

Kosmos Energy Ltd.
Form SC 13G
September 24, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Kosmos Energy Ltd.

(Name of Issuer)

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

G5315B107
(CUSIP Number)

September 14, 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. G5315B107

SCHEDULE 13G

Page 2 of 21 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

10,390,952

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

10,390,952

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,390,952

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4% (1)

12

TYPE OF REPORTING PERSON

OO

(1) The calculation of this percentage is based on (i) 389,403,309 Common Shares outstanding as of August 1, 2018, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018 filed with the Securities and Exchange Commission on August 6, 2018 and (ii) 34,993,584 Common Shares issued to DGE Group Series Holdco, LLC, Series II and DGE Group Series Holdco, LLC, Series III as of September 14, 2018.

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Page 3 of 21 Pages

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

WITH

0

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)

5.7%(1)

12

TYPE OF REPORTING PERSON

OO

(1) The calculation of this percentage is based on (i) 389,403,309 Common Shares outstanding as of August 1, 2018, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018 filed with the Securities and Exchange Commission on August 6, 2018 and (ii) 34,993,584 Common Shares issued to DGE Group Series Holdco, LLC, Series II and DGE Group Series Holdco, LLC, Series III as of September 14, 2018.

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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

34,993,584

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

34,993,584

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,993,584

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.1%(1)

12

TYPE OF REPORTING PERSON

OO

(1) The calculation of this percentage is based on (i) 389,403,309 Common Shares outstanding as of August 1, 2018, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018 filed with the Securities and Exchange Commission on August 6, 2018 and (ii) 34,993,584 Common Shares issued to DGE Group Series Holdco, LLC, Series II and DGE Group Series Holdco, LLC, Series III as of September 14, 2018.

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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

10,390,952

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

10,390,952

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,390,952(1)

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4%(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 (i) 389,403,309 Common Shares outstanding as of August 1, 2018, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018 filed with the Securities and Exchange Commission on August 6, 2018 and (ii) 34,993,584 Common Shares issued to DGE Group Series Holdco, LLC, Series II and DGE Group Series Holdco, LLC, Series III as of September 14, 2018.

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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
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

10,390,952

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

10,390,952

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,390,952(1)

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

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

2.4%(2)

12 TYPE OF REPORTING PERSON

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CUSIP No. G5315B107

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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

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10,390,952

SOLE DISPOSITIVE POWER

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WITH

SHARED DISPOSITIVE POWER

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10,390,952

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,390,952(1)

10

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

o

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4%(2)

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TYPE OF REPORTING PERSON

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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

10,390,952

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

10,390,952

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,390,952(1)

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4%(2)

12

TYPE OF REPORTING PERSON

PN

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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

10,390,952

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

10,390,952

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,390,952(1)

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4%(2)

12

TYPE OF REPORTING PERSON

CO

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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)

5.7%(2)

12
TYPE OF 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

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7%(2)

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TYPE OF REPORTING PERSON

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CUSIP No. G5315B107

SCHEDULE 13G

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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)

5.7%(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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CUSIP No. G5315B107

SCHEDULE 13G

Page 13 of 21 Pages

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

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

5.7%(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 (i) 389,403,309 Common Shares outstanding as of August 1, 2018, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018 filed with the Securities and Exchange Commission on August 6, 2018 and (ii) 34,993,584 Common Shares issued to DGE Group Series Holdco, LLC, Series II and DGE Group Series Holdco, LLC, Series III as of September 14, 2018.

CUSIP No. G5315B107

SCHEDULE 13G

Page 14 of 21 Pages

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

34,993,584

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

34,993,584

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,993,584(1)

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

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

8.1%(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 (i) 389,403,309 Common Shares outstanding as of August 1, 2018, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018 filed with the Securities and Exchange Commission on August 6, 2018 and (ii) 34,993,584 Common Shares issued to DGE Group Series Holdco, LLC, Series II and DGE Group Series Holdco, LLC, Series III as of September 14, 2018.

CUSIP No. G5315B107

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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

Clarendon House

2 Church Street

Hamilton, Bermuda HM 11

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.:

G5315B107

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. G5315B107

SCHEDULE 13G

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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 10,390,952 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 Holdings, 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 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 Units 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. G5315B107

SCHEDULE 13G

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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: September 24, 2018

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