

Kosmos Energy Ltd.
Form 424B7
January 11, 2017

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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not offers to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JANUARY 11, 2017

**Prospectus Supplement
(To Prospectus dated June 22, 2015)**

30,000,000 Common Shares

Kosmos Energy Ltd.

The selling shareholders identified in this prospectus supplement are offering 30,000,000 common shares, par value \$0.01 per share. We will not receive any of the proceeds from the sale of the common shares.

Our common shares are listed on The New York Stock Exchange (the "NYSE") under the symbol "KOS." The last reported sale price of our common shares on the NYSE on January 10, 2017 was \$6.99 per share.

Investing in our common shares involves a high degree of risk. See "Risk Factors" on page S-6 of this prospectus supplement and on page 6 of the accompanying prospectus. You should also consider the risk factors described in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

	Price to Public	Underwriting Discounts and Commissions	Proceeds to the Selling Shareholders, Before Expenses
Per Common Share	\$	\$	\$

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Total \$ \$ \$

Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Pursuant to the Companies Act 1981 of Bermuda, there is no requirement to file this prospectus supplement with the Registrar of Companies in Bermuda. Neither the Bermuda Monetary Authority, the Registrar of Companies of Bermuda nor any other relevant Bermuda authority or government body accept any responsibility for the financial soundness of any proposal or for the correctness of any of the statements made or opinions expressed herein.

Delivery of the common shares will be made on or about , 2017.

Barclays

The date of this prospectus supplement is , 2017

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We and the selling shareholders have not, and the underwriter has not, authorized anyone to provide any information other than that contained in this prospectus supplement or the accompanying prospectus or incorporated by reference into this prospectus supplement or the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us to which we have referred you. We, the selling shareholders and the underwriter take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We and the selling shareholders are not, and the underwriter is not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus or incorporated by reference into this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date of such document. Our business, financial condition, results of operations and prospects may have changed since those dates. The terms "Kosmos," "we," "us," and "our" refer to Kosmos Energy Ltd. and our subsidiaries unless the context otherwise requires. The term "selling shareholders" refers, collectively, to the selling shareholders named in this prospectus supplement under the caption "Selling Shareholders."

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ABOUT THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering of common shares and also adds to and updates the information contained or incorporated by reference in the accompanying prospectus. The second part is the accompanying prospectus, which describes more general information regarding our securities, some of which does not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, including the additional information described under the heading "Where You Can Find More Information and Incorporation of Information by Reference" in this prospectus supplement and under "Where You Can Find More Information" in the accompanying prospectus, in their entirety before making an investment decision.

If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus or the information contained in any document incorporated by reference herein or therein, the information contained in the most recently dated document shall control.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus contain estimates and forward-looking statements. Our estimates and forward-looking statements are mainly based on our current expectations and estimates of future events and trends, which affect or may affect our businesses and operations. Although we believe that these estimates and forward-looking statements are based upon reasonable assumptions, they are subject to several risks and uncertainties and are made in light of information currently available to us. Many important factors, in addition to the factors described in this prospectus supplement, the accompanying prospectus and documents incorporated by reference into this prospectus supplement and the accompanying prospectus, may adversely affect our results as indicated in forward-looking statements. You should read this prospectus supplement, the accompanying prospectus and documents incorporated by reference into this prospectus supplement and the accompanying prospectus completely and with the understanding that our actual future results may be materially different from what we expect.

Our estimates and forward-looking statements may be influenced by the following factors, among others:

our ability to find, acquire or gain access to other discoveries and prospects and to successfully develop and produce from our current discoveries and prospects;

uncertainties inherent in making estimates of our oil and natural gas data;

the successful implementation of our and our block partners' prospect discovery and development and drilling plans;

projected and targeted capital expenditures and other costs, commitments and revenues;

termination of or intervention in concessions, rights or authorizations granted by the governments of Ghana, Mauritania, Morocco (including Western Sahara), Portugal, São Tomé and Príncipe, Senegal or Suriname (or their respective national oil companies) or any other federal, state or local governments or authorities, to us;

our dependence on our key management personnel and our ability to attract and retain qualified technical personnel;

the ability to obtain financing and to comply with the terms under which such financing may be available;

