Diamondback Energy, Inc. Form SC 13D/A March 04, 2014

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

### SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 4)\* Diamondback Energy, Inc. (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

25278X109 (CUSIP Number)

Arthur H. Amron, Esq. Wexford Capital LP 411 West Putnam Avenue Greenwich, CT 06830 (203) 862-7012

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 24, 2014 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or other subject to the liabilities of that section of Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	Names of Person.	f Reporting	DB Energy Holdings LLC
2	Check the	Appropriate Box if	a Member of a Group  (a) p  (b) o
3	SEC Use (	Only	
4	Source of Instruction	Funds (See as)	00
5	Legal Pro	Disclosure of occeedings is Pursuant to or 2(e)	0
6	Citizenshi Organizati	p or Place of	Delaware
Sha	ber of7	Sole Voting Power	
Own	ficially8 ed by c h	Shared Voting Pobelow)	ower (see Item 59,847,175
Repo	orting9 s o n	Sole Dispositive P	ower 0
With	10	Shared Dispositive 5 below)	e Power (see Item 9,847,175
11		e Amount Benefic orting Person	cially Owned by 9,847,175
12	Check if t Certain Sh		ount in Row (11) Excludes
13	Percent o Amount in	f Class Represente Row (11)	o ed by 19.5%
14	Type of Person	Reporting	НС

1	Names of Person.	f Reporting	Wexford Spectrum F	und, L.P.
2				oup (a) p (b) o
3	SEC Use C	Only		(6) 0
4	Source of Instruction	Funds (See s)		00
5	Legal Pro	Disclosure of occeedings is Pursuant to or 2(e)		0
6		p or Place of	I	Delaware
Organization  Number of7 Sole Voting Power  S h a r e s  Beneficially8 Shared Voting Power (see Item 5 117,48			0 117,481	
	ed by	below)	,	
Repo	orting9	Sole Dispositi	ve Power	0
With		Shared Dispos 5 below)	sitive Power (see Item	117,481
11	Aggregate Reporting		icially Owned by Each	117,481
12	Check if t Certain Sh		Amount in Row (11) I	
13	Percent o Amount in	f Class Repres	sented by	0.2%
14	Type of Person	Reporting		PN

1	Names of Person.	Reporting Wexfo	ord Catalyst Fund, L.P.	
2	Check the	Check the Appropriate Box if a Member of a Group  (a) p  (b) o		
3	SEC Use C	Only	(5) 0	
4	Source of Instruction	Funds (See s)	00	
5	Legal Pro	Disclosure of accedings is Pursuant to or 2(e)	0	
6	Citizenshi Organizati	p or Place of	Delaware	
	ber of7 are s	Sole Voting Power	0	
Benet Own	ficially8 ed by c h	Shared Voting Power below)	(see Item 5 18,564	
Repo	orting9 s o n	Sole Dispositive Power	0	
With	10	Shared Dispositive Pov 5 below)	wer (see Item 18,564	
11	Aggregate Reporting	Amount Beneficially Ov Person	vned by Each 18,564	
12	Check if the Certain Sh	ne Aggregate Amount i ares		
13	Percent of Amount in	f Class Represented b Row (11)	y 0.0%	
14	Type of Person	Reporting	PN	

1	Names of Person.	f Reporting	Spectrum Intermedia	ate Fund Limited
2	Check the	Appropriate Box	if a Member of a Grou	(a) p (b) o
3	SEC Use C	Only		
4	Source of Instruction	Funds (See s)		00
5	Legal Pro	Disclosure of occeedings is Pursuant to or 2(e)		0
6	Citizenshi Organizati	p or Place of	Cayma	n Island
	ber of7 are s	Sole Voting Pov	ver	0
Own	ficially8 ed by c h	Shared Voting below)	Power (see Item 5	395,924
Repo	orting9	Sole Dispositive	Power	0
With	10	Shared Disposit 5 below)	ive Power (see Item	395,924
11	Aggregate Reporting		ally Owned by Each	395,924
12	Check if t		mount in Row (11) E	xcludes
13	Percent o Amount in	f Class Represe Row (11)	nted by	0.8%
14	Type of Person	Reporting		00

