

Kosmos Energy Ltd.  
Form 4  
June 19, 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  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dunlevy W Greg

(Last) (First) (Middle)

C/O KOSMOS ENERGY,  
LLC, 8176 PARK LANE, STE. 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)  
06/17/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive VP and CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	06/17/2014		S <sup>(1)</sup>	66,667 D \$ 11	6,038,782	D	
Common Shares	06/17/2014		S <sup>(2)</sup>	33,333 D \$ 11	1,468,621	I	See footnote (3)
Common Shares	06/18/2014		S <sup>(1)</sup>	66,667 D \$ 11.02 (4)	5,972,115	D	
Common Shares	06/18/2014		S <sup>(2)</sup>	33,333 D \$ 11.02 (5)	1,435,288	I	See footnote (3)

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

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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. 10)
				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
Dunlevy W Greg C/O KOSMOS ENERGY, LLC 8176 PARK LANE, STE. 500 DALLAS, TX 75231	Executive VP and CFO

## Signatures

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

06/19/2014

\_\_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).

- The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan adopted by 2008 Carnegie, Ltd.
- These shares are directly owned by 2008 Carnegie, Ltd., an entity controlled by the reporting person. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.00 to \$11.025, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the

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ranges set forth in footnotes 4 and 5 to this Form 4.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.00 to \$11.025, inclusive.

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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