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the volatility of oil and natural gas prices;

the availability, cost, function and reliability of developing appropriate infrastructure around and transportation to our discoveries and prospects;

the availability and cost of drilling rigs, production equipment, supplies, personnel and oilfield services;

other competitive pressures;

potential liabilities inherent in oil and natural gas operations, including drilling and production risks and other operational and environmental risks and hazards;

current and future government regulation of the oil and gas industry or regulation of the investment in or ability to do business with certain countries or regimes;

cost of compliance with laws and regulations;

changes in environmental, health and safety or climate change or greenhouse gas laws and regulations or the implementation, or interpretation, of those laws and regulations;

adverse effects of sovereign boundary disputes in the jurisdictions in which we operate, including an ongoing maritime boundary demarcation dispute between Côte d'Ivoire and Ghana impacting our operations in the Deepwater Tano Block offshore Ghana;

our ability to farm out our interests in our discoveries and prospects;

environmental liabilities;

geological, technical, drilling, production and processing problems;

the failure of machinery and equipment necessary for the reliable production of oil and natural gas;

military operations, civil unrest, outbreaks of disease, terrorist acts, wars or embargoes;

the cost and availability of adequate insurance coverage and whether such coverage is enough to sufficiently mitigate potential losses and whether our insurers comply with their obligations under our coverage agreements;

our vulnerability to severe weather events;

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our ability to meet our obligations under the agreements governing our indebtedness;

the availability and cost of financing and refinancing our indebtedness;

the amount of collateral required to be posted from time to time in our hedging transactions, letters of credit and other secured debt;

the result of any legal proceedings, arbitrations, or investigations we may be subject to or involved in;

our success in risk management activities, including the use of derivative financial instruments to hedge commodity and interest rate risks; and

other risk factors discussed in this prospectus supplement, under Item 1A. "Risk Factors" in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016 and September 30, 2016 and our Annual Report on Form 10-K for the year ended December 31, 2015, in each case incorporated by reference herein.

The words "believe," "may," "will," "aim," "estimate," "continue," "anticipate," "intend," "expect," "plan" and similar words are intended to identify estimates and forward-looking statements.

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Estimates and forward-looking statements speak only as of the date they were made, and, except to the extent required by law, we undertake no obligation to update or to review any estimate and/or forward-looking statement because of new information, future events or other factors. Estimates and forward-looking statements involve risks and uncertainties and are not guarantees of future performance. As a result of the risks and uncertainties described above, the estimates and forward-looking statements discussed in this prospectus supplement, the accompanying prospectus and documents incorporated by reference into this prospectus supplement and the accompanying prospectus might not occur, and our future results and our performance may differ materially from those expressed in these forward-looking statements due to, including, but not limited to, the factors mentioned above. Because of these uncertainties, you should not place undue reliance on these forward-looking statements.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement or the accompanying prospectus, or incorporated by reference in this prospectus supplement or the accompanying prospectus. As a result, this summary does not contain all of the information that may be important to you or that you should consider before investing in our common shares. You should read carefully this entire prospectus supplement, the accompanying prospectus and any related free writing prospectus, together with all documents incorporated by reference herein and therein, which are described under "Where You Can Find More Information and Incorporation of Information by Reference" in this prospectus supplement and under "Where You Can Find More Information" in the accompanying prospectus.

Overview

We are a leading independent oil and gas exploration and production company focused on frontier and emerging areas along the Atlantic Margin. Our assets include existing production and other development projects offshore Ghana, large discoveries and significant further hydrocarbon exploration potential offshore Mauritania and Senegal, as well as exploration licenses with significant hydrocarbon potential offshore Portugal, São Tomé and Príncipe, Suriname, Morocco and Western Sahara.

Kosmos was founded in 2003 to find oil in under-explored or overlooked parts of West Africa. Members of our management team who had previously worked together making significant discoveries and developing them in Africa, the Gulf of Mexico, and other areas established our company on a single geologic concept that previously had been overlooked by others in the industry, the Late Cretaceous play system.

Following our formation, we acquired multiple exploration licenses and proved the geologic concept with the discovery of the Jubilee Field within the Tano Basin in the deep waters offshore Ghana in 2007. This was the first of our discoveries offshore Ghana; it was one of the largest oil discoveries worldwide in 2007 and is considered one of the largest finds offshore West Africa during the last decade. As technical operator of the initial phase of Jubilee Field, we planned and executed the development. Oil production from the Jubilee Field began in November 2010, just 42 months after initial discovery, a record for a deepwater development in this water depth in West Africa. In 2011, we became a publicly traded company on the NYSE, trading under the ticker symbol "KOS," and had a market capitalization of approximately \$2.7 billion as of December 31, 2016.

