

Kosmos Energy Ltd.  
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 *         |         |          | 2. Date of Event Requiring Statement             | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| KEMP JOHN RANDOLPH III                            |         |          | (Month/Day/Year)<br>05/11/2011                   | Kosmos Energy Ltd. [KOS]                           |   |
| (Last)  | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer |  |   |
| C/O KOSMOS ENERGY, LLC, 8176 PARK LANE, SUITE 500 |         |          | (Check all applicable)                           |  |   |
| (Street)  |         |          | <input checked="" type="checkbox"/> Director     | <input type="checkbox"/> 10% Owner                 | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| DALLAS, TX 75231                                  |         |          | <input type="checkbox"/> Officer                 | <input type="checkbox"/> Other                     |   |
| (City)  | (State) | (Zip)    | (give title below) (specify below)               |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock <sup>(1)</sup>        | 0 <sup>(1)</sup>   | D   | À  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
|                  |                 | Title      |                            |                              |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KEMP JOHN RANDOLPH III<br>C/O KOSMOS ENERGY, LLC<br>8176 PARK LANE, SUITE 500<br>DALLAS, TX 75231 | X             |           |         |       |

## Signatures

/s/ Phillip Feiner, as Attorney-in-Fact 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 reporting person does not hold securities of the Issuer. The reporting person currently holds units in Kosmos Energy Holdings, the Issuer's predecessor. In connection with a corporate reorganization, which will involve Kosmos Energy Holdings becoming
- (1) wholly-owned by the Issuer and will be completed on or prior to the closing of the Issuer's initial public offering described in the prospectus dated May 11, 2011, the reporting person will receive common shares and restricted shares of the Issuer in exchange for his vested and unvested units in Kosmos Energy Holdings, respectively.

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.