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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 21, 2018

Cobalt International Energy, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-34579
(Commission
File Number)

27-0821169
(IRS Employer
Identification No.)

Cobalt Center
920 Memorial City Way, Suite 100
Houston, Texas
(Address of Principal Executive Offices)

77024
(Zip Code)

Registrant's telephone number, including area code: (713) 579-9100

N/A
(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

As previously disclosed, Cobalt International Energy Angola Ltd., a wholly-owned subsidiary of Cobalt International Energy, Inc. (the “*Company*”), and certain other subsidiaries of the Company named therein, executed a settlement agreement, dated December 19, 2017 (the “*Agreement*”), with the Angolan National Concessionaire Sociedade Nacional de Combustiveis de Angola — Empresa Pública and Sonangol Pesquisa e Produção, S.A. (collectively, “*Sonangol*”) to resolve all disputes and transition the Company’s interests in Blocks 20 and 21 offshore Angola (the “*Angola Assets*”) to Sonangol for \$500 million. Pursuant to the Agreement, Sonangol was required to pay an initial non-refundable payment of \$150 million on or before February 23, 2018 (the “*Initial Payment*”) and is required to pay the final payment of \$350 million on or before July 1, 2018 (the “*Final Payment*”).

On February 21, 2018, the Company received the Initial Payment from Sonangol. As required under the Agreement, within 48 hours of receipt of the Initial Payment, the Company will (i) notify the relevant International Chamber of Commerce (“*ICC*”) arbitral tribunal of the agreement between the Company and Sonangol to terminate the proceedings related to the joint interest receivable owed to the Company for operations on Block 21 offshore Angola (ICC Case No. 22782/TO) (the “*JOA Arbitration*”) and (ii) notify the relevant ICC arbitral tribunal of the agreement between the Company and Sonangol to extend the procedural timetable by an additional four months for the proceedings related to the purchase and sale agreement for the sale by the Company to Sonangol of the Angola Assets (ICC Case No. 22781/TO) (the “*PSA Arbitration*”).

In accordance with the Agreement, the Company and Sonangol are finalizing definitive documentation to implement the Company’s exit from Angola and to extinguish all debts and obligations of the Company and Sonangol to each other that have not already been extinguished pursuant to the Agreement. The Company’s claims in the PSA Arbitration will be extinguished upon the Company’s receipt of the Final Payment, which is due by July 1, 2018.

The information contained in this Item 7.01 is being furnished, not filed, pursuant to Item 7.01. Accordingly, this information will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Forward-Looking Statements

Statements in this Current Report on Form 8-K that relate to future results and events are not facts and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on the Company’s current expectations, estimates and assumptions and, as such, involve certain risks and uncertainties. The ability of the Company to predict results or the actual effects of its plans and strategies is subject to inherent uncertainty. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. All statements other than statements of historical fact, including statements containing the words “intends,” “believes,” “expects,” “will,” and similar expressions, are statements that could be deemed to be forward-looking statements. In addition, the forward-looking statements represent the Company’s views as of the date as of which they were made. The Company anticipates that subsequent events and developments may cause its views to change. However, although the Company may elect to update these forward-looking statements at some point in the future, it specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date hereof. Additional factors that may cause results to differ materially from those described in the forward-looking statements are set forth in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016, which was filed with the Securities and Exchange Commission on March 14, 2017, under the headings “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements,” as well as subsequent reports on Form 10-Q. Additional risks include, but are not limited to, those associated with the Company’s filing for relief under chapter 11 of the United States Bankruptcy Code.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 22, 2018

Cobalt International Energy, Inc.

By: /s/ Jeffrey A. Starzec

Name: Jeffrey A. Starzec

Title: Executive Vice President and General Counsel