Following our initial public offering, we acquired several new exploration licenses and again proved our geologic concept with the Ahmeyim discovery in the deepwater offshore Mauritania in 2015. The Ahmeyim discovery (formerly known as Tortue) was one of the largest natural gas discoveries worldwide in 2015 and is believed to be the largest ever gas discovery offshore West Africa. We have since demonstrated the extension of the gas discovery into Senegal with the successful Guembeul-1 exploration well. We have now drilled five successful exploration and appraisal wells offshore Mauritania and Senegal with a 100% success rate, which collectively have discovered and de-risked a gross potential natural gas resource of approximately 25 and over 50 trillion cubic feet, respectively. In December 2016, we announced a partnership with BP p.l.c. ("BP") in Mauritania and Senegal following a competitive farm-out process for our interests in certain blocks offshore Mauritania and Senegal. We believe BP is the optimal partner to advance the gas developments in these blocks and to move forward a multi-well exploration program to test the basin's liquids potential, scheduled to commence in the second quarter of 2017. In exchange for a 62% working interest in our Mauritania licenses and an effective 32.49% working interest (following exercise of an option to acquire an additional 5% participating interest from Timis Corporation in consideration for a future carry on a well in Senegal) in our Senegal licenses, we will receive fixed consideration of \$916 million and variable consideration of up to \$2 per barrel, for up to 1 billion barrels of liquids, structured as a production royalty, subject to future liquids discovery and prevailing oil prices. We believe that the transaction strengthens our

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balance sheet by reducing our capital expenditure requirements and assists in funding our Mauritania and Senegal exploration and development program over the near to medium term.

Our business strategy focuses on achieving three key objectives: (1) maximize the value of our Ghana assets; (2) continue to explore, appraise and develop the deepwater basin offshore Mauritania and Senegal with our partners to further grow value; and (3) increase value further through a high-impact exploration program to unlock new petroleum systems. In Ghana, we are focused on increasing production, cash flows and reserves from the Jubilee Field, ramping up the production of the Tweneboa-Enyenra-Ntomme fields, and the appraisal and development of our other Ghanaian discoveries. In Mauritania and Senegal, we expect to efficiently appraise and develop our gas discoveries as well as continue to test our inventory of liquids and gas prospects. We also have a large inventory of leads and prospects in the remainder of our exploration portfolio and we plan to test this prospectivity targeting high-impact opportunities along the Atlantic Margin.

Corporate Governance Developments

Upon completion of this offering, funds affiliated with The Blackstone Group L.P. (the "Blackstone Group") and Warburg Pincus LLC ("Warburg Pincus" and, together with the Blackstone Group, our "financial sponsors"), will no longer control a majority of the voting power of our issued and outstanding common shares.

At such time, we will accordingly no longer qualify as a "controlled company" for purposes of certain exemptions from the NYSE corporate governance standards. As a result, we will be required to have at least one independent director on each of our nominating and corporate governance and compensation committees upon completion of this offering, a majority of independent directors on those committees within 90 days after the completion of this offering, and fully independent nominating and corporate governance and compensation committees and a majority independent board of directors within one year after the completion of this offering. We will also be required to perform an annual performance evaluation of our nominating and corporate governance and compensation committees. Prior to this offering, our board of directors has determined that one of the three members of our nominating and corporate governance committee, one of the three members of our compensation committee, all three members of our audit committee and five of the eleven members of our board of directors are independent for purposes of the NYSE corporate governance standards. Should this offering be completed and accordingly, we no longer qualify as a "controlled company," we intend to appoint additional directors or deem certain of our existing directors independent who meet the NYSE independence requirements within the time periods required by the NYSE corporate governance standards.

In addition, on June 20, 2012, the SEC adopted Rule 10C-1 ("Rule 10C-1") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to implement provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act pertaining to compensation committee independence and the role and disclosure of compensation consultants and other advisers to the compensation committee. The NYSE has since adopted amendments to its existing listing standards to comply with provisions of Rule 10C-1, and on January 11, 2013, the SEC approved such amendments. The amended listing standards require, among other things, that:

the nominating/corporate governance and compensation committees be subject to annual performance evaluation;

compensation committees be explicitly charged with hiring and overseeing compensation consultants, legal counsel and other committee advisers; and

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compensation committees be required to consider, when engaging compensation consultants, legal counsel or other advisers, certain independence factors, including factors that examine the relationship between the consultant or adviser's employer and us.

We will be subject to these nominating/corporate governance committee and compensation committee independence requirements following the completion of this offering as we will no longer qualify as a "controlled company."

