

BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP
 Form 4
 March 19, 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 *
 Blackstone Holdings III L.P.

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)

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

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

C/O THE BLACKSTONE GROUP
 L.P., 345 PARK AVENUE

(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
 ___X___ Form filed by More than One Reporting Person

NEW YORK, NY 10154

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------|
| | | | | Code V | Amount | (A) or (D) | Price | | |
| Common Shares | 03/15/2013 | | S | 1,755,619 | D | \$ 10.5875 | 105,005,826 | I | See Footnotes (2) (7) (8) |
| Common Shares | 03/15/2013 | | S | 28,631 | D | \$ 10.5875 | 1,712,440 | I | See Footnotes (3) (7) (8) |
| Common Shares | 03/15/2013 | | S | 46,308 | D | \$ 10.5875 | 2,769,766 | I | See Footnotes (4) (7) (8) |
| Common Shares | 03/15/2013 | | S | 38,450 | D | \$ 10.5875 | 2,299,722 | I | See Footnotes |

| | | | | | | | | | | |
|--------|------------|--|---|-------|------------|------------|---------|---------|----------------------------------|----------------------------------|
| | | | | | <u>(1)</u> | | | | <u>(5)</u> <u>(7)</u> <u>(8)</u> | |
| Common | 03/15/2013 | | S | 5,221 | D | \$ | 10.5875 | 312,256 | I | See |
| Shares | | | | | | <u>(1)</u> | | | | Footnotes |
| | | | | | | | | | | <u>(6)</u> <u>(7)</u> <u>(8)</u> |

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

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 control number.

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Blackstone Holdings III L.P.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BLACKSTONE FAMILY GP LLC
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Holdings III GP L.P.
C/O THE BLACKSTONE GROUP L.P.

X

345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings III GP Management L.L.C.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Group L.P.
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Group Management L.L.C.
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

X

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Signatures

/s/ John G. Finley, Chief Legal Officer, Blackstone Holdings III GP Management L.L.C.,
general partner of Blackstone Holdings III GP L.P. general partner of Blackstone Holdings III
L.P.

03/19/2013

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, BCP IV GP L.L.C., general partner of Blackstone
Management Associates (Cayman) IV L.P.

03/19/2013

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer of Blackstone Family GP L.L.C.

03/19/2013

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, Blackstone Holdings III GP Management L.L.C.,
general partner of Blackstone Holdings III G.P. L.P.

03/19/2013

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer for Blackstone Holdings III GP Management L.L.C.

03/19/2013

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, Blackstone Group Management L.L.C., general
partner of The Blackstone Group L.P.

03/19/2013

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer of Blackstone Group Management L.L.C.

03/19/2013

__Signature of Reporting Person

Date

/s/ Stephen A. Schwarzman

03/19/2013

__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 \$11.00 secondary public offering price per common share, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") less the underwriting discount of \$0.4125 per share in connection with the exercise by the underwriters of their over-allotment option.
- (2) These Common Shares are held by Blackstone Capital Partners (Cayman) IV L.P. ("BCP Cayman IV").
- (3) These Common Shares are held by Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP Cayman IV-A").
- (4) These Common Shares are held by Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP").
- (5) These Common Shares are held by Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. ("BFIP SMD").
- (6) These Common Shares are held by Blackstone Participation Partnership (Cayman) IV L.P. ("BPP").
- The general partner of BFIP SMD is Blackstone Family GP L.L.C. which is 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"). A general partner of BMA, BFIP, and BPP is BCP IV GP L.L.C ("BCP IV"). Blackstone Holdings III L.P. is the sole member of BCP IV.
- (7) 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 controlled by Mr. Stephen A. Schwarzman, its founder.
- (8) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

Remarks:

Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, the filer must file Form 3 through the Securities and Exchange Commission's EDGAR system.

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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