

BLACKSTONE CAPITAL PARTNERS CAYMAN IV LP

Form 4

February 25, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BCP IV GP L.L.C.

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

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

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

02/21/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	02/21/2013		S		11,555,266	D	\$ 10.5875 (1)	106,761,445	I	See Footnotes (2) (7) (8)
Common Shares	02/21/2013		S		188,444	D	\$ 10.5875 (1)	1,741,071	I	See Footnotes (3) (7) (8)
Common Shares	02/21/2013		S		304,796	D	\$ 10.5875 (1)	2,816,074	I	See Footnotes (4) (7) (8)
Common Shares	02/21/2013		S		253,071	D	\$ 10.5875	2,338,172	I	See Footnotes

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					(1)			(5) (7) (8)
Common					\$			See
Shares	02/21/2013	S	34,362	D	10.5875	317,477	I	Footnotes
					(1)			(6) (7) (8)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

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

X

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

X

BLACKSTONE CAPITAL PARTNERS CAYMAN IV- A LP
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A LP
C/O THE BLACKSTONE GROUP L.P.

X

345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Participation Partnership (Cayman) IV L.P.
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Signatures

/s/ John G. Finley, Chief Legal Officer of BCP IV GP L.L.C.

02/25/2013

__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., general partner of Blackstone Capital Partners (Cayman) IV L.P.

02/25/2013

__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., general partner of Blackstone Capital Partners (Cayman) IV-A L.P.

02/25/2013

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, BCP IV GP L.L.C. general partner of Blackstone Family Investment Partnership (Cayman) IV-A L.P.

02/25/2013

__Signature of Reporting Person

Date

/s/ John G. Finley, Chief Legal Officer, Blackstone Family GP L.L.C. general partner of Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P.

02/25/2013

__Signature of Reporting Person

Date

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

02/25/2013

__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.

(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").

(7)

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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. 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 4 through the Securities and Exchange Commission's EDGAR system, the filer has elected to file this Form 4 on behalf of all reporting persons.

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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