

WARBURG PINCUS & CO.
Form 4
November 28, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
WARBURG PINCUS & CO.

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)
450 LEXINGTON AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2018

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

NEW YORK, NY 10017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 11/26/2018 | | S | | 8,358,498 | D | \$ 5.43 <u>(1)</u> |
| Common Shares | 11/26/2018 | | S | | 8,267,235 | D | \$ 5.43 <u>(1)</u> |
| Common Shares | 11/26/2018 | | S | | 16,959,270 | D | \$ 5.38 <u>(2)</u> |
| Common Shares | 11/26/2018 | | S | | 16,774,100 | D | \$ 5.38 <u>(2)</u> |

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| | | | | | | | | |
|---------------|------------|---|------------|---|----------------|------------|---|----------------------------------|
| Common Shares | 11/26/2018 | S | 17,250,000 | D | \$ 5.43 (1) | 68,574,222 | I | See Footnotes (5) (6) (7) (9) |
| Common Shares | 11/26/2018 | S | 17,250,000 | D | \$ 5.43 (1) | 68,574,222 | I | See Footnotes (8) (9) |
| Common Shares | 11/26/2018 | S | 35,000,000 | D | \$ 5.38 (2) | 33,574,222 | I | See Footnotes (5) (6) (7) (9) |
| Common Shares | 11/26/2018 | S | 35,000,000 | D | \$ 5.38 (2) | 33,574,222 | I | See Footnotes (8) (9) |

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (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 |
| WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |

| | | |
|---|---|---|
| Warburg Pincus Partners, L.P. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X |
| Warburg Pincus Partners GP LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X |
| Warburg Pincus Private Equity VIII, L.P. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X |
| Warburg Pincus International Partners, L.P. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X |
| KAYE CHARLES R 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X |
| Landy Joseph P. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X |

Signatures

| | |
|---|------------|
| Warburg Pincus & Co. By: /s/ Robert B. Knauss, Partner | 11/28/2018 |
| __Signature of Reporting Person | Date |
| Warburg Pincus LLC By: /s/ Robert B. Knauss, Managing Director | 11/28/2018 |
| __Signature of Reporting Person | Date |
| Warburg Pincus Partners, L.P., By: Warburg Pincus Partners GP LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member By: /s/ Robert B. Knauss, Partner | 11/28/2018 |
| __Signature of Reporting Person | Date |
| Warburg Pincus Partners GP LLC, By: Warburg Pincus & Co., its Managing Member By: /s/ Robert B. Knauss, Partner | 11/28/2018 |
| __Signature of Reporting Person | Date |
| Warburg Pincus Private Equity VIII, L.P., By: Warburg Pincus Partners, L.P., its General Partner, By: Warburg Pincus Partners GP LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member By: /s/ Robert B. Knauss, Partner | 11/28/2018 |
| __Signature of Reporting Person | Date |
| Warburg Pincus International Partners, L.P., By: Warburg Pincus Partners, L.P., its General Partner, By: Warburg Pincus Partners GP LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member By: /s/ Robert B. Knauss, Partner | 11/28/2018 |
| __Signature of Reporting Person | Date |
| Charles R. Kaye By: /s/ Robert B. Knauss, as Attorney-in-Fact* | 11/28/2018 |
| __Signature of Reporting Person | Date |

Joseph P. Landy By: /s/ Robert B. Knauss, as Attorney-in-Fact*

11/28/2018

**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) This amount represents the per share price of common shares (the "Common Shares") of Kosmos Energy Ltd. (the "Issuer") sold by the underwriters in connection with a secondary offering of the Issuer pursuant to an Underwriting Agreement dated November 26, 2018 (the "Offering"). The material terms of the Offering are described in the prospectus supplement, dated November 26, 2018, filed by the Issuer with the Securities and Exchange Commission (the "SEC") on November 28, 2018.
- (2) This amount represents the per share price of Common Shares sold to the Issuer pursuant to the Share Repurchase Agreement dated November 26, 2018 (the "Share Repurchase Agreement").
- (3) Reflects the number of Common Shares directly owned by Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII"). This number does not include the number of Common Shares held by Warburg Pincus Netherlands Private Equity VIII C.V. I, a company incorporated under the laws of the Netherlands ("WP VIII Netherlands") and WP-WPVIII Investors, L.P., a Delaware limited partnership ("WP VIII Investors"), which are limited partnerships affiliated with WP VIII (WP VIII Netherlands and WP VIII Investors, together with WP VIII, the "WP VIII Funds"). WP VIII Netherlands and WP VIII Investors sold 242,275 Common Shares and 24,227 Common Shares, respectively, in connection with the Offering, and 491,573 Common Shares and 49,157 Common Shares, respectively, pursuant to the Share Repurchase Agreement, subsequent to which they own 472,018 Common Shares and 46,770 Common Shares, respectively.
- (4) Reflects the number of Common Shares directly owned by Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP"). This number does not include the number of Common Shares held by Warburg Pincus Netherlands International Partners I C.V., a company incorporated under the laws of the Netherlands ("WPIP Netherlands"), and WP-WPIP Investors L.P., a Delaware limited partnership ("WPIP Investors"), which are limited partnerships affiliated with WPIP (WPIP Netherlands and WPIP Investors, together with WPIP, the "WPIP Funds"). WPIP Netherlands and WPIP Investors sold 345,000 Common Shares and 12,765 Common Shares, respectively, in connection with the Offering, and 700,000 Common Shares and 25,900 Common Shares, respectively, pursuant to the Share Repurchase Agreement, subsequent to which they own 671,488 Common Shares and 24,841 Common Shares, respectively.
- (5) Reflects the aggregate number of Common Shares directly owned by the WP VIII Funds and the WPIP Funds.
- (6) WP-WPVIII Investors GP L.P., a Delaware limited partnership ("WP VIII Investors GP"), is the general partner of WP VIII Investors. WP-WPIP Investors GP L.P., a Delaware limited partnership ("WPIP Investors GP"), is the general partner of WPIP Investors. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of each of WP VIII Investors GP and WPIP Investors GP. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is (i) the managing member of WPP GP, and (ii) the general partner of WP VIII, WP VIII Netherlands, WPIP, and WPIP Netherlands. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP. The WP VIII Funds and WPIP Funds are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC").
- (7) Charles R. Kaye is a Managing General Partner of WP and a Managing Member and Co-Chief Executive Officer of WP LLC. Pursuant to Rule 16a-1 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), WP Partners, WP Partners GP, WP, WP LLC and Mr. Kaye may be deemed to be the beneficial owners of any securities reported herein that may be deemed to be beneficially owned by the WP VIII Funds and the WPIP Funds.
- (8) Joseph P. Landy is a Managing General Partner of WP and a Managing Member and Co-Chief Executive Officer of WP LLC. Pursuant to Rule 16a-1 of the Exchange Act, Mr. Landy may be deemed to be the beneficial owner of any securities reported herein that may be deemed to be beneficially owned by the WP VIII Funds and the WPIP Funds.
- (9) Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of WP VIII, WPIP, WP Partners, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy herein state that this filing shall not be deemed an admission that he or it is the beneficial owner of any such Common Shares covered herein. Each of WP VIII, WPIP, WP Partners, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy disclaims beneficial ownership of such Common Shares, except to the extent of its or his pecuniary interest in such Common Shares. This Form 4 shall not be deemed an admission that any reporting person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose or that any reporting person or other person has an obligation to file this Form 4.

Remarks:

Director by Deputization - the WP VIII Funds, the WPIP Funds, WP Partners, WP Partners GP and WP (collectively, the "Wa

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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