

Kosmos Energy Ltd.
Form 4
January 15, 2014

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 *
KEMP JOHN RANDOLPH III

(Last) (First) (Middle)

**C/O KOSMOS ENERGY,
LLC, 8176 PARK LANE, SUITE
500**

(Street)

DALLAS, TX 75231

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/13/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (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 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)
				(A) or (D) Code V Amount (D) Price			
Common Shares					109,524 ⁽¹⁾	D	
Common Shares					1,800 ⁽²⁾	I	See footnote ⁽³⁾
Common Shares	01/13/2014		S ⁽⁴⁾	2,500 D \$ 11.51	654,438 ⁽¹⁾ ⁽²⁾	I	See footnote ⁽⁵⁾
Common Shares	01/13/2014		S ⁽⁶⁾	2,500 D \$ 11.51	651,938 ⁽¹⁾ ⁽²⁾	I	See footnote

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

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

Signatures

/s/ Phillip Feiner, as
Attorney-in-Fact

Date 01/15/2014

**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) The amount of securities reported as directly beneficially owned in Column 5 reflects an adjustment to the number of such directly held common shares previously reported by the reporting person. The reporting person previously reported the following sales as being sales of such directly held common shares: 3,100 shares on December 3, 2013 and 1,389 shares on January 9, 2014 pursuant to a Rule 10b5-1 plan adopted by the reporting person. In fact, such sales were of common shares held indirectly by the John R. Kemp, III 2011 Grantor Retained Annuity Trust pursuant to a Rule 10b5-1 plan adopted by the reporting person.

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The amount of securities reported as indirectly beneficially owned in Column 5 reflects an adjustment in such common shares held by the reporting person's wife previously reported by the reporting person. The reporting person previously reported the sale of 1,389 common shares on January 9, 2014 as being a sale of shares held by the reporting person's wife pursuant to a Rule 10b5-1 plan adopted by the reporting person's wife. In fact, such sales were of common shares held indirectly by the Rosalind I. Kemp 2011 Grantor Retained Annuity Trust and sold pursuant to a Rule 10b5-1 plan adopted by the reporting person's wife.

- (2) shares on January 9, 2014 as being a sale of shares held by the reporting person's wife pursuant to a Rule 10b5-1 plan adopted by the reporting person's wife. In fact, such sales were of common shares held indirectly by the Rosalind I. Kemp 2011 Grantor Retained Annuity Trust and sold pursuant to a Rule 10b5-1 plan adopted by the reporting person's wife.
- (3) These shares are owned by the reporting person's wife. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (4) The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

These shares granted under the Issuer's Long Term Incentive Plan are directly owned by the Rhonda N. Kemp 2011 Trust No. 1, Rhonda N. Kemp 2011 Trust No. 2, John R. Kemp, IV 2011 Trust No. 1, John R. Kemp, IV 2011 Trust No. 2, John R. Kemp, III 2011 Grantor Retained Annuity Trust and the Rosalind I. Kemp 2011 Grantor Retained Annuity Trust in the amount of 26,579, 26,579, 26,579, 26,579, 271,261 and 276,861 common shares, respectively. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (5) Retained Annuity Trust and the Rosalind I. Kemp 2011 Grantor Retained Annuity Trust in the amount of 26,579, 26,579, 26,579, 26,579, 271,261 and 276,861 common shares, respectively. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (6) The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's wife.

These shares granted under the Issuer's Long Term Incentive Plan are directly owned by the Rhonda N. Kemp 2011 Trust No. 1, Rhonda N. Kemp 2011 Trust No. 2, John R. Kemp, IV 2011 Trust No. 1, John R. Kemp, IV 2011 Trust No. 2, John R. Kemp, III 2011 Grantor Retained Annuity Trust and the Rosalind I. Kemp 2011 Grantor Retained Annuity Trust in the amount of 26,579, 26,579, 26,579, 26,579, 271,261 and 274,361 common shares, respectively. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (7) Retained Annuity Trust and the Rosalind I. Kemp 2011 Grantor Retained Annuity Trust in the amount of 26,579, 26,579, 26,579, 26,579, 271,261 and 274,361 common shares, respectively. 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.

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