

LANDY JOSEPH
Form 3
May 11, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â WARBURG PINCUS & CO | | | (Month/Day/Year) | | Kosmos Energy Ltd. [KOS] | |
| (Last) | (First) | (Middle) | 05/11/2011 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 450 LEXINGTON AVENUE,Â NEW YORK | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| NY,Â NYÂ 100173147 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | ___ Form filed by One Reporting Person | |
| | | | | | _X_ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|--------------------------------------|-------|-------|---------------|------------|--------|-------|------------------|
| Series A Convertible Preferred Units | Â (1) | Â (1) | Common Shares | 42,477,931 | \$ (1) | D (2) | Â |
| Series B Convertible Preferred Units | Â (1) | Â (1) | Common Shares | 28,664,667 | \$ (1) | D (2) | Â |
| Series C Convertible Preferred Units | Â (1) | Â (1) | Common Shares | 1,254,447 | \$ (1) | D (2) | Â |
| C1 Units | Â (1) | Â (1) | Common Shares | 2,372,092 | \$ (1) | D (2) | Â |
| Series A Convertible Preferred Units | Â (1) | Â (1) | Common Shares | 42,014,200 | \$ (1) | D (3) | Â |
| Series B Convertible Preferred Units | Â (1) | Â (1) | Common Shares | 28,351,734 | \$ (1) | D (3) | Â |
| Series C Convertible Preferred Units | Â (1) | Â (1) | Common Shares | 1,240,739 | \$ (1) | D (3) | Â |
| C1 Units | Â (1) | Â (1) | Common Shares | 2,418,984 | \$ (1) | D (3) | Â |
| Series A Convertible Preferred Units | Â (1) | Â (1) | Common Shares | 87,664,716 | \$ (1) | I | See Footnote (4) |
| Series B Convertible Preferred Units | Â (1) | Â (1) | Common Shares | 59,157,300 | \$ (1) | I | See Footnote (4) |
| Series C Convertible Preferred Units | Â (1) | Â (1) | Common Shares | 2,588,876 | \$ (1) | I | See Footnote (4) |
| C1 Units | Â (1) | Â (1) | Common Shares | 4,968,245 | \$ (1) | I | See Footnote (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WARBURG PINCUS & CO 450 LEXINGTON AVENUE NEW YORK NY, NY 100173147 | Â | Â X | Â | Â |
| WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | Â | Â X | Â | Â |
| Warburg Pincus Partners LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | Â | Â X | Â | Â |
| WARBURG PINCUS PRIVATE EQUITY VIII L P 450 LEXINGTON AVENUE | Â | Â X | Â | Â |

NEW YORK, NY 10017

Warburg Pincus International Partners, L.P.

450 LEXINGTON AVENUE

Â Â X Â Â

NEW YORK, NY 10017

KAYE CHARLES R

C/O WARBURG PINCUS LLC

Â Â X Â Â

450 LEXINGTON AVE

NEW YORK, NY 10017

LANDY JOSEPH

C/O WARBURG PINCUS LLC

Â Â X Â Â

466 LEXINGTON AVE

NEW YORK, NY 10017

Signatures

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co.

05/11/2011

__Signature of Reporting Person

Date

/s/ Scott A. Arenare, Managing Director of Warburg Pincus LLC

05/11/2011

__Signature of Reporting Person

Date

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., managing member of Warburg Pincus Partners, LLC

05/11/2011

__Signature of Reporting Person

Date

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., managing member of Warburg Pincus Partners, LLC, general partner of Warburg Pincus Private Equity VIII, L.P.

05/11/2011

__Signature of Reporting Person

Date

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., managing member of Warburg Pincus Partners, LLC, general partner of Warburg Pincus International Partners, L.P.

05/11/2011

__Signature of Reporting Person

Date

/s/ Scott A. Arenare, as attorney-in-fact for Charles R. Kaye*

05/11/2011

__Signature of Reporting Person

Date

/s/ Scott A. Arenare, as attorney-in-fact for Joseph R. Landy**

05/11/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The securities underlying the derivative securities reported herein are issuable pursuant to the corporate reorganization (the "Corporate Reorganization") that will be completed simultaneously with, or prior to, the closing (the "Closing") of the initial public offering of common shares, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd., in exchange for the outstanding units of Kosmos Energy Holdings ("KEH"), which units are exchangeable pursuant to the Fourth Amended and Restated Operating Agreement of KEH upon the Closing based on the pre-offering equity value of such units.

(2) Pursuant to the Corporate Reorganization, Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WPPE VIII"), has the right to acquire as of the date of this filing 74,769,137 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011. Pursuant to the Corporate Reorganization, two affiliated limited partnerships of WPPE VIII (collectively, and together with WPPE VIII, "WP VIII") have the right to acquire as of the date of this filing 2,167,693 Common Shares and 216,337 Common Shares, respectively, in connection with the Closing.

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- Pursuant to the Corporate Reorganization, Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP LP"), has the right to acquire as of the date of this filing 74,025,658 Common Shares in connection with the Closing. Pursuant to the
- (3) Corporate Reorganization, two affiliated limited partnerships of WPIP LP (collectively, and together with WPIP LP, "WPIP") have the right to acquire as of the date of this filing 3,086,130 Common Shares and 114,183 Common Shares, respectively, in connection with the Closing.

- 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 sole 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.
- (4) Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC. Pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, WP, WP Partners, WP LLC, Mr. Kaye and Mr. Landy may be deemed to be the beneficial owners of any securities reported herein that may be deemed to be beneficially owned by WP VIII or WPIP. Each of WP VIII, WPIP, WP, WP Partners, WP LLC, Mr. Kaye and Mr. Landy disclaims beneficial ownership with respect to any Common Shares in which they do not have a direct pecuniary interest.

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Remarks:

- *Â -Â PowerÂ ofÂ AttorneyÂ givenÂ byÂ Mr.Â KayeÂ wasÂ previouslyÂ filedÂ withÂ theÂ U.S.Â SecuritiesÂ andÂ Excl
- **Â -Â PowerÂ ofÂ AttorneyÂ givenÂ byÂ Mr.Â LandyÂ wasÂ previouslyÂ filedÂ withÂ theÂ SECÂ onÂ MarchÂ 2,Â 20

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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