**VISTEON CORP** Form 4

November 02, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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Check this box

if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Ziparo Peter M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VISTEON CORP [VC]

10/29/2015

(Middle)

(Check all applicable)

VISTEON CORPORATION, ONE

(Street)

(State)

(Zip)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

Director X\_ Officer (give title below)

10% Owner Other (specify

VILLAGE CENTER DRIVE

4. If Amendment, Date Original

V.P. & General Counsel 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

# **VAN BUREN** TOWNSHIP, MI 48111

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	10/29/2015 <u>(1)</u>		M	472	A	<u>(1)</u>	472	D	
Common Stock	10/29/2015(2)		F	150	D	\$ 107.33	322	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/29/2015		M	472	(3)	10/29/2015	Common Stock	472	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Ziparo Peter M			VD 0-		
VISTEON CORPORATION			V.P. &		
ONE VILLAGE CENTER DRIVE			General		
VAN BUREN TOWNSHIP, MI 48111			Counsel		

# **Signatures**

Heidi A. Sepanik, Secretary, Visteon Corporation, on behalf of Peter M. Ziparo

11/02/2015

Date

\*\*Signature of Reporting Person

# **Explanation of Responses:**

- 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).
- Each Restricted Stock Unit, which is the economic equivalent of one share of Visteon common stock, automatically vested on October (1) 29, 2015 and was converted and paid to me in common stock without any election or action on my part. The value of each share was based on the fair market value of Visteon common stock as of October 29, 2015.
- The shares were withheld by Visteon to satisfy income tax withholding obligations arising in connection with the vesting of certain Restricted Stock Units. The value of each share was based on the fair market value of Visteon common stock as of October 29, 2015.
- Restricted Stock Units vest to the extent of 33% of the units granted each year following the first anniversary of October 29, 2012 until (3) the third anniverary of such date. Each Restricted Stock Unit will be converted and distributed to me, without payment, in stock (or cash at the election of Visteon), subject to tax withholding

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. "style="padding:3.0pt 3.0pt 3.0pt 3.0pt; width:3.26%;">

Reporting Owners 2

4
Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With
5
Sole Voting Power 0
6
Shared Voting Power 24,841(1)
7
Sole Dispositive Power 0
8
Shared Dispositive Power 24,841(1)
9
Aggregate Amount Beneficially Owned by Each Reporting Person

10
Check if the Aggregate Amount in Row (9) Excludes Certain Shares o
11
Percent of Class Represented by Amount in Row (9) 0.01%(2)
12
Type of Reporting Person OO
(1) The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.
(2) Based on 433,617,302 common shares issued and outstanding as of November 1, 2018, as reported by the Issuer in its Quarterly Report on Form 10-O for the quarterly period ended September 30, 2018, filed by the Issuer with the SEC on November 5, 2018

1	Name of Reporting Person WPP GP LLC		
2	Check the Appropriate Box if a (a): (b):	Member of a Group o x	
3	SEC Use Only		
4	Citizenship or Place of Organiza Delaware	ation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 71,611(1)
Each Reporting Person With	7		Sole Dispositive Power 0
r erson with	8		Shared Dispositive Power 71,611(1)
9	Aggregate Amount Beneficially 71,611(1)	Owned by Each Reporting	Person
10	Check if the Aggregate Amount	in Row (9) Excludes Certai	n Shares o
11	Percent of Class Represented by 0.02%(2)	Amount in Row (9)	
12	Type of Reporting Person OO		

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

<sup>(2)</sup> Based on 433,617,302 common shares issued and outstanding as of November 1, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed by the Issuer with the SEC on November 5, 2018.

1	Name of Reporting Person Warburg Pincus Partners, L.P.		
2	Check the Appropriate Box if a (a): (b):	Member of a Group o x	
3	SEC Use Only		
4	Citizenship or Place of Organiz Delaware	ation	
	5		Sole Voting Power 0
Number of Shares Beneficially Owned by	6		Shared Voting Power 33,574,222(1)
Each Reporting Person With	7		Sole Dispositive Power 0
Terson with	8		Shared Dispositive Power 33,574,222(1)
9	Aggregate Amount Beneficially 33,574,222(1)	y Owned by Each Reporting	g Person
10	Check if the Aggregate Amoun	t in Row (9) Excludes Certa	ain Shares o
11	Percent of Class Represented by 7.7%(2)	y Amount in Row (9)	
12	Type of Reporting Person OO		

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

<sup>(2)</sup> Based on 433,617,302 common shares issued and outstanding as of November 1, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed by the Issuer with the SEC on November 5, 2018.

