

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.

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).

CUSIP No. 25278X109

1	Names of Reporting Person.	DB Energy Holdings LLC	
2	Check the Appropriate Box if a Member of a Group		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only		
4	Source of Funds (See Instructions)		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		<input type="checkbox"/>
6	Citizenship or Place of Organization	Delaware	
Number of7	Sole Voting Power		0
S h a r e s			
Beneficially8	Shared Voting Power (see Item 59,847,175 Owned by	below)	
E a c h			
Reporting9	Sole Dispositive Power		0
P e r s o n			
With 10	Shared Dispositive Power (see Item9,847,175	5 below)	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	9,847,175	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11)	19.5%	
14	Type of Reporting Person	HC	

CUSIP No. 25278X109

1	Names of Reporting Person.	Wexford Spectrum Fund, L.P.	
2	Check the Appropriate Box if a Member of a Group		(a) p (b) o
3	SEC Use Only		
4	Source of Funds (See Instructions)		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		o
6	Citizenship or Place of Organization	Delaware	
Number of7	Sole Voting Power		0
S h a r e s			
Beneficially8	Shared Voting Power (see Item 5 below)	117,481	
Owned by			
E a c h			
Reporting9	Sole Dispositive Power		0
P e r s o n			
With 10	Shared Dispositive Power (see Item 5 below)	117,481	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	117,481	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		0.2%
14	Type of Reporting Person	PN	

CUSIP No. 25278X109

1	Names of Reporting Person.	Wexford Catalyst Fund, L.P.	
2	Check the Appropriate Box if a Member of a Group		(a) p (b) o
3	SEC Use Only		
4	Source of Funds (See Instructions)		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		o
6	Citizenship or Place of Organization	Delaware	
Number of7	Sole Voting Power		0
S h a r e s			
Beneficially8	Shared Voting Power (see Item 5 below)	18,564	
Owned by			
E a c h			
Reporting9	Sole Dispositive Power		0
P e r s o n			
With 10	Shared Dispositive Power (see Item 5 below)	18,564	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	18,564	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		0.0%
14	Type of Reporting Person	PN	

CUSIP No. 25278X109

1	Names of Reporting Person.	Spectrum Intermediate Fund Limited	
2	Check the Appropriate Box if a Member of a Group		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only		
4	Source of Funds (See Instructions)		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		<input type="checkbox"/>
6	Citizenship or Place of Organization	Cayman Island	
Number of7	Sole Voting Power		0
S h a r e s			
Beneficially8	Shared Voting Power (see Item 5 below)	395,924	
Owned by			
E a c h			
Reporting9	Sole Dispositive Power		0
P e r s o n			
With 10	Shared Dispositive Power (see Item 5 below)	395,924	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	395,924	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11)	0.8%	
14	Type of Reporting Person		OO

CUSIP No. 25278X109

1	Names of Reporting Person.	Catalyst Intermediate Fund Limited	
2	Check the Appropriate Box if a Member of a Group		(a) p (b) o
3	SEC Use Only		
4	Source of Funds (See Instructions)		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		o
6	Citizenship or Place of Organization	Cayman Island	
Number of7	Sole Voting Power		0
S h a r e s			
Beneficially8	Shared Voting Power (see Item 5 below)	78,084	
Owned by			
E a c h			
Reporting9	Sole Dispositive Power		0
P e r s o n			
With 10	Shared Dispositive Power (see Item 5 below)	78,084	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	78,084	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		0.2%
14	Type of Reporting Person		OO

CUSIP No. 25278X109

1	Names of Reporting Person.	Wexford Capital LP	
2	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) <input type="checkbox"/> p (b) <input type="checkbox"/> o
3	SEC Use Only		
4	Source of Funds		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		<input type="checkbox"/> o
6	Citizenship or Place of Organization	Delaware	
Number of7	Sole Voting Power		0
S h a r e s			
Beneficially8	Shared Voting Power (see Item 5 10,463,894 Owned by below)		0
E a c h			
Reporting9	Sole Dispositive Power		0
P e r s o n			
With 10	Shared Dispositive Power (see Item 10,463,894 5 below)		0
11	Aggregate Amount Beneficially Owned by Each Reporting Person	10,463,894	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		<input type="checkbox"/> o
13	Percent of Class Represented by Amount in Row (11)	20.7%	
14	Type of Reporting Person	PN	

CUSIP No. 25278X109

1	Names of Reporting Person.	Wexford GP LLC	
2	Check the Appropriate Box if a Member of a Group		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only		
4	Source of Funds (See Instructions)		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		<input type="checkbox"/>
6	Citizenship or Place of Organization	Delaware	
7	Number of Shares Beneficially Owned by Each Reporting Person	Sole Voting Power	0
8	Beneficially Owned by Each Reporting Person	Shared Voting Power (see Item 5 below)	10,463,894
9	Reporting Person	Sole Dispositive Power	0
10	With	Shared Dispositive Power (see Item 5 below)	10,463,894
11	Aggregate Amount Beneficially Owned by Each Reporting Person		10,463,894
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11)		20.7%
14	Type of Reporting Person		OO

