

HARRIS JEFFREY  
Form 3  
May 11, 2011

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## 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 HARRIS JEFFREY

(Last) (First) (Middle)

C/O WARBURG PINCUS  
LLC,Â 450 LEXINGTON AVE

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

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 Issuer

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

(Check all applicable)

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

1. 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)

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### 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)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Date Expiration  
Exercisable Date Title Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

(Instr. 5)

Series A Convertible Preferred Units	Â (1)	Â (1)	Common Shares	87,664,716	\$ (1)	I	See Footnotes (2) (3)
Series B Convertible Preferred Units	Â (1)	Â (1)	Common Shares	59,157,300	\$ (1)	I	See Footnotes (2) (3)
Series C Convertible Preferred Units	Â (1)	Â (1)	Common Shares	2,588,876	\$ (1)	I	See Footnotes (2) (3)
C1 Units	Â (1)	Â (1)	Common Shares	4,968,245	\$ (1)	I	See Footnotes (2) (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS JEFFREY C/O WARBURG PINCUS LLC 450 LEXINGTON AVE NEW YORK, NY 10017	Â X	Â	Â	Â

## Signatures

/s/ Jeffrey A.  
Harris

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).

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 (1) common shares, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") 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 units.

(2) Pursuant to the Corporate Reorganization, Warbur Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WPPE VIII," and together with two affiliated partnerships, "WP VIII"), and Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP LP," and together with two affiliated partnerships, "WPIP"), have the right to acquire as of the date of this filing 154,379,137 Common Shares of the Issuer in connection with the Closing, which is expected to occur on May 16, 2011.

(3) Warburg Pincus Partners, LLC, a New York limited liability company ("WP Partners") and direct subsidiary of Warburg Pincus & Co., a New York general partnership ("WP"), is the sole general partner of WPPE VIII and WPIP LP. WP is the managing member of WP Partners. WP VIII and WPIP are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC"). Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC. Mr. Harris is a Partner of WP and a Managing Director and a Member of WP LLC. The Common Shares of the Issuer which WP VIII and WPIP have the right to acquire are reflected as indirectly beneficially owned by Mr. Harris because of his affiliation with the Warburg Pincus entities. Mr. Harris disclaims beneficial ownership with respect to any Common Shares of the Issuer in which he does not have a direct pecuniary interest.

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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