

BLACKSTONE CAPITAL PARTNERS CAYMAN IV LP

Form 3

May 11, 2011

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

OMB APPROVAL

OMB
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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 *

Â BCP IV GP L.L.C.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/11/2011

3. Issuer Name **and** Ticker or Trading Symbol
Kosmos Energy Ltd. [KOS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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 PersonC/O THE BLACKSTONE
GROUP L.P.,Â 345 PARK
AVENUE

(Street)

NEW YORK,Â NYÂ 10154

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

**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.****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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (1) (Instr. 5)	
Series A Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	67,046,010	\$ <u>(1)</u>	I	See Footnotes <u>(2)</u> <u>(7)</u> <u>(8)</u>
Series B Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	45,478,980	\$ <u>(1)</u>	I	See Footnotes <u>(2)</u> <u>(7)</u> <u>(8)</u>
Series C Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	1,984,092	\$ <u>(1)</u>	I	See Footnotes <u>(2)</u> <u>(7)</u> <u>(8)</u>
C1 Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	3,807,630	\$ <u>(1)</u>	I	See Footnotes <u>(2)</u> <u>(7)</u> <u>(8)</u>
Series A Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	1,093,390	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(7)</u> <u>(8)</u>
Series B Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	741,674	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(7)</u> <u>(8)</u>
Series C Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	32,357	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(7)</u> <u>(8)</u>
C1 Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	62,094	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(7)</u> <u>(8)</u>
Series A Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	1,845,716	\$ <u>(1)</u>	I	See Footnotes <u>(4)</u> <u>(7)</u> <u>(8)</u>
Series B Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	1,122,345	\$ <u>(1)</u>	I	See Footnotes <u>(4)</u> <u>(7)</u> <u>(8)</u>
Series C Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	52,350	\$ <u>(1)</u>	I	See Footnotes <u>(4)</u> <u>(7)</u> <u>(8)</u>
C1 Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	100,460	\$ <u>(1)</u>	I	See Footnotes <u>(4)</u> <u>(7)</u> <u>(8)</u>
Series A Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	1,532,489	\$ <u>(1)</u>	I	See Footnotes <u>(5)</u> <u>(7)</u> <u>(8)</u>
Series B Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	931,875	\$ <u>(1)</u>	I	See Footnotes <u>(5)</u> <u>(7)</u> <u>(8)</u>
Series C Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	43,466	\$ <u>(1)</u>	I	See Footnotes <u>(5)</u> <u>(7)</u> <u>(8)</u>
C1 Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	83,413	\$ <u>(1)</u>	I	See Footnotes <u>(5)</u> <u>(7)</u> <u>(8)</u>
Series A Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	208,082	\$ <u>(1)</u>	I	See Footnotes <u>(6)</u> <u>(7)</u> <u>(8)</u>
Series B Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	126,533	\$ <u>(1)</u>	I	See Footnotes <u>(6)</u> <u>(7)</u> <u>(8)</u>
Series C Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	5,899	\$ <u>(1)</u>	I	See Footnotes <u>(6)</u> <u>(7)</u> <u>(8)</u>

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

/s/ Robert L. Friedman, Senior Managing Director for BCP IV GP L.L.C.	05/11/2011
____Signature of Reporting Person	Date
/s/ Robert L. Friedman, Senior Managing Director, 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.	05/11/2011
____Signature of Reporting Person	Date
/s/ Robert L. Friedman, Senior Managing Director, 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.	05/11/2011
____Signature of Reporting Person	Date
/s/ Robert L. Friedman, Senior Managing Director, BCP IV GP L.L.C., general partner of	05/11/2011

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Blackstone Family Investment Partnership (Cayman) IV-A L.P.

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Senior Managing Director, Blackstone Family GP L.L.C., general partner of Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P.

05/11/2011

__Signature of Reporting Person

Date

/s/ Robert L. Friedman, Senior Managing Director, BCP IV GP L.L.C., general partner of Blackstone Participation Partnership (Cayman) IV L.P.

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 convertible preferred units.

(2) These securities are held by Blackstone Capital Partners (Cayman) IV L.P. ("BCP Cayman IV"). Pursuant to the Corporate Reorganization, BCP Cayman IV has the right to acquire as of the date of this filing 118,316,711 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.

(3) These securities are held by Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP Cayman IV-A"). Pursuant to the Corporate Reorganization, BCP Cayman IV-A has the right to acquire as of the date of this filing 1,929,515 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.

(4) These securities are held by Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP"). Pursuant to the Corporate Reorganization, BFIP has the right to acquire as of the date of this filing 3,120,870 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.

(5) These securities are held by Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. ("BFIP SMD"). Pursuant to the Corporate Reorganization, BFIP SMD has the right to acquire as of the date of this filing 2,591,243 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.

(6) These securities are held by Blackstone Participation Partnership (Cayman) IV L.P. ("BPP"). Pursuant to the Corporate Reorganization, BPP has the right to acquire as of the date of this filing 351,839 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.

(7) 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.

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Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SecuritiesÂ andÂ I

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.