

BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP
 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 * ^ Blackstone Holdings III L.P. (Last) (First) (Middle) C/O THE BLACKSTONE GROUP L.P., ^ 345 PARK AVENUE (Street) NEW YORK, ^ NY ^ 10154 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/11/2011	3. Issuer Name and Ticker or Trading Symbol Kosmos Energy Ltd. [KOS]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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)
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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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (1) (Instr. 5)	
Series A Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	67,046,010	\$ <u>(1)</u>	I	See Footnotes <u>(2)</u> <u>(7)</u> <u>(8)</u>
Series B Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	45,478,980	\$ <u>(1)</u>	I	See Footnotes <u>(2)</u> <u>(7)</u> <u>(8)</u>
Series C Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	1,984,092	\$ <u>(1)</u>	I	See Footnotes <u>(2)</u> <u>(7)</u> <u>(8)</u>
C1 Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	3,807,630	\$ <u>(1)</u>	I	See Footnotes <u>(2)</u> <u>(7)</u> <u>(8)</u>
Series A Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	1,093,390	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(7)</u> <u>(8)</u>
Series B Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	741,674	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(7)</u> <u>(8)</u>
Series C Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	32,357	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(7)</u> <u>(8)</u>
C1 Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	62,094	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(7)</u> <u>(8)</u>
Series A Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	1,845,716	\$ <u>(1)</u>	I	See Footnotes <u>(4)</u> <u>(7)</u> <u>(8)</u>
Series B Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	1,122,345	\$ <u>(1)</u>	I	See Footnotes <u>(4)</u> <u>(7)</u> <u>(8)</u>
Series C Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	52,350	\$ <u>(1)</u>	I	See Footnotes <u>(4)</u> <u>(7)</u> <u>(8)</u>
C1 Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	100,460	\$ <u>(1)</u>	I	See Footnotes <u>(4)</u> <u>(7)</u> <u>(8)</u>
Series A Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	1,532,489	\$ <u>(1)</u>	I	See Footnotes <u>(5)</u> <u>(7)</u> <u>(8)</u>
Series B Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	931,875	\$ <u>(1)</u>	I	See Footnotes <u>(5)</u> <u>(7)</u> <u>(8)</u>
Series C Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	43,466	\$ <u>(1)</u>	I	See Footnotes <u>(5)</u> <u>(7)</u> <u>(8)</u>
C1 Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	83,413	\$ <u>(1)</u>	I	See Footnotes <u>(5)</u> <u>(7)</u> <u>(8)</u>
Series A Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	208,082	\$ <u>(1)</u>	I	See Footnotes <u>(6)</u> <u>(7)</u> <u>(8)</u>
Series B Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	126,533	\$ <u>(1)</u>	I	See Footnotes <u>(6)</u> <u>(7)</u> <u>(8)</u>
Series C Convertible Preferred Units	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Shares	5,899	\$ <u>(1)</u>	I	See Footnotes <u>(6)</u> <u>(7)</u> <u>(8)</u>

C1 Units	Â (1)	Â (1)	Common Shares	11,325	\$ (1)	I	See Footnotes (6) (7) (8)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BLACKSTONE FAMILY GP LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Group L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â

Signatures

/s/ Robert L. Friedman, Authorized Person, Blackstone Holdings III GP Management L.L.C.,
General Partner of Blackstone Holdings III GP L.P., General Partner of Blackstone Holdings
III L.P.

05/11/2011

**Signature of Reporting Person

Date

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/s/ Robert L. Friedman, Senior Managing Director, BCP IV GP L.L.C., general partner of Blackstone Management Associates (Cayman) IV L.P.	05/11/2011
**Signature of Reporting Person	Date
/s/ Robert L. Friedman, Senior Managing Director for Blackstone Family GP L.L.C.	05/11/2011
**Signature of Reporting Person	Date
/s/ Robert L. Friedman, Authorized Person, Blackstone Holdings III GP Management L.L.C., General Partner of Blackstone Holdings III G.P. L.P.	05/11/2011
**Signature of Reporting Person	Date
/s/ Robert L. Friedman, Authorized Person for Blackstone Holdings III GP Management L.L.C.	05/11/2011
**Signature of Reporting Person	Date
/s/ Kathleen Skero, Managing Director, Principle Accounting Officer, and Assistant Secretary, Blackstone Group Management L.L.C., General Partner of The Blackstone Group L.P.	05/11/2011
**Signature of Reporting Person	Date
/s/ Kathleen Skero, Managing Director, Principle Accounting Officer, and Assistant Secretary for Blackstone Group Management L.L.C.	05/11/2011
**Signature of Reporting Person	Date
/s/ Stephen A, Schwarzman	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).
- (1) The securities underlying the derivative securities reported herein are issuable pursuant to the corporate reorganization (the "Corporate Reorganization") that will be completed simultaneously with, or prior to the closing (the "Closing") of the initial public offering of common shares, par value \$0.01 (the "Common Shares") of Kosmos Energy Ltd., in exchange for the outstanding units of Kosmos Energy Holdings ("KEH"), which units are exchangeable pursuant to the Fourth Amended and Restated Operating Agreement of KEH upon the Closing based on the pre-offering equity value of such convertible preferred units.
- (2) These securities are held by Blackstone Capital Partners (Cayman) IV L.P. ("BCP Cayman IV"). Pursuant to the Corporate Reorganization, BCP Cayman IV has the right to acquire as of the date of this filing 118,316,711 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.
- (3) These securities are held by Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP Cayman IV-A"). Pursuant to the Corporate Reorganization, BCP Cayman IV-A has the right to acquire as of the date of this filing 1,929,515 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.
- (4) These securities are held by Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP"). Pursuant to the Corporate Reorganization, BFIP has the right to acquire as of the date of this filing 3,120,870 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.
- (5) These securities are held by Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. ("BFIP SMD"). Pursuant to the Corporate Reorganization, BFIP SMD has the right to acquire as of the date of this filing 2,591,243 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.
- (6) These securities are held by Blackstone Participation Partnership (Cayman) IV L.P. ("BPP"). Pursuant to the Corporate Reorganization, BPP has the right to acquire as of the date of this filing 351,839 Common Shares in connection with the Closing, which is expected to occur on May 16, 2011.
- (7) The general partner of BFIP SMD is Blackstone Family GP L.L.C. which is controlled by Mr. Stephen A. Schwarzman, its founder. The general partner of BCP Cayman IV and BCP Cayman IV-A is Blackstone Management Associates (Cayman) IV L.P. ("BMA"). A general partner of BMA, BFIP, and BPP is BCP IV GP L.L.C. ("BCP IV"). Blackstone Holdings III L.P. is the sole member of BCP IV. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is

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The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is controlled by Mr. Stephen A. Schwarzman, its founder.

- (8) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SecuritiesÂ andÂ I

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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