Furthermore, following our financial sponsors' ceasing to control a majority of the voting power of our issued and outstanding common shares, certain provisions set forth in our bye-laws will take effect and certain provisions set forth in a shareholders agreement among us and our financial sponsors (the "shareholders agreement") will no longer be effective. Such provisions consist of:

Election of Directors. All of our directors will no longer be elected annually. Instead, our board of directors will be classified into three equally-sized (or as near as possible) classes of directors, with directors in each class serving for a period ending on the date of the third annual meeting of shareholders next following the annual meeting at which such director was elected. Our board of directors will initially apportion sitting directors among the three classes. The terms of the directors initially apportioned to Class I, Class II and Class III will end on the first, second and third annual meeting of shareholders, respectively, following such cessation of control.

Removal of Directors. Our directors will no longer be able to be removed without cause. Instead, our directors will only be able to be removed for cause with the affirmative vote of shareholders holding not less than a majority of the shares then entitled to vote generally in the election of directors, voting together as a single class.

Director Nominees. Our financial sponsors will no longer be required to vote for the election to our board of directors of our chief executive officer and independent directors nominated by our nominating and corporate governance committee and recommended by the board of directors for election by our shareholders at the annual general meeting.

Written Consent of Shareholders. Shareholders holding not less than the minimum number of votes that would be necessary to authorize or take any action required or permitted to be taken at any annual or special meeting of shareholders at which all shares entitled to vote thereon were present and voted will no longer be able to take such action by written consent. Instead, any such action will only be able to be taken upon a vote of shareholders at an annual or special meeting of shareholders duly noticed and called in accordance with our bye-laws and Bermuda law.

To the extent this offering is not completed, we will remain a "controlled company" for NYSE purposes and our existing bye-laws and shareholders agreement would remain unchanged. However, if we sell additional common shares in the future to raise capital, or issue common shares upon the vesting of restricted stock awards, or if our financial sponsors sell additional common shares they hold in the future, then our financial sponsors may control less than a majority of the voting power of our issued and outstanding common shares as a result of any such transaction and the changes outlined above will be triggered at such time. There can be no assurance that these changes will not be triggered at any time in the future.

Corporate Information

We were incorporated pursuant to the laws of Bermuda as Kosmos Energy Ltd. in January 2011 to become a holding company for Kosmos Energy Holdings. Kosmos Energy Holdings is a privately held Cayman Islands company that was formed in March 2004. Pursuant to the terms of a corporate reorganization that was completed simultaneously with the closing of our initial public offering, all of the membership interests in Kosmos Energy Holdings were exchanged for newly issued common shares

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of Kosmos Energy Ltd. and as a result, Kosmos Energy Holdings became a wholly-owned subsidiary of Kosmos Energy Ltd.

We maintain a registered office in Bermuda at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The telephone number of our registered office is (441) 295-5950. Our U.S. subsidiary maintains its headquarters at 8176 Park Lane, Suite 500, Dallas, Texas 75231 and its telephone number is (214) 445-9600. Our web site is www.kosmosenergy.com. The information on, or accessible through, our web site does not constitute part of this prospectus supplement or the accompanying prospectus.

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The Offering

Common shares offered by the selling shareholders	30,000,000 common shares, par value \$0.01 per share.
Trading symbol for our common shares	Our common shares are listed on the NYSE under the symbol "KOS."
Use of Proceeds	We will not receive any of the proceeds from the sale of the common shares.
Dividend Policy	We do not anticipate paying any dividends on our common shares in the foreseeable future. However, we may change this policy in the future. See "Dividend Policy."
Risk Factors	An investment in our common shares involves certain risks. You should carefully consider the risks described in this prospectus supplement, under "Item 1A. Risk Factors" of our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016 and September 30, 2016 and our Annual Report on Form 10-K for the year ended December 31, 2015, as well as other information included in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by or on behalf of us or incorporated by reference herein or therein, before making a decision to purchase the common shares offered hereby. Additional risks and uncertainties that we do not know about or that we currently believe are not material may also adversely affect our business, financial condition, results of operations and prospects.

All applicable share, per share and related information in this prospectus supplement speaks as of September 30, 2016, unless otherwise indicated.

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RISK FACTORS

An investment in our common shares involves a high degree of risk. You should consider carefully the risk factor described below, as well as the risk factors described in "Item 1A. Risk Factors" of our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016 and September 30, 2016 and Annual Report on Form 10-K for the year ended December 31, 2015, and all other information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus before deciding to invest in the common shares. If any of the risks actually occur, they may materially harm our business, financial condition, operating results or cash flow. As a result, the market price of our common shares could decline, and you could lose all or part of your investment. Additional risks and uncertainties that are not yet identified or that we think are immaterial may also materially harm our business, operating results, financial condition or cash flow and could result in a complete or partial loss of your investment.

