park Avenue
New York, NY 10154
Citizenship: Cayman Islands

(iv) Blackstone Participation Partnership (Cayman) IV L.P.c/o The Blackstone Group L.P.345 Park AvenueNew York, NY 10154Citizenship: Cayman Islands

(v) Blackstone Management Associates (Cayman) IV L.P.
c/o The Blackstone Group L.P.
345 Park Avenue
New York, NY 10154
Citizenship: Cayman Islands

(vi) Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P.
c/o The Blackstone Group L.P.
345 Park Avenue
New York, NY 10154
Citizenship: Cayman Islands

(vii) Blackstone Family GP L.L.C.c/o The Blackstone Group L.P.345 Park AvenueNew York, NY 10154Citizenship: State of Delaware

(viii) BCP IV GP L.L.C.c/o The Blackstone Group L.P.345 Park AvenueNew York, NY 10154Citizenship: State of Delaware

(ix) Blackstone LR Associates (Cayman) IV Ltd.c/o The Blackstone Group L.P.345 Park AvenueNew York, NY 10154Citizenship: Cayman Islands

(x) Blackstone Holdings III L.P.
c/o The Blackstone Group L.P.
345 Park Avenue
New York, NY 10154
Citizenship: Quebec, Canada

(xi) Blackstone Holdings III GP L.P.c/o The Blackstone Group L.P.345 Park AvenueNew York, NY 10154Citizenship: State of Delaware

(xii) Blackstone Holdings III GP Management L.L.C.c/o The Blackstone Group L.P.345 Park AvenueNew York, NY 10154Citizenship: State of Delaware

(xiii) The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware

(xiv) Blackstone Group Management L.L.C.c/o The Blackstone Group L.P.345 Park AvenueNew York, NY 10154Citizenship: State of Delaware

(xv) Stephen A. Schwarzman c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: United States

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

Blackstone Capital Partners (Cayman) IV L.P. ("BCP Cayman IV") directly holds 49,756,101 Common Shares (as defined below). Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP Cayman IV-A") directly holds 811,425 Common Shares. Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP") directly holds 1,278,921 Common Shares. Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. ("BFIP SMD") directly holds 1,061,882 Common Shares. Blackstone Participation Partnership (Cayman) IV L.P. ("BPP", together with BCP Cayman IV, BCP Cayman IV-A, BFIP and BFIP SMD, the "Blackstone Funds") directly holds 144,183 Common Shares.

The general partner of BFIP SMD is Blackstone Family GP L.L.C., which is wholly owned by Blackstone's senior managing directors and controlled by Mr. Stephen A. Schwarzman, its founder. The general partner of BCP Cayman IV and BCP Cayman IV-A is Blackstone Management Associates (Cayman) IV L.P. ("BMA"). Blackstone LR

Associates (Cayman) IV Ltd ("BLRA") and BCP IV GP L.L.C ("BCP IV") are the general partners of BMA. BCP IV is the general partner of BFIP and BPP. Blackstone Holdings III L.P. is the sole member of BCP IV and a shareholder of BLRA. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the Common Shares beneficially owned by the Blackstone Funds directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such Common Shares.

Item 2 (d). Title of Class of Securities:

Common Shares, par value \$0.01 per share (the "Common Shares")

Item 2 (e). CUSIP Number:

G5315B107

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the Common Shares listed on such Reporting Person's respective reporting page. BCP Cayman IV directly holds 49,756,101 Common Shares. BCP Cayman IV-A directly holds 811,425 Common Shares. BFIP directly holds 1,278,921 Common Shares. BFIP SMD directly holds 1,061,882 Common Shares. BPP directly holds 144,183 Common Shares.

(b) Percent of class:

The Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2017, filed with the Securities and Exchange Commission on November 6, 2017, indicated that there were 389,355,364 outstanding Common Shares as of November 1, 2017. Based on this number of outstanding Common Shares, each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of shares of the total number of outstanding Common Shares as listed on such Reporting Person's respective reporting page.

(c) Number of Shares as to which the Reporting Person has:

Blackstone Capital Partners (Cayman) IV L.P.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

49,756,101

(iii) Sole power to dispose or to direct the disposition of:

49,756,101

(iv) Shared power to dispose or to direct the disposition of:

Blackstone Capital Partners (Cayman) IV-A L.P

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

811,425

(iii) Sole power to dispose or to direct the disposition of:

811,425

(iv) Shared power to dispose or to direct the disposition of: 0

Blackstone Family Investment Partnership (Cayman) IV-A L.P.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

1,278,921

- (iii) Sole power to dispose or to direct the disposition of: 1,278,921
- (iv) Shared power to dispose or to direct the disposition of:

0

Blackstone Participation Partnership (Cayman) IV L.P.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

144,183

(iii) Sole power to dispose or to direct the disposition of:

144,183

(iv) Shared power to dispose or to direct the disposition of:

Blackstone Management Associates (Cayman) IV L.P.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

50,567,526

(iii) Sole power to dispose or to direct the disposition of:

50,567,526

(iv) Shared power to dispose or to direct the disposition of: 0

Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

1,061,882

(iii) Sole power to dispose or to direct the disposition of: 1,061,882

(iv) Shared power to dispose or to direct the disposition of: 0

Blackstone Family GP L.L.C.

