

MAXTED BRIAN F
Form 4
January 04, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAXTED BRIAN F

2. Issuer Name and Ticker or Trading Symbol
Kosmos Energy Ltd. [KOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KOSMOS ENERGY,
LLC, 8176 PARK LANE, SUITE
500

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Exploration Officer

(Street)
DALLAS, TX 75231

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares	01/02/2018		F	(1)	\$ 6.85	1,780,268	D
Common Shares	01/02/2018		F	(2)	\$ 6.85	1,766,142	D
Common Shares	01/02/2018		A	(3)	\$ 0	2,166,436	D
Common Shares	01/02/2018		F	(1)	\$ 6.85	1,975,997	D
Common Shares	01/02/2018		A	(3)	\$ 0	2,154,997	D

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Common Shares	01/02/2018	F	84,757 <u>(1)</u>	D	\$ 6.85	2,070,240	D	
Common Shares	01/02/2018	F	14,126 <u>(1)</u>	D	\$ 6.85	2,056,114	D	
Common Shares						6,729,864	I	See footnote <u>(4)</u>
Common Shares						1,174,397	I	See footnote <u>(5)</u>
Common Shares						474,625	I	See footnote <u>(6)</u>

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

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following 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
MAXTED BRIAN F C/O KOSMOS ENERGY, LLC 8176 PARK LANE, SUITE 500 DALLAS, TX 75231		X	Chief Exploration Officer	

Signatures

By: /s/Richard Stephens, as
Attorney-in-Fact

01/04/2018

__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).
- (1) These shares were withheld by the Issuer to satisfy the tax withholding requirement arising from the vesting of restricted share units granted to the reporting person under the Issuer's Long Term Incentive Plan (the "Plan").
- (2) These shares were withheld by the Issuer to satisfy the tax withholding requirement arising from the vesting of restricted shares granted to the reporting person under the Plan.
- (3) Represents shares issued on settlement of restricted share units granted to the reporting person on January 23, 2015 under the Plan that vested based on the level of achievement of the applicable performance condition.
- (4) These shares are directly owned by Maxted Family Investments, 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.

These shares are directly held by the reporting person's wife and reflect a gift of 13,821 shares made by the reporting person on June 1, 2016 upon the vesting of restricted share units granted to the reporting person. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (6) These shares are directly owned by Maxted Holdings, LLC, 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.

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.