CUSIP No. 25278X109

- | | | | |
|--------------|---|---------------------|--|
| 1 | Names of Reporting Person. | Charles E. Davidson | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | | (a) <input type="checkbox"/>
(b) <input type="checkbox"/> |
| 3 | SEC Use Only | | |
| 4 | Source of Funds | | <input type="checkbox"/> <input type="checkbox"/> |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | <input type="checkbox"/> |
| 6 | Citizenship or Place of Organization | United States | |
| Number of | Sole Voting Power | | <input type="checkbox"/> |
| S h a r e s | | | |
| Beneficially | Shared Voting Power (see Item 5 below) | 10,463,894 | |
| Owned by | | | |
| E a c h | | | |
| Reporting | Sole Dispositive Power | | <input type="checkbox"/> |
| P e r s o n | | | |
| With | Shared Dispositive Power (see Item 5 below) | 10,463,894 | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 10,463,894 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | <input type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | 20.7% | |
| 14 | Type of Reporting Person | IN | |

CUSIP No. 25278X109

1	Names of Reporting Person.	Joseph M. Jacobs	
2	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only		
4	Source of Funds		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		<input type="checkbox"/>
6	Citizenship or Place of Organization	United States	
7	Number of Sole Voting Power Shares Beneficially Owned by Each Reporting Person	10	<input type="checkbox"/>
8	Shared Voting Power (see Item 5 below)	10,463,894	
9	Sole Dispositive Power	10	<input type="checkbox"/>
10	Shared Dispositive Power (see Item 5 below)	10,463,894	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	10,463,894	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11)	20.7%	
14	Type of Reporting Person	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

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

Wexford Spectrum Fund, L.P.

a)	Amount beneficially owned: 117,481	Percentage: 0.2%
b)	Number of shares to which the Reporting Person has:	
	Sole power to vote or to direct the vote:	0
i.	Shared power to vote or to direct the vote:	117,481
ii.	Sole power to dispose or to direct the disposition of:	0
iii.	Shared power to dispose or to direct the disposition of:	117,481
iv.		

Wexford Catalyst Fund, L.P.

a)	Amount beneficially owned: 18,564	Percentage: 0.0%
b)	Number of shares to which the Reporting Person has:	
	Sole power to vote or to direct the vote:	0
i.	Shared power to vote or to direct the vote:	18,564
ii.	Sole power to dispose or to direct the disposition of:	0
iii.	Shared power to dispose or to direct the disposition of:	18,564
iv.		

Spectrum Intermediate Fund Limited

a)	Amount beneficially owned: 395,924	Percentage: 0.8%
b)	Number of shares to which the Reporting Person has:	
	Sole power to vote or to direct the vote:	0
i.	Shared power to vote or to direct the vote:	395,924
ii.	Sole power to dispose or to direct the disposition of:	0
iii.	Shared power to dispose or to direct the disposition of:	395,924
iv.		

Catalyst Intermediate Fund Limited

a)	Amount beneficially owned: 78,084	Percentage: 0.2%
b)	Number of shares to which the Reporting Person has:	
	Sole power to vote or to direct the vote:	0
i.		
ii.		78,084

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Shared power to vote or to direct the vote:

- iii. Sole power to dispose or to direct the disposition of: 0
- iv. Shared power to dispose or to direct the disposition of: 78,084

Wexford Capital LP

- a) Amount beneficially owned: 10,463,894 Percentage: 20.7%
- b) Number of shares to which the Reporting Person has:
 - i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 10,463,894
 - iii. Sole power to dispose or to direct the disposition of: 0
 - iv. Shared power to dispose or to direct the disposition of: 10,463,894

Wexford GP LLC

- a) Amount beneficially owned: 10,463,894 Percentage: 20.7%
- b) Number of shares to which the Reporting Person has:
 - i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 10,463,894
 - iii. Sole power to dispose or to direct the disposition of: 0
 - iv. Shared power to dispose or to direct the disposition of: 10,463,894

Charles E. Davidson

- a) Amount beneficially owned: 10,463,894 Percentage: 20.7%
- b) Number of shares to which the Reporting Person has:
 - i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 10,463,894
 - iii. Sole power to dispose or to direct the disposition of: 0
 - iv. Shared power to dispose or to direct the disposition of: 10,463,894

Joseph M. Jacobs

- a) Percentage: 20.7%

	Amount beneficially owned: 10,463,894	
b)	Number of shares to which the Reporting Person has:	
i.	Sole power to vote or to direct the vote:	0
ii.	Shared power to vote or to direct the vote:	10,463,894
iii.	Sole power to dispose or to direct the disposition of:	0
iv.	Shared power to dispose or to direct the disposition of:	10,463,894

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

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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