1	Name of Reporting Person Warburg Pincus Partners GP Ll	LC	
2	Check the Appropriate Box if a (a): (b):	Member of a Group o	
3	SEC Use Only		
4	Citizenship or Place of Organiz Delaware	ation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 33,574,222(1)
Each Reporting Person With	7		Sole Dispositive Power 0
Terson with	8		Shared Dispositive Power 33,574,222(1)
9	Aggregate Amount Beneficially 33,574,222(1)	Owned by Each Reporting	Person
10	Check if the Aggregate Amoun	t in Row (9) Excludes Certa	in Shares o
11	Percent of Class Represented by 7.7%(2)	y Amount in Row (9)	
12	Type of Reporting Person OO		

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

<sup>(2)</sup> Based on 433,617,302 common shares issued and outstanding as of November 1, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed by the Issuer with the SEC on November 5, 2018.

1	Name of Reporting Person Warburg Pincus & Co.		
2	Check the Appropriate Box if a Mer (a): o (b): x	mber of a Group	
3	SEC Use Only		
4	Citizenship or Place of Organization New York	1	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 33,574,222(1)
Each Reporting Person With	7		Sole Dispositive Power 0
Torson With	8		Shared Dispositive Power 33,574,222(1)
9	Aggregate Amount Beneficially Ow 33,574,222(1)	ned by Each Reporting	Person
10	Check if the Aggregate Amount in I	Row (9) Excludes Certa	in Shares o
11	Percent of Class Represented by An 7.7%(2)	nount in Row (9)	
12	Type of Reporting Person PN		

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

<sup>(2)</sup> Based on 433,617,302 common shares issued and outstanding as of November 1, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed by the Issuer with the SEC on November 5, 2018.

1	Name of Reporting Person Warburg Pincus LLC		
2	Check the Appropriate Box if (a): (b):	a Member of a Group o x	
3	SEC Use Only		
4	Citizenship or Place of Organi New York	zation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 33,574,222(1)
Each Reporting Person With	7		Sole Dispositive Power 0
1 CISOII WILLI	8		Shared Dispositive Power 33,574,222(1)
9	Aggregate Amount Beneficial 33,574,222(1)	ly Owned by Each Reporting	g Person
10	Check if the Aggregate Amou	nt in Row (9) Excludes Cert	ain Shares o
11	Percent of Class Represented I 7.7%(2)	by Amount in Row (9)	
12	Type of Reporting Person OO		

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

<sup>(2)</sup> Used on 433,617,302 common shares issued and outstanding as of November 1, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed by the Issuer with the SEC on November 5, 2018.

1	Name of Reporting Person Charles R. Kaye		
2	Check the Appropriate Box if a (a): (b):	Member of a Group o x	
3	SEC Use Only		
4	Citizenship or Place of Organiza United States of America	ation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 33,574,222(1)
Each Reporting Person With	7		Sole Dispositive Power 0
Terson with	8		Shared Dispositive Power 33,574,222(1)
9	Aggregate Amount Beneficially 33,574,222(1)	Owned by Each Reporting	g Person
10	Check if the Aggregate Amount	in Row (9) Excludes Certa	ain Shares o
11	Percent of Class Represented by 7.7%(2)	Amount in Row (9)	
12	Type of Reporting Person IN		

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

<sup>(2)</sup> Based on 433,617,302 common shares issued and outstanding as of November 1, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed by the Issuer with the SEC on November 5, 2018.

