

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-18**
SEC Accession No. [0001104659-13-004197](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

CARLYLE RIVERSTONE ENERGY PARTNERS II LP

CIK: **1247527** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-34579** | Film No.: **13543747**

Business Address
C/O CARLYLE GROUP
1001 PENNSYLVANIA
AVENUE NW STE 220 S
WASHINGTON DC 20004

C R ENERGY GP II LLC

CIK: **1247529** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-34579** | Film No.: **13543753**

Business Address
C/O CARLYLE GROUP
1001 PENNSYLVANIA
AVENUE NW STE 220 S
WASHINGTON DC 20004

RIVERSTONE HOLDINGS LLC

CIK: **1247497** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-34579** | Film No.: **13543755**

Mailing Address
1 GREENWICH OFFICE
PARK
GREENWICH CT 06831

TCG HOLDINGS LLC

CIK: **1022596**
Type: **4** | Act: **34** | File No.: **001-34579** | Film No.: **13543746**

Business Address
C/O CARLYLE GROUP
1001 PENNSYLVANIA AVE.,
NW, STE. 220 S
WASHINGTON DC
20004-2505
2023472626

ISSUER

Cobalt International Energy, Inc.

CIK: **1471261** | IRS No.: **270821169** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
COBALT CENTER
920 MEMORIAL CITY WAY,
SUITE 100
HOUSTON TX 77024

Business Address
COBALT CENTER
920 MEMORIAL CITY WAY,
SUITE 100
HOUSTON TX 77024
(713) 579-9100

Mailing Address

Business Address

Carlyle/Riverstone Global Energy & Power Fund III L P

CIK:1344663 | State of Incorporation: DE
Type: 4 | Act: 34 | File No.: 001-34579 | Film No.: 13543748

1001 PENNSYLVANIA AVE
NW
SUITE 220 SOUTH
WASHINGTON DC 20004

1001 PENNSYLVANIA AVE
NW
SUITE 220 SOUTH
WASHINGTON DC 20004
2023472626

C/R Energy III Cobalt Partnership, L.P.

CIK:1478585
Type: 4 | Act: 34 | File No.: 001-34579 | Film No.: 13543752

Mailing Address
712 FIFTH AVENUE
51ST FLOOR
NEW YORK NY 10019

Business Address
712 FIFTH AVENUE
51ST FLOOR
NEW YORK NY 10019
212-993-0092

C/R Cobalt Investment Partnership, L.P.

CIK:1478587
Type: 4 | Act: 34 | File No.: 001-34579 | Film No.: 13543750

Mailing Address
712 FIFTH AVENUE
51ST FLOOR
NEW YORK NY 10019

Business Address
712 FIFTH AVENUE
51ST FLOOR
NEW YORK NY 10019
212-993-0092

C/R Energy Coinvestment II, L.P.

CIK:1478588
Type: 4 | Act: 34 | File No.: 001-34579 | Film No.: 13543751

Mailing Address
712 FIFTH AVENUE
51ST FLOOR
NEW YORK NY 10019

Business Address
712 FIFTH AVENUE
51ST FLOOR
NEW YORK NY 10019
212-993-0092

Carlyle/Riverstone Energy Partners III, L.P.