This prospectus supplement, the accompanying prospectus and the incorporated documents also contain forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. See "Special Note on Forward-Looking Statements" in the accompanying prospectus and "Cautionary Note Regarding Forward-Looking Statements" in this prospectus supplement and any documents incorporated by reference herein and therein.

Upon completion of this offering, we will no longer be a "controlled company" within the meaning of the NYSE rules and the rules of the SEC. However, even if we are no longer a "controlled company," we will continue to qualify for, and may rely on, exemptions from certain corporate governance requirements that would otherwise provide protection to our shareholders during a one-year transition period.

Upon completion of this offering, funds affiliated with the financial sponsors will no longer control a majority of the voting power of our outstanding common shares. See "Summary Corporate Governance Developments." As a result, we will no longer qualify as a "controlled company" for purposes of certain exemptions from the NYSE corporate governance standards. We will therefore be required to have at least one independent director on each of our nominating and corporate governance and compensation committees upon completion of this offering, a majority of independent directors on those committees within 90 days after the completion of this offering, and fully independent nominating and corporate governance and compensation committees and a majority independent board of directors within one year after the completion of this offering. We will also be required to perform an annual performance evaluation of our nominating and corporate governance and compensation committees. Prior to this offering, our board of directors has determined that one of the three members of our nominating and corporate governance committee, one of the three members of our compensation committee, all three members of our audit committee and five of the eleven members of our board of directors are independent for purposes of the NYSE corporate governance standards. Should this offering be completed and we no longer qualify as a "controlled company," we intend to appoint additional directors or deem certain of our existing directors independent who meet the NYSE independence requirements within the time periods required by the NYSE corporate governance standards.

In addition, on June 20, 2012, the SEC adopted Rule 10C-1 under the Exchange Act to implement provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act pertaining to compensation committee independence and the role and disclosure of compensation consultants and other advisers to the compensation committee. The NYSE has since adopted amendments to its

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existing listing standards to comply with provisions of Rule 10C-1, and on January 11, 2013, the SEC approved such amendments. The amended listing standards require, among other things, that:

the nominating/corporate governance and compensation committees be subject to annual performance evaluation;

compensation committees be explicitly charged with hiring and overseeing compensation consultants, legal counsel and other committee advisers; and

compensation committees be required to consider, when engaging compensation consultants, legal counsel or other advisers, certain independence factors, including factors that examine the relationship between the consultant or adviser's employer and us.

We will be subject to these nominating/corporate governance committee and compensation committee independence requirements following the completion of this offering as we will no longer qualify as a "controlled company."

Should we be unable to comply with these NYSE and SEC requirements during the time periods required, we may be subject to enforcement action or disciplinary action from the SEC and/or NYSE, and may risk delisting from the NYSE. Any such actions may have an adverse effect on our business, financial condition and results of operations."

To the extent this offering is not completed, we will remain a "controlled company" for NYSE purposes and our existing bye-laws and shareholders agreement would remain unchanged. However, if we sell additional common shares in the future to raise capital, or issue common shares upon the vesting of restricted stock awards, or if our financial sponsors sell additional common shares they hold in the future, then our financial sponsors may control less than a majority of the voting power of our outstanding common shares as a result of any such transaction and the changes outlined above will be triggered at such time. There can be no assurance that these changes will not be triggered at any time in the future.

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We will not receive any of the proceeds from the sale of the common shares. We will pay the expenses, other than underwriting discounts and commissions, associated with the sale of common shares by the selling shareholders.

PRICE RANGE OF OUR COMMON SHARES

Our common shares are traded on the NYSE under the symbol "KOS." On January 10, 2017, the last reported sale price for our common shares on the NYSE was \$6.99 per share. As of December 31, 2016, we had approximately 108 shareholders of record. The following table sets forth, for the periods indicated, the reported high and low sale prices for our common shares.

