

Cobalt International Energy, Inc.
 Form 3
 December 16, 2009

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 and Ticker or Trading Symbol | |
| Â GOLDMAN SACHS GROUP INC | | | (Month/Day/Year) | Cobalt International Energy, Inc. [CIE] | |
| (Last) | (First) | (Middle) | 12/16/2009 | | |
| 85 BROAD ST,Â | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10004 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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) |
|------------------------------------|--|---|--|
| Common Stock, par value \$0.01 | 74,868,148 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GSCP V Cobalt Holdings, LLC 85 BROAD STREET NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GSCP VI Cobalt Holdings, LLC 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GSCP V Offshore Cobalt Holdings, LLC 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GSCP VI Offshore Cobalt Holdings, LLC 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GSCP V GmbH Cobalt Holdings, LLC 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GSCP VI GmbH Cobalt Holdings, LLC 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GSCP V Offshore Cobalt Holdings, L.P. 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GSCP VI Offshore Cobalt Holdings, L.P. 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Yvette Kusic, Attorney-in-fact, The Goldman Sachs Group, Inc. | 12/16/2009 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact, Goldman Sachs & Co. | 12/16/2009 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact, GSCP V Cobalt Holdings, LLC | 12/16/2009 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact, GSCP VI Cobalt Holdings, LLC | 12/16/2009 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact, GSCP V Offshore Cobalt Holdings, LLC | 12/16/2009 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact, GSCP VI Offshore Cobalt Holdings, LLC | 12/16/2009 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact, GSCP V GmbH Cobalt Holdings, LLC | 12/16/2009 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact, GSCP VI GmbH Cobalt Holdings, LLC | 12/16/2009 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact, GSCP V Offshore Cobalt Holdings, L.P. | 12/16/2009 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact, GSCP VI Offshore Cobalt Holdings, L.P. | 12/16/2009 |
| **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).
- (1) For text of Footnote 1, see Exhibit 99.1.
- (2) For text of Footnote 1, see Exhibit 99.1.
- (3) For text of Footnote 1, see Exhibit 99.1.

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Remarks:

ForÂ PowersÂ ofÂ Attorney,Â seeÂ ExhibitÂ 24

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.