

Kosmos Energy Ltd.  
Form SC 13G/A  
February 14, 2019

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Kosmos Energy Ltd.**

(Name of Issuer)

**Common Shares, par value \$0.01 per share**  
(Title of Class of Securities)

**500688106**  
(CUSIP Number)

December 31, 2018  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)

o Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 500688106

**SCHEDULE 13G/A**

Page 2 of 18 Pages

NAME OF REPORTING PERSONS

1

DGE Group Series Holdco, LLC, Series II

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  x

(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

4,957,424

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

4,957,424

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,957,424

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.2% (1)

12

TYPE OF REPORTING PERSON

OO

(1) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

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**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

DGE Group Series Holdco, LLC, Series III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  x

(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

24,602,632

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

24,602,632

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,602,632

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%(1)

12

TYPE OF REPORTING PERSON

OO

(1) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

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**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

DGE Group Series Holdco, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  x

(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

29,560,056

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

29,560,056

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,560,056

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.4%(1)

12

TYPE OF REPORTING PERSON

OO

(1) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

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**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

DGE II New Holdco, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  x

(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

4,957,424

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

4,957,424

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,957,424(1)

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.2%(2)

12

TYPE OF REPORTING PERSON

OO

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.

(2) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

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CUSIP No. 500688106

**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1 DGE II New Topco, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)  x  
(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

4,957,424

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

4,957,424

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,957,424(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.2%(2)

12 TYPE OF REPORTING PERSON

OO

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.

(2) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

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CUSIP No. 500688106

**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

FR DGE II Holdings, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  x  
(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

8,932,050

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

8,932,050

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,932,050(1)

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%(2)

12  
TYPE OF REPORTING PERSON

OO

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.

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CUSIP No. 500688106

**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

First Reserve GP XI, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)  x
- (b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

8,932,050

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

8,932,050

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,932,050(1)

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%(2)

12

TYPE OF REPORTING PERSON

PN

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.

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**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

First Reserve GP XI, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  x  
 (b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON

SHARED VOTING POWER

6

8,932,050

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

8,932,050

9  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,932,050(1)

10  
 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11  
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%(2)

12  
 TYPE OF REPORTING PERSON

CO

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.

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NAME OF REPORTING PERSONS

1

DGE III New Holdco, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  x

(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

24,602,632

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

24,602,632

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,602,632(1)

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o  
11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%(2)

12  
TYPE OF REPORTING PERSON

OO

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.

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NAME OF REPORTING PERSONS

1

FR DGE III Holdings, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)  x
- (b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

24,602,632

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

24,602,632

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,602,632(1)

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%(2)

12

TYPE OF REPORTING PERSON

OO

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.

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**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

First Reserve GP XIII, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)  x
- (b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

24,602,632

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

24,602,632

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,602,632(1)

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%(2)

12

TYPE OF REPORTING PERSON

PN

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.

(2) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

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CUSIP No. 500688106

**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

First Reserve GP XIII Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  x

(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

24,602,632

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

24,602,632

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,602,632(1)

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.2%(2)

12

TYPE OF REPORTING PERSON

CO

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.

(2) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

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CUSIP No. 500688106

**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

William E. Macaulay

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  x

(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

33,534,682

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

33,534,682

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,534,682(1)

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.4%(2)

12  
TYPE OF REPORTING PERSON

IN

(1) The reporting person disclaims beneficial ownership with respect to any common shares not owned of record by such reporting person.

(2) The calculation of this percentage is based on 398,651,406 Common Shares outstanding as of December 10, 2018, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2018.

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CUSIP No. 500688106

**SCHEDULE 13G/A**

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**Item 1. (a) Name of Issuer**

Kosmos Energy Ltd. (the "Company")

**Item 1. (b) Address of Issuer's Principal Executive Offices**

8176 Park Lane

Dallas, Texas 75231

**Item 2. (a) Names of Person Filing**

(i) DGE Group Series Holdco, LLC, Series II

(ii) DGE Group Series Holdco, LLC, Series III

(iii) DGE Group Series Holdco, LLC

(iv) DGE II New Holdco, LLC

(v) DGE II New Topco, LLC

(vi) FR DGE II Holdings, LLC

(vii) First Reserve GP XI, L.P.

(viii) First Reserve GP XI, Inc.

(ix) DGE III New Holdco, LLC

(x) FR DGE III Holdings, LLC

(xi) First Reserve GP XIII, L.P.

(xii) First Reserve GP XIII Limited

(xiii) William E. Macaulay

**Item 2. (b) Address of Principal Business Office**

290 Harbor Drive, Fifth Floor, Stamford, Connecticut 06902

**Item 2.**

**(c) Citizenship**

Each of DGE Group Series Holdco, LLC, Series II, DGE Group Series Holdco, LLC, Series III, DGE Group Series Holdco, LLC, DGE II New Holdco, LLC, DGE II New Topco, LLC, FR DGE II Holdings, LLC, DGE III New Holdco, LLC, FR DGE III Holdings, LLC, First Reserve GP XI, L.P., and First Reserve GP XI, Inc. is organized under the laws of the State of Delaware. Each of First Reserve GP XIII, L.P. and First Reserve GP XIII Limited is organized under the laws of the Cayman Islands. Mr. Macaulay is a U.S. citizen.

