

Cobalt International Energy, Inc.
 Form 4
 January 23, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
Cobalt International Energy, Inc. [CIE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 WEST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/18/2013

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

NEW YORK, NY 10282

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 01/18/2013 | | S | | 13,050,450 (2) | D | \$ 25 (2) |
| | | | | | 49,909,648 (3) | I | |

See footnotes (1) (2) (3)

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

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SEC 1474 (9-02)

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 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP V Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP VI Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP V Offshore Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP VI Offshore Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP V GmbH Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP VI GmbH Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP V Offshore Cobalt Holdings, L.P. 200 WEST STREET | | X | | |

NEW YORK, NY 10282

GSCP VI Offshore Cobalt Holdings, L.P.
200 WEST STREET
NEW YORK, NY 10282

X

Signatures

| | |
|--|------------|
| /s/ Kevin P. Treanor, Attorney-in-fact, The Goldman Sachs Group, Inc. | 01/23/2013 |
| **Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact, Goldman, Sachs & Co. | 01/23/2013 |
| **Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact, GSCP V Cobalt Holdings, LLC | 01/23/2013 |
| **Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact, GSCP VI Cobalt Holdings, LLC | 01/23/2013 |
| **Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact, GSCP V Offshore Cobalt Holdings, LLC | 01/23/2013 |
| **Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact, GSCP VI Offshore Cobalt Holdings, LLC | 01/23/2013 |
| **Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact, GSCP V GmbH Cobalt Holdings, LLC | 01/23/2013 |
| **Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact, GSCP VI GmbH Cobalt Holdings, LLC | 01/23/2013 |
| **Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact, GSCP V Offshore Cobalt Holdings, L.P. | 01/23/2013 |
| **Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact, GSCP VI Offshore Cobalt Holdings, L.P. | 01/23/2013 |
| **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) For text of Footnote 1, *see* Exhibit 99.1.
 - (2) For text of Footnote 2, *see* Exhibit 99.1.
 - (3) For text of Footnote 3, *see* Exhibit 99.1.

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.