CIK:1478770
Type: 4 | Act: 34 | File No.: 001-34579 | Film No.: 13543749

Mailing Address
712 FIFTH AVENUE
51ST FLOOR
NEW YORK NY 10019

Business Address
712 FIFTH AVENUE
51ST FLOOR
NEW YORK NY 10019
212-993-0076

C/R Energy GP III, LLC

CIK:1478772
Type: 4 | Act: 34 | File No.: 001-34579 | Film No.: 13543754

Mailing Address
712 FIFTH AVENUE
51ST FLOOR
NEW YORK NY 10019

Business Address
712 FIFTH AVENUE
51ST FLOOR
NEW YORK NY 10019
212-993-0076

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person C/R Energy GP III, LLC			2. Issuer Name and Ticker or Trading Symbol Cobalt International Energy, Inc. [CIE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2013					
712 FIFTH AVENUE, 51ST FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) ____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) NEW YORK, NY 10019								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/18/2013		S		5,219,820	D	\$25	19,962,483	I	See footnotes ⁽¹⁾ (2) (4)
Common Stock	01/18/2013		S		7,829,730	D	\$25	29,943,723	I	See footnotes ⁽³⁾ (4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
C/R Energy GP III, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
C R ENERGY GP II LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
C/R Energy III Cobalt Partnership, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
C/R Energy Coinvestment II, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
C/R Cobalt Investment Partnership, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
Carlyle/Riverstone Energy Partners III, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
Carlyle/Riverstone Global Energy & Power Fund III L P 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
CARLYLE RIVERSTONE ENERGY PARTNERS II LP 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
TCG HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		

Explanation of Responses:

1. Carlyle/Riverstone Global Energy and Power Fund III, L.P. ("C/R Fund III"), C/R Energy III Cobalt Partnership, L.P. ("C/R III Cobalt"), Riverstone Energy Coinvestment III, L.P. ("REC III") and Carlyle Energy Coinvestment III, L.P. ("CEC III") and the record holders of 20,222,488, 8,712,859, 828,383 and 179,993 shares of common stock, respectively, following the transactions reported herein. C/R Energy GP III, LLC exercises investment discretion and control over the shares held by each of C/R Fund III and C/R III Cobalt through their mutual general partner, Carlyle/Riverstone Energy Partners III, L.P., of which C/R Energy GP III, LLC is the sole general partner. C/R Energy GP III, LLC has the power to direct the voting and disposition of the shares held by each of REC III and CEC III.
2. Riverstone Coinvestment III GP, L.L.C. is the general partner of REC III. Riverstone Holdings LLC is the managing member of Riverstone Coinvestment III GP, L.L.C. Pierre F. Lapeyre, Jr. and David M. Leuschen are the managing members of Riverstone Holdings LLC and, in such capacity, may be deemed to share beneficial ownership of common stock beneficially owned by Riverstone Holdings LLC. Such individuals expressly disclaim any such beneficial ownership. Carlyle Energy Coinvestment III GP, L.L.C. is a subsidiary of TCG Holdings, L.L.C., which exercises investment discretion and control over the shares held by CEC III, subject to contractual commitments that CEC III invest and divest side-by-side with C/R III Cobalt.
3. C/R Cobalt Investment Partnership, L.P. ("C/R Cobalt") and C/R Energy Coinvestment II, L.P. ("C/R Coinvest") are the record holders of 18,257,252 and 1,705,231 shares of common stock, respectively, following the transactions reported herein. C/R Energy GP II, LLC exercises investment discretion and control over the shares held by each of C/R Cobalt and C/R Coinvest through their mutual general partner, Carlyle/Riverstone Energy Partners II, L.P., of which C/R Energy GP II, LLC is the sole general partner.
4. Each of C/R Energy GP III, LLC and C/R Energy GP II, LLC is managed by an eight person managing board. Pierre F. Lapeyre, Jr., David M. Leuschen, Michael B. Hoffman, N. John Lancaster, Daniel A. D'Aniello, William E. Conway, Jr., David M. Rubenstein and Edward J. Mathias, as the members of the managing boards of each of C/R Energy GP III, LLC and C/R Energy GP II, LLC, may be deemed to share beneficial

ownership of the shares beneficially owned by C/R Energy GP III, LLC and C/R Energy GP II, LLC. Such persons disclaim any such beneficial ownership.

Signatures

/s/ Thomas Walker, Authorized Person

** Signature of Reporting Person

01/23/2013

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Joint Filer Information

Date of Event
Requiring Statement: January 18, 2013

Issuer Name and Ticker
or Trading Symbol: Cobalt International Energy, Inc. [CIE]

Designated Filer: C/R Energy GP III, LLC

Other Joint Filers: Carlyle/Riverstone Energy Partners III, L.P.,
Carlyle/Riverstone Global Energy and Power Fund III, L.P.,
C/R Energy III Cobalt Partnership, L.P.,
C/R Energy GP II, LLC,
Carlyle/Riverstone Energy Partners II, L.P.,
C/R Cobalt Investment Partnership, L.P.,
C/R Energy Coinvestment II, L.P.,
TCG Holdings, L.L.C.,
Carlyle Energy Coinvestment III GP, L.L.C.,
Carlyle Energy Coinvestment III, L.P.,
Riverstone Holdings LLC,
Riverstone Energy Coinvestment III, L.P.,
Riverstone Coinvestment III GP, L.L.C.

