

Kosmos Energy Ltd.
Form 8-K
May 11, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
May 10, 2017

KOSMOS ENERGY LTD.

(Exact Name of Registrant as Specified in its Charter)

Bermuda
(State or other jurisdiction
of incorporation)

001-35167
(Commission File Number)

98-0686001
(I.R.S. Employer
Identification No.)

Clarendon House
2 Church Street
Hamilton, Bermuda
(Address of Principal Executive Offices)

HM 11
(Zip Code)

Registrant's telephone number, including area code: **+1 441 295 5950**

Not Applicable
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2017 Annual General Meeting of Shareholders of Kosmos Energy Ltd. (the Company) was held on May 10, 2017. There were 387,641,134 common shares entitled to vote at the meeting and a total of 359,890,344 (approximately 92.84%) were represented at the meeting.

The proposals voted upon at the 2017 Annual General Meeting of Shareholders and the final results of the vote on each proposal were as follows:

Proposal 1 The election of four Class I directors to hold office until the 2020 Annual General Meeting of Shareholders, and until their respective successors are elected.

Each nominee for director was elected by a vote of the shareholders as follows:

| Nominees | Votes For | Votes Withheld | Not Voted (Broker Non-Votes) |
|-------------------------|-------------|----------------|---------------------------------|
| Andrew G. Inglis | 337,286,157 | 3,140,247 | 19,463,940 |
| Brian F. Maxted | 338,229,046 | 2,197,358 | 19,463,940 |
| Chris Tong | 339,580,208 | 846,196 | 19,463,940 |
| Sir Richard B. Dearlove | 339,402,408 | 1,023,996 | 19,463,940 |

Proposal 2 The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017 and the authorization of the Company's Audit Committee of the Board of Directors to determine their remuneration.

The proposal was approved by a vote of the shareholders as follows:

| Votes For | Votes Against | Abstain |
|-------------|---------------|---------|
| 359,049,954 | 822,774 | 17,616 |

Proposal 3 Nonbinding, advisory vote to approve the compensation of the Company's named executive officers as disclosed in its proxy statement.

The compensation of the Company's named executive officers was approved by nonbinding, advisory vote of the shareholders as follows:

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| Votes For | Votes Against | Abstain | Not Voted (Broker Non-Votes) |
|------------------|----------------------|----------------|---|
| 335,975,405 | 4,416,505 | 34,494 | 19,463,940 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 11, 2017

KOSMOS ENERGY LTD.

By:

/s/ Thomas P. Chambers
Thomas P. Chambers

Senior Vice President and Chief Financial Officer