



DIVISION OF  
CORPORATION FINANCE

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

December 30, 2016

Timothy J. Cutt  
Chief Executive Officer  
Cobalt International Energy, Inc.  
Cobalt Center  
920 Memorial City Way, Suite 100  
Houston, Texas 77024

**Re: Cobalt International Energy, Inc.  
Registration Statement on Form S-3  
Filed December 22, 2016  
File No. 333-215280**

Dear Mr. Cutt:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Anuja A. Majmudar, Attorney-Advisor, at (202) 551-3844 with any questions.

Sincerely,

/s/ Kevin M. Dougherty *for*

H. Roger Schwall  
Assistant Director  
Office of Natural Resources