1	Names of Person.	f Reporting	Catalyst	Intermedia	ate Fund Limited
2	Check the	Appropriate Box i	f a Memb	er of a Gro	(a) p (b) o
3	SEC Use C	Only			(-) -
4	Source of Instruction	Funds (See s)			00
5	Legal Pro	Disclosure of occeedings is Pursuant to or 2(e)			o
6	Citizenshi Organizati	p or Place of		Cayma	n Island
	ber of7	Sole Voting Pow	er		0
Bene	ares ficially8 edby ch	Shared Voting below)	Power (se	ee Item 5	78,084
Repo	orting9	Sole Dispositive	Power		0
With	s o n 10	Shared Dispositi 5 below)	ve Power	(see Item	78,084
11	Aggregate Reporting	Amount Beneficia Person	ally Owne	d by Each	78,084
12	Check if to Certain Sh	he Aggregate Am ares	ount in R	Row (11) E	xcludes
13	Percent o	f Class Represer Row (11)	ited by		0.2%
14	Type of Person	Reporting			00

1	Names of Person.	f Reporting	Wexford Capital LP
2	Check the (See Instru	Appropriate Box if a Mem	(a) p
3	SEC Use (	Only	(b) o
4	Source of	Funds	00
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		o
6		p or Place of	Delaware
Organization Number of 7 Sole Voting Power S h a r e s		0	
Own	ficially8 ed by c h	Shared Voting Power (s below)	ee item 510,465,894
Repo	orting9	Sole Dispositive Power	0
With		Shared Dispositive Power 5 below)	(see Item 10,463,894
11	Aggregate Amount Beneficially Owned by 10,463,894 Each Reporting Person		
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13		f Class Represented by Row (11)	20.7%
14	Type of Person	Reporting	PN

1	Names of Person.	f Reporting	Wexford GP LLC
2	Check the	Appropriate Box if a Membe	er of a Group (a) p
3	SEC Use (	Only	(b) o
4	Source of Instruction	Funds (See	OO
5	Legal Pro	Disclosure of occeedings is Pursuant to or 2(e)	o
6	Citizenshi Organizati	p or Place of	Delaware
Num	ber of7	Sole Voting Power	0
S h a r e s Beneficially8 Shared Voting Power (see Item 510,463, owned by below) E a c h		e Item 510,463,894	
Repo	orting9	Sole Dispositive Power	0
Per With	s o n 10	Shared Dispositive Power (s 5 below)	see Item 10,463,894
11		e Amount Beneficially Ow orting Person	vned by 10,463,894
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent of Amount in	f Class Represented by Row (11)	20.7%
14	Type of Person	Reporting	OO

CUSI 1	P No. 2527 Names of Person.	8X109 Reporting	Charles E. Davidson
2		Appropriate Box if a Mem	ber of a Group
3	SEC Use (		(a) p (b) o
4	Source of 1	•	00
5	Legal Pro	Disclosure of occeedings is Pursuant to or 2(e)	o
6	Citizenshi Organizati	p or Place of	United States
	ber of7	Sole Voting Power	0
	res	Chanad Vatina Dawan (a	as Itam 510 462 904
Own	icially8 ed by c h	Shared Voting Power (s below)	ee 11em 5 10,405,894
-	orting9	Sole Dispositive Power	0
P e r With	s o n 10	Shared Dispositive Power 5 below)	(see Item 10,463,894
11		e Amount Beneficially Corting Person	Owned by 10,463,894
12	Check if t	he Aggregate Amount in ares	Row (11) Excludes
13	Percent of Amount in	f Class Represented by Row (11)	20.7%
14	Type of Person	Reporting	IN

