

MAXTED BRIAN F
Form 5
January 18, 2019

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)
Chief Exploration Officer

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DALLAS, TX 75231

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
common shares	03/17/2016	^	G ⁽¹⁾	14,861 D \$ 0	1,651,850	D	^
common shares	03/17/2016	^	G ⁽¹⁾	14,861 A \$ 0	1,189,258	I	See footnote (2)
common shares	08/01/2017	^	G ⁽¹⁾	43,080 D \$ 0	1,608,770	D	^

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common shares	08/01/2017	Â	G ⁽¹⁾	43,080	A	\$ 0	1,233,338 ⁽³⁾	I	See footnote (2)
common shares	10/15/2018	Â	G	351,219	D	\$ 0	1,257,551	D	Â
common shares	10/15/2018	Â	G	351,219	A	\$ 0	1,584,557 ⁽³⁾	I	See footnote (2)
common shares	Â	Â	Â	Â	Â	Â	474,625	I	See footnote (4)
common shares	Â	Â	Â	Â	Â	Â	6,729,864	I	See footnote (5)
common shares	Â	Â	Â	Â	Â	Â	563,340	I	See footnote (6)

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

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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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

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	Â X	Â	Â Chief Exploration Officer	Â

DALLAS, TX 75231

Signatures

By: /s/ Richard Stephens, as
Attorney-in-Fact

01/18/2019

_____*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) Transaction Code G5

(2) 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.

(3) These amounts reflect an adjustment of 1,000 shares that resulted from a prior administrative error.

(4) 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.

(5) 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.

(6) These shares are directly owned by Maxted Ventures 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 provided 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.