

MAXTED BRIAN F
Form 4
May 18, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
MAXTED BRIAN F

2. Issuer Name and Ticker or Trading Symbol
Kosmos Energy Ltd. [KOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
C/O KOSMOS ENERGY,
LLC, 8176 PARK LANE, SUITE
500
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2011

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

DALLAS, TX 75231

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | 05/16/2011 | | J ⁽¹⁾ | 4,138,651 | A \$ 0 ₍₁₎ 4,138,651 | D | |
| Common Shares | 05/16/2011 | | P | 10,000 | A \$ 18 ₍₂₎ 4,148,651 | D | |
| Common Shares | 05/16/2011 | | J ⁽³⁾ | 6,729,864 | A \$ 0 ₍₃₎ 6,729,864 | I | See footnote. <u>(3)</u> |
| Common Shares | 05/18/2011 | | A ⁽⁴⁾ | 2,588,235 | A \$ 0 ₍₄₎ 6,736,886 | D | |

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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)

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Shares (Right to Receive) | (5) | 05/18/2011 | | A | 647,059 | (6) (6) | Common Shares | 647,059 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MAXTED BRIAN F C/O KOSMOS ENERGY, LLC 8176 PARK LANE, SUITE 500 DALLAS, TX 75231 | X | | Director and CEO | |

Signatures

/s/ Phillip Feiner, as Attorney-in-Fact
Date: 05/18/2011

**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) In connection with a corporate reorganization, which involved Kosmos Energy Holdings becoming wholly-owned by the Issuer, and the Issuer's initial public offering described in the prospectus dated May 11, 2011, the reporting person received 3,990,304 common shares in exchange for his vested units in Kosmos Energy Holdings, the Issuer's predecessor, and 148,347 restricted shares in exchange for his unvested profit units in Kosmos Energy Holdings under the Issuer's Long Term Incentive Plan (the "Plan"). Subject to the terms of the Plan and an award agreement under the Plan, the restricted shares are scheduled to vest on June 13, 2011, which is when the reporting person's profit units were scheduled to vest.
- (2) The price to the public in the Issuer's initial public offering.
- (3)

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These shares granted under the Plan are directly owned by Maxted Family Investments, Ltd., an entity controlled by the reporting person. In connection with the Issuer's corporate reorganization and initial public offering, Maxted Family Investments, Ltd., received 4,915,277 common shares in exchange for its vested units in Kosmos Energy Holdings and 1,814,587 restricted shares in exchange for its unvested profit units under the Plan. Subject to the terms of the Plan and an award agreement under the Plan, these restricted shares are scheduled to vest on the same dates as the exchanged profit units were scheduled to vest, as follows: 37,087 of these restricted shares are scheduled to vest on June 13, 2011, and 1,777,500 of these restricted shares are scheduled to vest 50% on June 11, 2011 and 50% on June 11, 2012. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(4) These restricted shares were granted under the Plan and are scheduled to vest 25% on each of the first four anniversaries of May 16, 2011, subject to the terms of the Plan and an award agreement under the Plan.

(5) 1 for 1.

(6) In connection with the Issuer's initial public offering, the reporting person acquired a contractual right to receive restricted shares under the Plan within 30 days after the offering. These restricted shares are scheduled to vest 25% on each of the first four anniversaries of May 16, 2011 based on the satisfaction of certain performance conditions, in accordance with the terms of the Plan and an award agreement to be issued under the Plan.

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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