1	Names of Person.	f Reporting	Joseph M. Jacobs
2	Check the (See Instru	Appropriate Box if a Membe actions)	(a) p
3	SEC Use (	Only	(b) o
4	Source of	Funds	OO
5	Legal Pro	Disclosure of occeedings is Pursuant to or 2(e)	o
6	Citizenshi Organizati	p or Place of	United States
Num	ber of7	Sole Voting Power	0
Benef Own	res ficially8 edby ch	Shared Voting Power (see below)	Item 510,463,894
Repo	orting9	Sole Dispositive Power	0
With	s o n 10	Shared Dispositive Power (s 5 below)	see Item 10,463,894
11		e Amount Beneficially Ow orting Person	rned by 10,463,894
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent o Amount in	f Class Represented by Row (11)	o 20.7%
14	Type of Person	Reporting	IN

#### SCHEDULE 13D A/4

This Amendment No. 4 to Schedule 13D (the "Amendment No. 4") modifies and supplements the Schedule 13D initially filed on October 22, 2012, as amended by Amendment No. 1 filed on December 11, 2012, Amendment No. 2 filed on July 2, 2013 and Amendment No. 3 filed on November 18, 2013 (the "Statement"), with respect to the common stock, \$0.01 par value per share (the "Common Stock"), of Diamondback Energy, Inc. (the "Issuer"). Except to the extent supplemented or amended by the information contained in this Amendment No. 4, the Statement remains in full force and effect. Capitalized terms used herein without definition have the respective meanings ascribed to them in the Statement.

Item 4. Purpose of the Transaction

Item 4 is hereby amended to add the following:

The Funds filed a Form 144 on February 24, 2014 with the Commission indicating their respective intention to sell up to an aggregate of 1,000,000 shares of Common Stock. Since the last 13D Amendment filed on November 18, 2013 and as of the close of business on March 3, 2014, the Reporting Person sold 274,308 shares of Common Stock of which 97,600 were sold pursuant to Form 144's previously filed by the Reporting Persons.

The Funds may from time to time decide to sell more shares of Common Stock depending on prevailing market conditions.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety with the following:

(a)-(b) The aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Persons (on the basis of a total of 50,556,216 shares of Common Stock outstanding as reported by the Issuer in the Prospectus filed by the Issuer pursuant to Rule 424b5 with the Commission on February 21, 2014) are as follows:

### DB Energy Holdings LLC

03	2	
a)	Amount beneficially	Percentage: 19.5%
	owned: 9,847,175	
b)	Number of shares to which	
	the Reporting Person has:	
i.	Sole power to vote or to	0
	direct the vote:	
ii.	Shared power to vote or to	9,847,175
	direct the vote:	
iii.	Sole power to dispose or to	0
	direct the disposition of:	
iv.	Shared power to dispose or	9,847,175
	to direct the disposition of:	

Percentage: 0.2%

a)	Amount beneficiany	Percentage: 0.2%
	owned: 117,481	
b)	Number of shares to which	
	the Reporting Person has:	
	Sole power to vote or to	0
i.	direct the vote:	
	Shared power to vote or to	117,481
ii.	direct the vote:	117,101
11.	Sole power to dispose or to	0
iii.	direct the disposition of:	·
111.	Shared power to dispose or	117,481
iv.		117,401
IV.	to direct the disposition of:	
Wexford Cata	lyst Fund, L.P.	
a)	Amount beneficially	Percentage: 0.0%
	owned: 18,564	
b)	Number of shares to which	
- /	the Reporting Person has:	
i.	Sole power to vote or to	0
1.	direct the vote:	·
ii.	Shared power to vote or to	18,564
11.	direct the vote:	10,504
:::		0
iii.	Sole power to dispose or to	0
•	direct the disposition of:	10.564
iv.	Shared power to dispose or	18,564
	to direct the disposition of:	
Spectrum Inte	rmediate Fund Limited	
a)	Amount beneficially	Percentage: 0.8%
u)	owned: 395,924	refeemage. 0.070
b)	Number of shares to which	
0)		
	the Reporting Person has:	0
i.	Sole power to vote or to	0
	direct the vote:	205.024
ii.	Shared power to vote or to	395,924
	direct the vote:	_
iii.	Sole power to dispose or to	0
	direct the disposition of:	
iv.	Shared power to dispose or	395,924
	to direct the disposition of:	
Catalyst Inter	mediate Fund Limited	
•		Percentage: 0.2%
a)	Amount beneficially owned: 78,084	i ciccinage. 0.2%
<b>L</b> )		
b)	Number of shares to which	
	the Reporting Person has:	0
i.	Sole power to vote or to	0
••	direct the vote:	70.004
ii.		78,084

