Cobalt International Energy, Inc.

Form 4 May 14, 2013

FORM 4

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

(City)

\$0.01

(State)

(Zip)

1. Name and Address of Reporting Person * GOLDMAN SACHS GROUP INC		2. Issuer Name and Ticker or Trading Symbol Cobalt International Energy, Inc. [CIE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) 200 WEST STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2013	DirectorX10% Owner Officer (give title below) Other (specify below)		
(Street) NEW YORK, NY 10282		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Sec	urities	s Acquire	ed, Disposed of, o	r Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A on Disposed of (D (Instr. 3, 4 and Amount)	d (A) or	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)
Common Stock, par value	05/10/2013		S	15,084,368 (2)	D	\$ 26.62 (2)	34,825,280 (3)	I	See footnotes (1) (2) (3)

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

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. onNumber	6. Date Exer Expiration D		7. Tit	le and ant of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise	, ,	any	Code	of	(Month/Day		Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		`	,	Secur	, ,	(Instr. 5)	Bene
(Illisti: 5)	Derivative		(Month Buy/ 1 cur)	(111511.0)	Securities				. 3 and 4)	(Illisti: 5)	Owne
	Security				Acquired			(IIIsti	. <i>5</i> and 4)		Follo
	Security				(A) or						
					Disposed						Repo Trans
					*						
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						_			or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X				
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282	X					
GSCP V Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282		X				
GSCP VI Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282		X				
GSCP V Offshore Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282		X				
GSCP VI Offshore Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282		X				
GSCP V GmbH Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282		X				
GSCP VI GmbH Cobalt Holdings, LLC 200 WEST STREET NEW YORK, NY 10282		X				
GSCP V Offshore Cobalt Holdings, L.P. 200 WEST STREET		X				

Reporting Owners 2

NEW YORK, NY 10282

GSCP VI Offshore Cobalt Holdings, L.P. 200 WEST STREET

X

NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor, Attorney-in-fact, The Goldman Sachs Group, Inc.	05/14/2013
**Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact, Goldman, Sachs & Co.	05/14/2013
**Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact, GSCP V Cobalt Holdings, LLC	05/14/2013
**Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact, GSCP VI Cobalt Holdings, LLC	05/14/2013
**Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact, GSCP V Offshore Cobalt Holdings, LLC	05/14/2013
**Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact, GSCP VI Offshore Cobalt Holdings, LLC	05/14/2013
**Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact, GSCP V GmbH Cobalt Holdings, LLC	05/14/2013
**Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact, GSCP VI GmbH Cobalt Holdings, LLC	05/14/2013
**Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact, GSCP V Offshore Cobalt Holdings, L.P.	05/14/2013
**Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact, GSCP VI Offshore Cobalt Holdings, L.P.	05/14/2013

Explanation of Responses:

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

**Signature of Reporting Person

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

Date

- (1) For text of Footnote 1, see Exhibit 99.1.
- (2) For text of Footnote 2, see Exhibit 99.1.
- (3) For text of Footnote 3, see Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3