Kosmos Energy Ltd. Form 4 April 01, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person ** MAXTED BRIAN F		orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Kosmos Energy Ltd. [KOS]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	, ,			
			(Month/Day/Year)	X Director 10% Owner			
C/O KOSMOS ENERGY,			04/01/2014	X Officer (give title Other (specify below)			
LLC, 8176 P 500	PARK LAN	E, SUITE		Chief Exploration Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DALLAS, T	X 75231		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)					

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securitie oner Disposed (Instr. 3, 4)	d of (Ľ))	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)
Common Shares							2,514,516	D	
Common Shares							6,729,864	I	See foornote (3)
Common Shares							1,161,576	I	See foornote (4)
Common Shares	04/01/2014		S <u>(1)</u>	402,845	D	\$ 10.98	1,290,172	I	See footnote

(2)

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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.

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

X

MAXTED BRIAN F C/O KOSMOS ENERGY, LLC 8176 PARK LANE, SUITE 500 DALLAS, TX 75231

Chief Exploration Officer

Relationships

Signatures

/s/ Phillip Feiner, as Attorney-in-Fact 04/01/2014

**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 sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.88 to \$11.06, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

Reporting Owners 2

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- (3) 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.
- (4) These shares are directly held by the reporting person's wife. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (5) 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.