1	Name of Reporting Person Joseph P. Landy		
2	Check the Appropriate Box if a (a): (b):	Member of a Group o x	
3	SEC Use Only		
4	Citizenship or Place of Organiza United States of America	ation	
	5		Sole Voting Power 0
Number of Shares Beneficially Owned by	6		Shared Voting Power 33,574,222(1)
Each Reporting Person With	7		Sole Dispositive Power 0
Person with	8		Shared Dispositive Power 33,574,222(1)
9	Aggregate Amount Beneficially 33,574,222(1)	Owned by Each Reporting	Person
10	Check if the Aggregate Amount	t in Row (9) Excludes Certa	ain Shares o
11	Percent of Class Represented by 7.7%(2)	Amount in Row (9)	
12	Type of Reporting Person IN		

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any common shares other than the common shares owned of record by such reporting person.

<sup>(2)</sup> Based on 433,617,302 common shares issued and outstanding as of November 1, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed by the Issuer with the SEC on November 5, 2018.

Item 1(a). Name of Issuer:

Kosmos Energy Ltd.

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

Clarendon House

2 Church Street

Hamilton HM 11, Bermuda

Item 2(a). Names of Persons Filing:

> This Schedule 13G/A is being filed by (i) Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership (WP VIII), (ii) Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands ( WP VIII Netherlands ), and an affiliated fund of WP VIII, (iii) WP-WP VIII Investors, L.P., a Delaware limited partnership ( WP VIII Investors and, together with WP VIII Netherlands and WP VIII, the WP VIII Funds ), an affiliated fund of WP VIII, (iv) Warburg Pincus International Partners, L.P., a Delaware limited partnership ( WPIP ), (v) Warburg Pincus Netherlands International Partners I C.V., a company formed under the laws of the Netherlands (WPIP Netherlands), an affiliated fund of WPIP, (vi) WP-WPIP Investors, L.P., a Delaware limited partnership ( WPIP Investors and, together with WPIP Netherlands and WPIP, the WPIP Funds; the WPIP Funds, together with the WP VIII Funds, the Warburg Pincus Investors), an affiliated fund of WPIP, (vii) WP-WPVII Investors GP L.P., a Delaware limited partnership ( WP VIII Investors GP ), the general partner of WP VIII Investors, (viii) WPP GP LLC, a Delaware limited liability company ( WPP GP ), the general partner of each of WP VIII Investors GP and WPIP Investors GP, (ix) Warburg Pincus Partners, L.P., a Delaware limited partnership (WP Partners LP), (A) the managing member of WPP GP and (B) the general partner of WP VIII, WP VIII Netherlands, WPIP and WPIP Netherlands,(x) Warburg Pincus Partners GP LLC, a Delaware limited liability company ( WP Partners GP ), the general partner of WP Partners LP; (xi) Warburg Pincus & Co., a New York general partnership (WP), the managing member of WP Partners GP; (xii) Warburg Pincus LLC, a New York limited liability company ( WP LLC ), the manager of the WP VIII Funds and WPIP Funds; (xiii) Messrs. Charles R. Kaye and Joseph P. Landy, each a United States citizen and a Managing General Partner of WP and a Co-Chief Executive Officers and Managing Member of WP LLC. Each of the WP VIII Funds, the WPIP Funds, WP VIII Investors GP, WPP GP, WP Partners LP, WP Partners GP, WP, WP LLC, Mr. Kaye and Mr. Landy are sometimes collectively referred to herein as the Warburg Pincus Reporting Persons.

Address or Principal Business Office or, if none, Residence:

The principal business address of each of the Warburg Pincus Reporting Persons is 450 Lexington

company under section 3(c)(14) of the Investment Company Act of

Avenue, New York, New York 10017.

Citizenship: Item 2(c).

Item 2(b)

Item 2(e).

See Item 2(a) above.

Title of Class of Securities: Item 2(d).

Common shares, par value \$0.01 (Common Shares).

**CUSIP Number:** G5315B 107

Item 3.	If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:		
	(a)	0	Broker or dealer registered under section 15 of the Act.
	(b)	0	Bank as defined in section 3(a)(6) of the Act.
	(c)	0	Insurance company as defined in section 3(a)(19) of the Act.
	(d)	0	Investment company registered under section 8 of the Investment
			Company Act of 1940.
	(e)	0	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
	(f)	0	An employee benefit plan or endowment fund in accordance with
			§240.13d-1(b)(1)(ii)(F).
	(g)	0	A parent holding company or control person in accordance with
			§240.13d-1(b)(ii)(G).
	(h)	0	A savings association as defined in Section 3(b) of the Federal
			Deposit Insurance Act.
	(i)	0	A church plan that is excluded from the definition of an investment

1940.

