

Kosmos Energy Ltd.  
Form 4  
February 04, 2014

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KEMP JOHN RANDOLPH III**

(Last) (First) (Middle)

**C/O KOSMOS ENERGY,  
LLC, 8176 PARK LANE, SUITE  
500**

(Street)

**DALLAS, TX 75231**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Kosmos Energy Ltd. [KOS]**

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

**02/01/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	02/01/2014		A		1,000	A	\$ 0 <u>(1)</u>	110,524	D	
Common Shares								1,800	I	See Footnote <u>(2)</u>
Common Shares								651,938	I	See Footnote <u>(3)</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.**

SEC 1474  
(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 Following Reported Transaction (Instr. 6)
				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
KEMP JOHN RANDOLPH III C/O KOSMOS ENERGY, LLC 8176 PARK LANE, SUITE 500 DALLAS, TX 75231	X

## Signatures

/s/ Phillip Feiner, as  
Attorney-in-Fact

02/04/2014

           \*\*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).

- These restricted share units were granted under the Issuer's Long Term Incentive Plan (the "Plan") and are scheduled to vest 100% on
- (1) September 30, 2014, subject to the terms of the Plan (including certain acceleration and forfeiture provisions) and an award agreement under the Plan.
  - (2) These shares are owned by the reporting person's wife. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
  - (3) These shares granted under the Issuer's Long Term Incentive Plan are directly owned by the Rhonda N. Kemp 2011 Trust No. 1, Rhonda N. Kemp 2011 Trust No. 2, John R. Kemp, IV 2011 Trust No. 1, John R. Kemp, IV 2011 Trust No. 2, John R. Kemp, III 2011 Grantor Retained Annuity Trust and the Rosalind I. Kemp 2011 Grantor Retained Annuity Trust in the amount of 26,579, 26,579, 26,579, 26,579, 271,261 and 274,361 common shares, respectively. The reporting person disclaims beneficial ownership of these shares except to the

## Edgar Filing: Kosmos Energy Ltd. - Form 4

extent of his pecuniary interest therein.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.