	Price Range	
	High	Low
Year Ending December 31, 2017		
First Quarter (through January 10, 2017)	\$ 7.39	\$ 6.87
Year Ended December 31, 2016		
Fourth Quarter	\$ 7.14	\$ 4.39
Third Quarter	6.63	5.16
Second Quarter	6.79	4.63
First Quarter	6.41	3.17
Year Ended December 31, 2015		
Fourth Quarter	\$ 8.00	\$ 4.62
Third Quarter	8.44	5.34
Second Quarter	10.03	7.94
First Quarter	9.32	7.58

DIVIDEND POLICY

At the present time, we intend to retain all of our future earnings, if any, generated by our operations for the development and growth of our business. Additionally, we are subject to Bermuda legal constraints that may affect our ability to pay dividends on our common shares and make other payments. Under the Bermuda Companies Act, we may not declare or pay a dividend if there are reasonable grounds for believing that we are, or would after the payment be, unable to pay our liabilities as they become due or that the realizable value of our assets would thereafter be less than the aggregate of our liabilities. Pursuant to the terms of certain of our debt agreements, we are restricted in our ability to pay dividends, and certain of our subsidiaries are restricted in their ability to pay dividends to us, unless certain conditions, financial and otherwise are met. Any decision to pay dividends in the future is at the discretion of our board of directors and depends on our financial condition, results of operations, capital requirements and other factors that our board of directors deems relevant.

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The following table sets forth the number of common shares owned by the selling shareholders prior to this offering, the number of common shares to be offered for sale by the selling shareholders in this offering, the number of common shares to be owned by the selling shareholders after completion of this offering and the percentage of our issued and outstanding common shares owned by the selling shareholders prior to this offering and to be owned after the completion of this offering.

Beneficial ownership of shares is determined under the rules of the SEC and generally includes any shares over which a person exercises sole or shared voting or investment power. Percentage of beneficial ownership is based on 386,757,675 common shares issued and outstanding as of December 31, 2016.

Except as indicated in footnotes to this table, we believe that the shareholders named in this table have sole voting and investment power with respect to all common shares shown to be beneficially owned by them, based on information provided to us by such shareholders.

Name and Address of Beneficial Owner	Shares Beneficially Owned Before the Offering		Number of Shares Being Offered	Shares Beneficially Owned After the Offering	
	Number	Percent		Number	Percent
Blackstone Funds(1)	96,552,512	24.96%	13,500,000	83,052,512	21.47%
Warburg Pincus Funds(2)	118,008,651	30.52%	16,500,000	101,508,651	26.25%

(1)

The Blackstone Funds (as hereinafter defined) are comprised of the following entities: Blackstone Capital Partners (Cayman) IV L.P. ("BCP Cayman IV"), Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP Cayman IV-A"), Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP"), Blackstone Family Investment Partnership (Cayman) IV-A SMD L.P. ("BFIP SMD") and Blackstone Participation Partnership (Cayman) IV L.P. ("BPP", together with BCP Cayman IV, BCP Cayman IV-A, BFIP and BFIP SMD, the "Blackstone Funds"). The Blackstone Funds beneficially own (i) 90,424,370 shares, which are held by BCP Cayman IV, (ii) 1,474,644 shares, which are held by BCP Cayman IV-A, (iii) 2,394,968 shares, which are held by BFIP, (iv) 1,988,529 shares, which are held by BFIP SMD and (v) 270,001 shares, which are held by BPP. The general partner of BFIP SMD is Blackstone Family GP L.L.C., which is wholly owned by Blackstone's senior managing directors and 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"). BCP IV GP L.L.C. ("BCP IV") is the general partner of BMA, BFIP and BPP. 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 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 wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Blackstone Funds directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such shares. Mr. Foley and Mr. Melwani are Senior Managing Directors of Blackstone Group Management L.L.C. and neither is deemed to beneficially own the shares beneficially owned by the Blackstone Funds. The address of each of the Blackstone Funds, Mr. Stephen A. Schwarzman and each of the other Blackstone entities listed in this footnote is c/o The Blackstone Group, L.P., 345 Park Avenue, New York, New York 10154. The number of common shares being offered includes (i) 12,643,161 common shares by BCP Cayman IV,

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(ii) 206,185 common shares by BCP Cayman IV-A, (iii) 334,865 common shares by BFIP, (iv) 37,752 common shares by BPP and (v) 278,037 common shares by BFIP SMD.