Addresses: The address of each of the reporting persons is c/o Riverstone Holdings LLC, 712 Fifth Avenue, 51st Floor, New York, NY 10019, except for TCG Holdings, L.L.C., Carlyle Energy Coinvestment III GP, L.L.C., and Carlyle Energy Coinvestment III, L.P., whose address is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, D.C. 20004-2505.

Signatures:

Dated: January 23, 2013

C/R ENERGY GP III, LLC

by: /s/ Thomas Walker
Name: Thomas Walker
Title: Authorized Person

CARLYLE/RIVERSTONE ENERGY PARTNERS III, L.P.

by: C/R Energy GP III, LLC, its General Partner

by: /s/ Thomas Walker

Name: Thomas Walker
Title: Authorized Person

CARLYLE/RIVERSTONE GLOBAL ENERGY AND POWER FUND III, L.P.

by: Carlyle/Riverstone Energy Partners III, L.P., its General Partner
by: C/R Energy GP III, LLC, its General Partner

by: /s/ Thomas Walker
Name: Thomas Walker
Title: Authorized Person

C/R ENERGY III COBALT PARTNERSHIP, L.P.

by: Carlyle/Riverstone Energy Partners III, L.P., its General Partner
by: C/R Energy GP III, LLC, its General Partner

by: /s/ Thomas Walker
Name: Thomas Walker
Title: Authorized Person

C/R ENERGY GP II, LLC

by: /s/ Thomas Walker
Name: Thomas Walker
Title: Authorized Person

CARLYLE/RIVERSTONE ENERGY PARTNERS II, L.P.

by: C/R Energy GP II, LLC, its General Partner

by: /s/ Thomas Walker
Name: Thomas Walker
Title: Authorized Person

C/R COBALT INVESTMENT PARTNERSHIP, L.P.

by: Carlyle/Riverstone Energy Partners II, L.P., its General Partner
by: C/R Energy GP II, LLC, its General Partner

by: /s/ Thomas Walker
Name: Thomas Walker
Title: Authorized Person

C/R ENERGY COINVESTMENT II, L.P.

by: Carlyle/Riverstone Energy Partners II, L.P., its General Partner
by: C/R Energy GP II, LLC, its General Partner

by: /s/ Thomas Walker

Name: Thomas Walker
Title: Authorized Person

TCG HOLDINGS, L.L.C.

by: /s/ Jeffrey W. Ferguson
Name: Jeffrey W. Ferguson
Title: Authorized Person

CARLYLE ENERGY COINVESTMENT III GP, L.L.C.

by: TCG Holdings, L.L.C., its General Partner

by: /s/ Jeffrey W. Ferguson
Name: Jeffrey W. Ferguson
Title: Authorized Person

CARLYLE ENERGY COINVESTMENT III, L.P.

by: Carlyle Energy Coinvestment III GP, L.L.C., its General Partner
by: TCG Holdings, L.L.C., its General Partner

by: /s/ Jeffrey W. Ferguson
Name: Jeffrey W. Ferguson
Title: Authorized Person

RIVERSTONE HOLDINGS LLC

by: /s/ Thomas Walker
Name: Thomas Walker
Title: Authorized Person

RIVERSTONE COINVESTMENT GP LLC

by: Riverstone Holdings LLC, its Managing Member

by: /s/ Thomas Walker
Name: Thomas Walker
Title: Authorized Person

RIVERSTONE ENERGY COINVESTMENT III, L.P.

by: Riverstone Coinvestment GP LLC, its General Partner
by: Riverstone Holdings LLC, its Managing Member

by: /s/ Thomas Walker
Name: Thomas Walker
Title: Authorized Person
