

BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP

Form 4

May 18, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Holdings III L.P.

(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)

05/16/2011

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	05/16/2011		J ⁽¹⁾		118,316,711	A	<u>(1)</u>	118,316,711	I	See Footnotes ⁽²⁾ ⁽¹²⁾ ⁽¹³⁾
Common Shares	05/16/2011		J ⁽¹⁾		1,929,515	A	<u>(1)</u>	1,929,515	I	See Footnotes ⁽³⁾ ⁽¹²⁾ ⁽¹³⁾
Common Shares	05/16/2011		J ⁽¹⁾		3,120,870	A	<u>(1)</u>	3,120,870	I	See Footnotes ⁽⁴⁾ ⁽¹²⁾ ⁽¹³⁾
Common Shares	05/16/2011		J ⁽¹⁾		2,591,243	A	<u>(1)</u>	2,591,243	I	See Footnotes

(5) (12) (13)

Common
Shares

05/16/2011

J⁽¹⁾

351,839

A

(1)

351,839

I

See
Footnotes
(6) (12) (13)

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.

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Units	<u>(1)</u>	05/16/2011		J <u>(1)</u>	12,336,114	<u>(1)</u>	<u>(1)</u>	Common Shares	67,04
Series B Convertible Preferred Units	<u>(1)</u>	05/16/2011		J <u>(1)</u>	8,281,115	<u>(1)</u>	<u>(1)</u>	Common Shares	45,47
Series C Convertible Preferred Units	<u>(1)</u>	05/16/2011		J <u>(1)</u>	364,905	<u>(1)</u>	<u>(1)</u>	Common Shares	1,98
C1 Units	<u>(1)</u>	05/16/2011		J <u>(1)</u>	1,030,862	<u>(1)</u>	<u>(1)</u>	Common Share	3,80
Series A Convertible Preferred Units	<u>(1)</u>	05/16/2011		J <u>(1)</u>	201,178	<u>(1)</u>	<u>(1)</u>	Common Shares	1,09
Series B Convertible Preferred Units	<u>(1)</u>	05/16/2011		J <u>(1)</u>	135,049	<u>(1)</u>	<u>(1)</u>	Common Shares	741
	<u>(1)</u>	05/16/2011		J <u>(1)</u>	5,951	(1)	(1)		32,

Series C Convertible Preferred Units							Common Shares	
C1 Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	16,811	<u>(1)</u>	<u>(1)</u>	Common Shares	62,900
Series A Convertible Preferred Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	339,602	<u>(1)</u>	<u>(1)</u>	Common Shares	1,840,000
Series B Convertible Preferred Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	204,364	<u>(1)</u>	<u>(1)</u>	Common Shares	1,120,000
Series C Convertible Preferred Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	9,628	<u>(1)</u>	<u>(1)</u>	Common Shares	52,000
C1 Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	27,198	<u>(1)</u>	<u>(1)</u>	Common Shares	100,000
Series A Convertible Preferred Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	281,970	<u>(1)</u>	<u>(1)</u>	Common Shares	1,530,000
Series B Convertible Preferred Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	169,682	<u>(1)</u>	<u>(1)</u>	Common Shares	930,000
Series C Convertible Preferred Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	7,994	<u>(1)</u>	<u>(1)</u>	Common Shares	43,000
C1 Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	22,583	<u>(1)</u>	<u>(1)</u>	Common Shares	83,000
Series A Convertible Preferred Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	38,286	<u>(1)</u>	<u>(1)</u>	Common Shares	208,000
Series B Convertible Preferred Units	<u>(1)</u>	05/16/2011	J <u>(1)</u>	23,040	<u>(1)</u>	<u>(1)</u>	Common Shares	126,000

Series C Convertible Preferred Units	<u>(1)</u>	05/16/2011	<u>J(1)</u>	1,085	<u>(1)</u>	<u>(1)</u>	Common Shares	5,8
C1 Units	<u>(1)</u>	05/16/2011	<u>J(1)</u>	3,066	<u>(1)</u>	<u>(1)</u>	Common Shares	11,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

/s/ Robert L. Friedman, Authorized Person, Blackstone Holdings III GP Management L.L.C., general partner of Blackstone Holdings III GP L.P. general partner of Blackstone Holdings III L.P.	05/16/2011
__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.	05/16/2011
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, Senior Managing Director of Blackstone Family GP L.L.C.	05/16/2011
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, Authorized Person, Blackstone Holdings III GP Management L.L.C., general partner of Blackstone Holdings III G.P. L.P.	05/16/2011
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, Authorized Person for Blackstone Holdings III GP Management L.L.C.	05/16/2011
__Signature of Reporting Person	Date
/s/ Kathleen Skero, Managing Director, Principle Accounting Officer, and Assistant Secretary, Blackstone Group Management L.L.C., general partner of The Blackstone Group L.P.	05/16/2011
__Signature of Reporting Person	Date
/s/ Kathleen Skero, Managing Director, Principle Accounting Officer, and Assistant Secretary of Blackstone Group Management L.L.C.	05/16/2011
__Signature of Reporting Person	Date
/s/ Stephen A. Schwarzman	05/16/2011
__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 common shares, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") were issued in exchange for the outstanding units in Kosmos Energy Holdings ("KEH") listed in Table II pursuant to a corporate reorganization (the "Corporate Reorganization") in connection with the initial public offering of Common Shares, which units were exchangeable pursuant to the Fourth Amended and Restated Operating Agreement of KEH upon the closing of the initial public offering of the Issuer based on the pre-offering equity value of such units.
- (1) These Common Shares are held by Blackstone Capital Partners (Cayman) IV L.P. ("BCP Cayman IV").
 - (2) These Common Shares are held by Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP Cayman IV-A").
 - (3) These Common Shares are held by Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP").
 - (4) These Common Shares are held by Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. ("BFIP SMD").
 - (5) These Common Shares are held by Blackstone Participation Partnership (Cayman) IV L.P. ("BPP").
 - (6) Reflects the number of units of KEH owned by BCP Cayman IV prior to their exchange on May 16, 2011 pursuant to the Corporate Reorganization.
 - (7)

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- (8) Reflects the number of units of KEH owned by BCP Cayman IV-A prior to their exchange on May 16, 2011 pursuant to the Corporate Reorganization.
- (9) Reflects the number of units of KEH owned by BFIP prior to their exchange on May 16, 2011 pursuant to the Corporate Reorganization.
- (10) Reflects the number of units of KEH owned by BFIP SMD prior to their exchange on May 16, 2011 pursuant to the Corporate Reorganization.
- (11) Reflects the number of units of KEH owned by BPP prior to their exchange on May 16, 2011 pursuant to the Corporate Reorganization.
- (12) 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.
- (13) 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 3 through the Securities and Exchange Commission's EDGAR system.

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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