**Item 2.**

**(d) Title of Class of Securities**

Common Shares, par value \$0.01 per share (the "Common Shares")

**Item 2.**

**(e) CUSIP No.:**

500688106

**Item 3. If this statement is filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

CUSIP No. 500688106

**SCHEDULE 13G/A**

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**Item 4. Ownership**

**(a) Amount beneficially owned:**

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the Common Shares listed on such Reporting Person's cover page. DGE Group Series Holdco, LLC, Series II directly holds 4,957,424 Common Shares. DGE Group Series Holdco, LLC, Series III directly holds 24,602,632 Common Shares. Each of DGE Group Series Holdco, LLC, Series II and DGE Group Series Holdco, LLC, Series III are series of DGE Group Series Holdco, LLC, a Delaware Series LLC.

DGE II New Holdco, LLC is the sole member of DGE Group Series Holdco, LLC, Series II. DGE II New Topco, LLC is the sole member of DGE II New Holdco, LLC. FR DGE II Holdings, LLC directly holds 3,974,626 Common Shares and is the sole member of DGE II New Topco, LLC. First Reserve GP XI, L.P. is the sole manager of FR DGE II Holdings, LLC. First Reserve GP XI, Inc. is the sole general partner of First Reserve GP XI, L.P.

DGE III New Holdco, LLC is the sole member of DGE Group Series Holdco, LLC, Series III. FR DGE III Holdings, LLC is the sole member of DGE III New Holdco, LLC. First Reserve GP XIII, L.P. is the sole manager of FR DGE

III Holdings, LLC. First Reserve GP XIII Limited is the sole general partner of First Reserve GP XI, L.P.

William E. Macaulay has the right to appoint a majority of the board of directors of First Reserve GP XI, Inc. and all of the directors of First Reserve GP XIII Limited.

**(b) Percent of class:**

Each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of Common Shares listed on such Reporting Person's cover page.

**(c) Number of Shares as to which the Reporting Person has:**

(i) Sole power to vote or to direct the vote:

See each cover page hereof.

(ii) Shared power to vote or to direct the vote:

See each cover page hereof.

(iii) Sole power to dispose or to direct the disposition of:

See each cover page hereof.

(iv) Shared power to dispose or to direct the disposition of:

See each cover page hereof.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



CUSIP No. 500688106

**SCHEDULE 13G/A**

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

**DGE GROUP SERIES HOLDCO, LLC, SERIES II**

By: DGE II New Holdco, LLC, its sole member

By: DGE II New Topco, LLC, its sole member

By: */s/ Thomas E. Young* Thomas E. Young , Vice President - Land and Business Development and Secretary

**DGE GROUP SERIES HOLDCO, LLC, SERIES III**

By: DGE III New Holdco, LLC, its sole member

By: */s/ Thomas E. Young*

Thomas E. Young , Vice President - Land and Business Development and Secretary

**DGE II NEW HOLDCO, LLC**

By: DGE II New Topco, its sole member

By: */s/ Thomas E. Young*

Thomas E. Young, Vice President - Land and Business Development and Secretary

**DGE II NEW TOPCO, LLC**

By: */s/ Thomas E. Young*

Thomas E. Young, Vice President - Land and Business Development and Secretary

**FR DGE II HOLDINGS, LLC**

By: First Reserve Fund XI, LP, its  
general partner

By: First Reserve GP XI, L.P., its  
general partner

By: First Reserve GP XI, Inc., its  
general partner

By: */s/ Neil A. Wizel*

Neil A. Wizel, Managing Director

**FIRST RESERVE GP XI, L.P.**

By: First Reserve GP XI, Inc., its general partner

By: */s/ Neil A. Wizel*

Neil A. Wizel, Managing Director

**FIRST RESERVE GP XI, INC.**

By: */s/ Neil A. Wizel*

Neil A. Wizel, Managing Director

**DGE III NEW HOLDCO, LLC**

By: */s/ Thomas E. Young*

Thomas E. Young, Vice President - Land and Business Development and Secretary

**FR DGE III HOLDINGS, LLC**

By: First Reserve GP XIII, L.P., its manager

By: First Reserve GP XIII Limited, its general partner

By: */s/ Neil A. Wizel*

Neil A. Wizel, Managing Director

**FIRST RESERVE GP XIII, L.P.**

By: First Reserve GP XIII Limited, its general partner

By: */s/ Neil A. Wizel*

Neil A. Wizel, Managing Director

**FIRST RESERVE GP XIII LIMITED**

By: */s/ Neil A. Wizel*

Neil A. Wizel, Managing Director

**WILLIAM E. MACAULAY**

By: */s/ Anne E. Gold*

Anne E. Gold, Attorney-in-Fact

**EXHIBIT LIST**

Exhibit 1 Joint Filing Agreement, dated September 24, 2018, among the Reporting Persons (previously filed as Exhibit 1 to the Schedule 13G filed by the Reporting Persons on September 24, 2018 and incorporated herein by reference).

Exhibit 2 Power of Attorney, dated December 8, 2016, granted by William E. Macaulay (previously filed as Exhibit 2 to the Schedule 13G filed by the Reporting Persons on September 24, 2018 and incorporated herein by reference).