(2)

The Warburg Pincus Funds are comprised of the following entities: Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP"), and two affiliated funds who collectively hold 59,004,331 shares, and Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII"), and two affiliated funds who collectively hold 59,004,320 shares. The total number of shares reported by WPIP includes 2,360,177 shares that are owned by its affiliated fund Warburg Pincus Netherlands International Partners I C.V., a company incorporated under the laws of the Netherlands ("WPIP Netherlands"), and 87,322 shares that are owned by its affiliated fund WP-WPIP Investors L.P., a Delaware limited partnership ("WPIP Investors"). WPIP expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by WPIP. The total number of shares reported by WP VIII includes 1,657,894 shares that are owned by its affiliated fund Warburg Pincus Netherlands Private Equity VIII C.V. I, a company incorporated under the laws of the Netherlands ("WP VIII Netherlands"), and 165,357 shares that are owned by its affiliated fund WP-WPVIII Investors, L.P., a Delaware limited partnership ("WP VIII Investors"). WP VIII expressly disclaims beneficial ownership with respect to any shares other than the shares owned of record by WP VIII. WP-WPVIII Investors GP L.P., a Delaware limited partnership ("WP VIII Investors GP"), is the general partner of WP VIII Investors. WP-WPIP Investors GP L.P., a Delaware limited partnership ("WPIP Investors GP"), is the general partner of WPIP Investors. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of each of WP VIII Investors GP and WPIP Investors GP. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is (i) the managing member of WPP GP, and (ii) the general partner of WP VIII, WP VIII Netherlands, WPIP, and WPIP Netherlands. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners. Warburg Pincus & Co., a New York general partnership, is the managing member of WP Partners GP. The Warburg Pincus Funds are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC"). Mr. Landy and Mr. Krieger are Directors of Kosmos. Mr. Landy is a Managing General Partner of WP and a Managing Member and Co-Chief Executive Officer of WP LLC. Mr. Krieger is a Partner of WP and a Managing Director and Member of WP LLC. All shares indicated as owned by Messrs. Landy and Krieger are included because of their affiliation with the Warburg Pincus entities. Charles R. Kaye is also a Managing General Partner of WP and a Managing Member and Co-Chief Executive Officer of WP LLC and, together with Mr. Landy, may be deemed to control the Warburg Pincus entities. Messrs. Kaye, Landy and Krieger disclaim beneficial ownership of all shares held by the Warburg Pincus entities. The address of the Warburg Pincus entities, Mr. Kaye and Mr. Landy is 450 Lexington Avenue, New York, New York 10017. The number of common shares being offered includes (i) 8,250,000 common shares by WPIP and (ii) 8,250,000 common shares by WP VIII.

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CERTAIN TAX CONSIDERATIONS

Bermuda Tax Considerations

At the present time, there is no Bermuda income or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by us or by our shareholders in respect of our shares. We have obtained an assurance from the Bermuda Minister of Finance under the Exempted Undertakings Tax Protection Act 1966 that, in the event that any legislation is enacted in Bermuda imposing any tax computed on profits or income, or computed on any capital asset, gain or appreciation or any tax in the nature of estate duty or inheritance tax, such tax shall not, until March 31, 2035, be applicable to us or to any of our operations or to our shares, debentures or other obligations except insofar as such tax applies to persons ordinarily resident in Bermuda or is payable by us in respect of real property owned or leased by us in Bermuda.

U.S. Federal Income Tax Considerations

The following is a summary of certain U.S. federal income tax consequences to a U.S. Holder (as defined below) of owning and disposing of our common shares, but it does not purport to be a comprehensive description of all tax considerations that may be relevant to a particular person's decision to acquire our common shares. This summary does not discuss any state, local or foreign tax considerations. This discussion applies only to a U.S. Holder that acquires our common shares pursuant to this offering and holds them as capital assets for tax purposes. In addition, it does not describe all of the tax consequences that may be relevant in light of the U.S. Holder's particular circumstances, including alternative minimum tax consequences, Medicare contribution tax consequences and tax consequences applicable to U.S. Holders subject to special rules, such as:

certain financial institutions;

dealers or traders in securities who use a mark-to-market method of tax accounting;

persons holding our common shares as part of a hedging transaction, straddle, wash sale, conversion transaction or integrated transaction or persons entering into a constructive sale with respect to our common shares;

persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;

entities classified as partnerships for U.S. federal income tax purposes;

tax-exempt entities, including "individual retirement accounts"; or

persons that own or are deemed to own ten percent or more of our voting shares.

If an entity that is classified as a partnership for U.S. federal income tax purposes holds our common shares, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships holding our common shares and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax consequences of holding and disposing of our common shares.

This discussion is based on the Internal Revenue Code of 1986, as amended (the "Code"), administrative pronouncements, judicial decisions, and final, temporary and proposed Treasury regulations, all as of the date of this prospectus supplement, any of which is subject to change, possibly with retroactive effect. U.S. Holders should consult their tax advisers concerning the U.S. federal, state, local and foreign tax consequences of owning and disposing of our common shares in their particular circumstances.