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#### Item 4. Ownership:

The information required by Item 4 is set forth in Rows 5 11 of the cover page hereto for each Warburg Pincus Reporting Person and is incorporated herein by reference for each such Warburg Pincus Reporting Person.

Due to their respective relationships with the Warburg Pincus Investors, and each other, each of WP-WP VIII Investors GP L.P., WP-WPIP Investors GP L.P., WPP GP LLC, WP Partners LP, WP Partners GP, WP, WP LLC, and Messrs. Kaye and Landy may be deemed to beneficially own the Common Shares of the Issuer held of record by the Warburg Pincus Investors. Each of WP-WP VIII Investors GP L.P., WP-WPIP Investors GP L.P., WPP GP LLC, WP Partners LP, WP Partners GP, WP, WP LLC and Messrs. Kaye and Landy disclaims beneficial ownership (within the meaning of Rule 13d-3 of the Exchange Act) of all Common Shares in which such Warburg Pincus Reporting Persons does not have a pecuniary interest.

The percentages used herein are calculated based upon the 433,617,302 Common Shares of the Issuer issued and outstanding as of November 1, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed by the Issuer with the SEC on November 5, 2018.

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

Not applicable.

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:

The Warburg Pincus Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)-3 of the Exchange Act. The Joint Filing Agreement among the Warburg Pincus Reporting Persons to file this Schedule 13G/A jointly in accordance with Rule 13d-1(K) of the Exchange Act is attached hereto as Exhibit 99.1.

Item 9. Notice of Dissolution of Group:

Not applicable.

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Item 10. Certifications:

Not applicable.

#### **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete and correct.

Dated: February 8, 2019

#### WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg Pincus Partners, L.P., its General Partner
By: Warburg Pincus Partners GP LLC, its General

Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss Name: Robert B. Knauss

Title: Partner

### WARBURG PINCUS INTERNATIONAL PARTNERS, L.P.

By: Warburg Pincus Partners, L.P., its General Partner
By: Warburg Pincus Partners GP LLC, its General

Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss

Title: Partner

#### WP-WP VIII INVESTORS GP L.P.

By: WPP GP LLC, its General Partner

By: Warburg Pincus Partners, L.P., its Managing

Member

By: Warburg Pincus Partners GP LLC, its General

Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss Name: Robert B. Knauss

Title: Partner

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#### WP-WPIP INVESTORS GP L.P.

By: WPP GP LLC, its General Partner

By: Warburg Pincus Partners, L.P., its Managing

Member

By: Warburg Pincus Partners GP LLC, its General

Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss Name: Robert B. Knauss

Title: Partner

#### WPP GP LLC

By: Warburg Pincus Partners, L.P., its Managing

Member

By: Warburg Pincus Partners GP LLC, its General

Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss

Title: Partner

#### WARBURG PINCUS PARTNERS, L.P.

By: Warburg Pincus Partners GP LLC, its General

Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss
Name: Robert B. Knauss

Title: Partner

#### WARBURG PINCUS PARTNERS GP LLC

By: Warburg Pincus & Co., its Managing Member

By: /s/ Robert B. Knauss Name: Robert B. Knauss

Title: Partner

#### WARBURG PINCUS & CO.

By: /s/ Robert B. Knauss
Name: Robert B. Knauss

Title: Partner

#### WARBURG PINCUS LLC

By: /s/ Robert B. Knauss
Name: Robert B. Knauss
Title: Managing Director

#### MR. CHARLES R. KAYE

By: /s/ Robert B. Knauss

Name: Robert B. Knauss, Attorney-in-Fact\*

for Charles R. Kaye

#### MR. JOSEPH P. LANDY

By: /s/ Robert B. Knauss

Name: Robert B. Knauss, Attorney-in-Fact\*

for Joseph P. Landy

<sup>\*</sup> The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities and Exchange Commission on July 12, 2016 as an exhibit to a beneficial ownership report on Schedule 13D filed by Warburg Pincus LLC. with respect to WEX, Inc. and is hereby incorporated by reference.