

Landy Joseph P.
Form 4
March 18, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARBURG PINCUS & CO.

2. Issuer Name and Ticker or Trading Symbol
Kosmos Energy Ltd. [KOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

450 LEXINGTON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10017-3147

(City) (State) (Zip)

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	03/15/2013		S	V 1,109,972	(A) D \$ 11 (1) 66,388,741	D (2)	
Common Shares	03/15/2013		S	1,097,853	D \$ 11 (1) 65,663,971	D (3)	
Common Shares	03/15/2013		S	2,290,725	D \$ 11 (1) 137,011,151	I	See Footnotes (4) (5) (7)
Common Shares	03/15/2013		S	2,290,725	D \$ 11 (1) 137,011,151	I	See Footnotes (6) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017-3147	X	X		
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017-3147		X		
Warburg Pincus Partners LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017-3147	X	X		
Warburg Pincus Private Equity VIII, L.P. 450 LEXINGTON AVENUE NEW YORK, NY 10017-3147	X	X		
Warburg Pincus International Partners, L.P. 450 LEXINGTON AVENUE NEW YORK, NY 10017-3147	X	X		
KAYE CHARLES R 450 LEXINGTON AVENUE NEW YORK, NY 10017-3147		X		
	X	X		

Landy Joseph P.
450 LEXINGTON AVENUE
NEW YORK, NY 10017-3147

Signatures

Warburg Pincus & Co., By: /s/ Scott A. Arenare, Attorney-in-Fact*	03/18/2013
__Signature of Reporting Person	Date
Warburg Pincus LLC, By: /s/Scott A. Arenare, Managing Director	03/18/2013
__Signature of Reporting Person	Date
Warburg Pincus Partners LLC, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Attorney-in-Fact*	03/18/2013
__Signature of Reporting Person	Date
Warburg Pincus Private Equity VIII, L.P., By: Warburg Pincus Partners LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Attorney-in-Fact*	03/18/2013
__Signature of Reporting Person	Date
Warburg Pincus International Partners, L.P., By: Warburg Pincus Partners LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Attorney-in-Fact*	03/18/2013
__Signature of Reporting Person	Date
Charles R. Kaye, By: /s/ Scott A. Arenare, as Attorney-in-Fact* for Charles R. Kaye	03/18/2013
__Signature of Reporting Person	Date
Joseph P. Landy By: /s/ Scott A. Arenare, as Attorney-in-Fact* for Joseph P. Landy	03/18/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) This amount represents the per share price of common stock (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") sold by the underwriters in connection with the underwriters' exercise of their over-allotment option in a secondary offering of the Issuer which closed on March 15, 2013 (the "Offering"). The material terms of the Offering are described in the prospectus, dated February 14, 2013, filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.
 - (2) Reflects the number of Common Shares directly owned by Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WPPE VIII"). Two affiliated limited partnerships (collectively, and together with WPPE VIII, "WP VIII") directly own 1,924,783 Common Shares and 192,046 Common Shares, respectively.
 - (3) Reflects the number of Common Shares directly owned by Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP LP"). Two affiliated limited partnerships (collectively, and together with WPIP LP, "WPIP") directly own 2,740,226 Common Shares and 101,384 Common Shares, respectively.
 - (4) Reflects the aggregate number of Common Shares directly owned by WP VIII and WPIP.
 - (5) Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners") and direct subsidiary of Warburg Pincus & Co., a New York general partnership ("WP"), is the general partner of WPPE VIII and WPIP LP. WP is the managing member of WP Partners. WP VIII and WPIP are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC"). Charles R.

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Kaye is a Managing General Partner of WP and a Managing Member and Co-President of WP LLC. Pursuant to Rule 16a-1 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), WP Partners, WP, WP LLC and Mr. Kaye may be deemed to be the beneficial owners of any securities reported herein that may be deemed to be beneficially owned by WP VIII and WPIP.

- (6) Joseph P. Landy is Managing General Partner of WP and a Managing Member and Co-President of WP LLC. Pursuant to Rule 16a-1 of the Exchange Act, Mr. Landy may be deemed to be the beneficial owner of any securities reported herein that may be deemed to be beneficially owned by WP VIII and WPIP. Mr. Landy is also a director of the Issuer.

- (7) Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of WP VIII, WPIP, WP Partners, WP, WP LLC, Mr. Kaye and Mr. Landy herein state that this filing shall not be deemed an admission that he or it is the beneficial owner of any such shares of Common Shares covered by this Statement. Each of WP VIII, WPIP, WP Partners, WP, WP LLC, Mr. Kaye and Mr. Landy disclaims beneficial ownership of such Common Shares, except to the extent of its or his pecuniary interest in such shares of Common Shares.

Remarks:

Director by Deputization - WP VIII, WPIP, WP Partners, and WP (the "Warburg Pincus Entities") collectively have the right t

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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