Wexford Spectrum Fund, L.P.

a)

Amount beneficially

direct the vote: Sole power to dispose or to 0 iii. direct the disposition of: Shared power to dispose or 78,084 iv. to direct the disposition of: Wexford Capital LP Amount beneficially Percentage: 20.7% a) owned: 10,463,894 b) Number of shares to which the Reporting Person has: Sole power to vote or to 0 i. direct the vote: Shared power to vote or to 10,463,894 ii. direct the vote: Sole power to dispose or to 0 iii. direct the disposition of: Shared power to dispose or iv. 10,463,894 to direct the disposition of: Wexford GP LLC a) Amount beneficially Percentage: 20.7% owned: 10,463,894 b) Number of shares to which the Reporting Person has: Sole power to vote or to 0 i. direct the vote: ii. Shared power to vote or to 10,463,894 direct the vote: iii. Sole power to dispose or to 0 direct the disposition of: Shared power to dispose or 10,463,894 iv. to direct the disposition of: Charles E. Davidson Amount beneficially Percentage: 20.7% a) owned: 10,463,894 b) Number of shares to which the Reporting Person has: i. Sole power to vote or to 0 direct the vote: Shared power to vote or to 10,463,894 ii. direct the vote: iii. Sole power to dispose or to 0 direct the disposition of: Shared power to dispose or 10,463,894 iv. to direct the disposition of: Joseph M. Jacobs Percentage: 20.7% a)

Shared power to vote or to

Amount beneficially owned: 10,463,894

b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to 0

direct the vote:

ii. Shared power to vote or to 10,463,894

direct the vote:

iii. Sole power to dispose or to 0 direct the disposition of:

iv. Shared power to dispose or 10,463,894

to direct the disposition of:

The total shares of Common Stock reported as beneficially owned by each of Wexford Capital, Wexford GP, Mr. Davidson and Mr. Jacobs include the shares of Common Stock reported as beneficially owned by the Funds. Wexford Capital may, by reason of its status as manager or investment manager of the Funds, be deemed to own beneficially the securities of which the Funds possess beneficial ownership. Wexford GP may, as the General Partner of Wexford Capital, be deemed to own beneficially the securities of which the Funds possess beneficial ownership. Each of Davidson and Jacobs may, by reason of his status as a controlling person of Wexford GP, be deemed to own beneficially the securities of which the Funds possess beneficial ownership. Each of Wexford Capital, Wexford GP, Davidson and Jacobs shares the power to vote and to dispose of the securities beneficially owned by the Funds. Each of Wexford Capital, Wexford GP, Davidson and Jacobs disclaims beneficial ownership of the securities owned by the Funds and this report shall not be deemed as an admission that they are the beneficial owners of such securities except, in the case of Davidson and Jacobs, to the extent of their respective interests in the Funds.

- (c) Except as set forth in Item 4 above, none of the Reporting Persons has effected any transactions in Common Stock during the 60 days preceding the date of this Amendment No. 4.
- (d) Not applicable.
- (e) Not applicable.

### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 3, 2014 Company Name

DB ENERGY HOLDINGS LLC

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

WEXFORD SPECTRUM

FUND, L.P.

By: Wexford Spectrum

Advisors, L.P.

By: Wexford Spectrum

Advisors GP LLC

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

WEXFORD CATALYST

FUND, L.P.

By: Wexford Catalyst

Advisors, L.P.

By: Wexford Catalyst

Advisors GP LLC

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

SPECTRUM INTERMEDIATE FUND LIMITED

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and

**Assistant Secretary** 

CATALYST INTERMEDIATE FUND LIMITED

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

### WEXFORD CAPITAL LP

By: Wexford GP LLC, its General Partner

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

### WEXFORD GP LLC

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

/s/ Joseph M. Jacobs JOSEPH M. JACOBS

/s/ Charles E. Davidson CHARLES E. DAVIDSON