(i) Sole power to vote or to direct the vote:

0

- (ii) Shared power to vote or to direct the vote:
 - 1,061,882
- (iii) Sole power to dispose or to direct the disposition of:

1,061,882

(iv) Shared power to dispose or to direct the disposition of:

```
0
```

0

BCP IV GP L.L.C.

(i) Sole power to vote or to direct the vote:

(ii) Shared power to vote or to direct the vote:

1,423,104

- (iii) Sole power to dispose or to direct the disposition of: 51,990,630
- (iv) Shared power to dispose or to direct the disposition of:

Blackstone LR Associates (Cayman) IV Ltd.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

50,567,526

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of: 0

Blackstone Holdings III L.P.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

51,990,630

(iii) Sole power to dispose or to direct the disposition of: 51,990,630

(iv) Shared power to dispose or to direct the disposition of:

0

Blackstone Holdings III GP L.P.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

51,990,630

(iii) Sole power to dispose or to direct the disposition of:

51,990,630

(iv) Shared power to dispose or to direct the disposition of:

0

Blackstone Holdings III GP Management L.L.C.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

51,990,630

(iii) Sole power to dispose or to direct the disposition of:51,990,630

(iv) Shared power to dispose or to direct the disposition of:

0

The Blackstone Group L.P.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

51,990,630

(iii) Sole power to dispose or to direct the disposition of:

51,990,630

(iv) Shared power to dispose or to direct the disposition of:

0

Blackstone Group Management L.L.C.

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

51,990,630

(iii) Sole power to dispose or to direct the disposition of:

51,990,630

(iv) Shared power to dispose or to direct the disposition of:

0

Steven A. Schwarzman

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

53,052,512

(iii) Sole power to dispose or to direct the disposition of:

53,052,512

(iv) Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

(1) The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act. The Joint Filing Agreement among the Reporting Persons to file this Schedule 13G jointly in accordance with Rule 13d-1(k) of the Act is attached hereto as Exhibit 99.1.

(2) Given the terms of the Shareholders Agreement (the "Shareholders Agreement") dated May 10, 2011 among the Company and each of the Blackstone Investors (as defined below) and the Warburg Pincus Investors (as defined below), each of the Reporting Persons may be deemed to be a member of a "group" within the meaning of Section 13(d)(3) of the Act. Each Reporting Person expressly disclaims beneficial ownership with respect to any Common Shares other than the Common Shares owned of record by such Reporting Person.

Investor Funds

Blackstone Investors

- 1. Blackstone Capital Partners (Cayman) IV L.P.
- 2. Blackstone Capital Partners (Cayman) IV-A L.P.
- 3. Blackstone Family Investment Partnership (Cayman) IV-A L.P.
- 4. Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P.
- 5. Blackstone Participation Partnership (Cayman) IV L.P.

Warburg Pincus Investors

- 1. Warburg Pincus International Partners, L.P.
- 2. Warburg Pincus Netherlands International Partners I, C.V.
- 3. WP-WPIP Investors, L.P.
- 4. Warburg Pincus Private Equity VIII, L.P.
- 5. Warburg Pincus Netherlands Private Equity VIII I, C.V.
- 6. WP-WP VIII Investors, L.P.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2018

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV L.P. By: Blackstone Management Associates (Cayman) IV L.P., its general partner By: BCP IV GP L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV-A L.P. By: Blackstone Management Associates (Cayman) IV L.P., its general partner By: BCP IV GP L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP (CAYMAN) IV-A L.P. By: BCP IV GP L.L.C., its general partner

By:/s/ John G. FinleyName:John G. FinleyTitle:Chief Legal Officer

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP (CAYMAN) IV-A SMD L.P. By: Blackstone Family GP L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley Title: Chief Legal Officer

[Kosmos Energy Ltd. - Schedule 13G/A]

BLACKSTONE PARTICIPATION PARTNERSHIP (CAYMAN) IV L.P. By: BCP IV GP L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BCP IV GP L.L.C.

By:/s/ John G. FinleyName:John G. FinleyTitle:Chief Legal Officer

BLACKSTONE FAMILY GP L.L.C.

By:/s/ John G. FinleyName:John G. FinleyTitle:Chief Legal Officer

BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) IV L.P. By: BCP IV GP L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE LR ASSOCIATES (CAYMAN) IV LTD.

By: /s/ John G. Finley Name: John G. Finley

Title: Director

BLACKSTONE HOLDINGS III L.P. By: Blackstone Holdings III GP L.P., its general partner By: Blackstone Holdings III GP Management L.L.C., its general partner

By: /s/ John G. Finley

Name: John G. Finley Title: Chief Legal Officer

[Kosmos Energy Ltd. - Schedule 13G/A]

BLACKSTONE HOLDINGS III GP L.P. By: Blackstone Holdings III GP Management L.L.C., its general partner

By:/s/ John G. FinleyName:John G. FinleyTitle:Chief Legal Officer

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By:/s/ John G. FinleyName:John G. FinleyTitle:Chief Legal Officer

THE BLACKSTONE GROUP L.P. By: Blackstone Group Management L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

STEPHEN A. SCHWARZMAN

By:/s/ Stephen A. SchwarzmanName:Stephen A. Schwarzman

[Kosmos Energy Ltd. - Schedule 13G/A]