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A "U.S. Holder" is a holder who, for U.S. federal income tax purposes, is a beneficial owner of our common shares and is:

a citizen or individual resident of the United States;

a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or

an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

This discussion assumes that we are not, and will not become, a passive foreign investment company, as described below.

Taxation of Distributions

As discussed above under "Dividend Policy," we do not currently intend to pay dividends. In the event that we do pay dividends, distributions paid on our common shares, other than certain *pro rata* distributions of common shares, will be treated as dividends to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). The amount of the dividend will be treated as foreign-source dividend income to U.S. Holders and will not be eligible for the dividends-received deduction generally available to U.S. corporations under the Code. Subject to certain holding period and other requirements, dividends on our common shares that are paid to non-corporate U.S. Holders will be eligible for reduced tax rates so long as our common shares continue to trade on the NYSE.

Sale or Other Disposition of Common Shares

For U.S. federal income tax purposes, gain or loss realized on the sale or other disposition of our common shares will be capital gain or loss, and generally will be long-term capital gain or loss if the U.S. Holder held our common shares for more than one year. The amount of the gain or loss will equal the difference between the U.S. Holder's tax basis in the common shares disposed of and the amount realized on the disposition, in each case as determined in U.S. dollars. This gain or loss will generally be U.S.-source gain or loss for foreign tax credit purposes. Non-corporate U.S. Holders are generally eligible for reduced tax rates on long-term capital gains. The deductibility of capital losses is subject to limitation.

Passive Foreign Investment Company Rules

Based on management estimates and projections of future operations and revenue, we do not believe we will be a passive foreign investment company (a "PFIC") for U.S. federal income tax purposes for our current taxable year and we do not expect to become one in the foreseeable future. In general, a non-U.S. corporation is a PFIC for any taxable year in which (i) 75% or more of its gross income consists of passive income (such as dividends, interest, rents and royalties) or (ii) 50% or more of the average quarterly value of its assets consists of assets that produce, or are held for the production of, passive income. Because our PFIC status is a factual determination that is made annually and depends on the composition of our income and the composition and value of our assets from time to time, there can be no assurance that we will not be a PFIC for any taxable year.

If we were a PFIC for any taxable year during which a U.S. Holder held our common shares, gain recognized by a U.S. Holder on a sale or other disposition (including certain pledges) of our common shares would be allocated ratably over the U.S. Holder's holding period for the common shares. The amounts allocated to the taxable year of the sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for

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that taxable year, and an interest charge would be imposed on the tax on such amount allocated to that taxable year. In addition, similar rules would apply to the extent that any distribution received by a U.S. Holder on its common shares exceeds 125% of the average of the annual distributions on the common shares received during the preceding three years or the U.S. Holder's holding period, whichever is shorter. Certain elections may be available that would result in alternative treatments (such as mark-to-market treatment) of the common shares. U.S. Holders should consult their tax advisers to determine whether any of these elections would be available and, if so, what the consequences of the alternative treatments would be in their particular circumstances. If we were a PFIC for any year during which a U.S. Holder held our common shares, we generally would continue to be treated as a PFIC with respect to that holder for all succeeding years during which the U.S. Holder held our common shares, even if we subsequently ceased to meet the requirements for PFIC status. U.S. Holders should consult their tax advisers regarding the potential availability of a "deemed sale" election that would allow them to eliminate the continuation of PFIC status under these circumstances.

Dividends on our common shares that we pay to non-corporate U.S. Holders will not be eligible for the reduced tax rates described above if we are a PFIC in the taxable year in which the dividends are paid or the prior taxable year. In addition, if a U.S. Holder owns our common shares during any year in which we are a PFIC, the holder generally must file annual reports containing such information as the U.S. Treasury may require on Internal Revenue Service ("IRS") Form 8621 (or any successor form) with respect to us, generally with the holder's federal income tax return for that year.

U.S. Holders should consult their tax advisers regarding whether we are or may become a PFIC and the potential application of the PFIC rules.

Information Reporting and Backup Withholding

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting, and may be subject to backup withholding, unless (i) the U.S. Holder is a corporation or other exempt recipient or (ii) in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the holder's U.S. federal income tax liability and may entitle it to a refund, provided that the required information is timely furnished to the IRS.

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CERTAIN ERISA CONSIDERATIONS

Each purchaser represents and warrants that either (i) no portion of the assets used to acquire the common shares constitutes the assets of a "benefit plan investor" within the meaning of Section 3(42) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), or (ii) the purchase of the common shares will not result in a non-exempt prohibited transaction under Title I of ERISA or Section 4975 of the Code.

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