Kosmos Energy Ltd. Form 4 June 26, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Kosmos Energy Ltd. [KOS]

3. Date of Earliest Transaction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Manhas Rajiv Inder Singh

(Zip)

(First) (Middle)

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

(Street)

(State)

06/24/2014

(Month/Day/Year)

06/24/2014

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

Code V

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, External Affairs

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DALLAS, TX 75231

(City)

Common

Shares

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

Symbol

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Amount

43,715

(A)

(D)

Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

Securities

Price \$0 88,525 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	5. 6. Date Exercisable and		7. Title and		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3 and 4)			Own
	Security									Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
						Date Expiration		or Title Number			
						Exercisable	Date	of			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Manhas Rajiv Inder Singh C/O KOSMOS ENERGY, LLC 8176 PARK LANE, SUITE 500 DALLAS, TX 75231

SVP, External Affairs

Signatures

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

06/26/2014

**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).

These restricted share units were granted under the Issuer's Long Term Incentive Plan (the "Plan") and are scheduled to vest with respect (1) to 25% of the total number of shares on each of June 1 of 2015, 2016, 2017 and 2018, subject to the terms of the Plan and the applicable award agreement issued thereunder.

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.

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