Diamondback Energy, Inc. Form SC 13D/A March 05, 2015

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

#### SCHEDULE 13D A/11

Under the Securities Exchange Act of 1934 (Amendment No. 11)\* 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)

March 2, 2015 (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
3	SEC Use C	Only	(b) o
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	Delaware
Num	ber of7	Sole Voting Power	0
Benef Own	res ficially8 edby ch	Shared Voting Pow (see Item 5 below)	
Repo	orting9	Sole Dispositive Po	ower 0
Per With	s o n 10	Shared Dispositive (see Item 5 below)	Power 1,557,911
11		e Amount Benefic orting Person	ially Owned by 1,557,911
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent of Amount in	f Class Represente Row (11)	o 2.6%
14	Type of Person	Reporting	НС

1	Names of Person.	Reporting	Wexford Spectrum Fu	nd, L.P.
2				(a) p (b) o
3	SEC Use C	Only		(0) 0
4	Source of Instruction	Funds (See s)		00
5	Legal Pro	Disclosure of occedings is Pursuant to or 2(e)		o
6	Citizenshi Organizati	p or Place of	D	elaware
	ber of7 r e s	Sole Voting Po	ower	0
Benet Own	ficially8 ed by c h	Shared Votin below)	g Power (see Item 5	18,588
Repo	orting9 s o n	Sole Dispositiv	ve Power	0
With	10	Shared Dispos 5 below)	itive Power (see Item	18,588
11	Aggregate Reporting		cially Owned by Each	18,588
12	Check if the Certain Sh		Amount in Row (11) E	
13	Percent of Amount in	f Class Repres Row (11)	ented by	0.0%
14	Type of Person	Reporting		PN

1	Names of Person.	Reporting	Wexford Catalyst Fu	nd, L.P.
2	Check the	Appropriate Box	if a Member of a Grou	(a) p (b) o
3	SEC Use C	Only		(0) 0
4	Source of Instruction	Funds (See s)		00
5	Legal Pro	Disclosure of occedings is Pursuant to or 2(e)		o
6	Citizenshi Organizatio	p or Place of	D	elaware
	ber of7 r e s	Sole Voting Pov	ver	0
Benet Own	ficially8 ed by c h	Shared Voting below)	Power (see Item 5	2,936
Repo	orting9 s o n	Sole Dispositive	Power	0
With	10	Shared Disposit 5 below)	ive Power (see Item	2,936
11	Aggregate Reporting		ally Owned by Each	2,936
12	Check if the Certain Sha		mount in Row (11) E	
13	Percent of Amount in	f Class Represe Row (11)	nted by	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		(6) 0
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	Sole Voting Powe	er	0
Bene	ares ficially8 ed by ch	Shared Voting I below)	Power (see Item 5	61,488
Repo	orting9	Sole Dispositive l	Power	0
With		Shared Dispositiv 5 below)	ve Power (see Item	61,488
11	Aggregate Reporting		lly Owned by Each	61,488
12	Check if t Certain Sh		ount in Row (11) E	xcludes
13	Percent o Amount in	f Class Represen Row (11)	ted by	0.1%
14	Type of Person	Reporting		00

1	Names o Person.	f Reporting Catalyst	t Intermedia	te Fund Limited
2	Check the	Appropriate Box if a Memb	er of a Grou	(a) p (b) o
3	SEC Use (	Only		(0) 0
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 Power		0
Bene	ares ficially8 ed by ch	Shared Voting Power (so below)	ee Item 5	11,524
Repo	orting9	Sole Dispositive Power		0
With		Shared Dispositive Power 5 below)	(see Item	11,524
11	Aggregate Reporting	Amount Beneficially Owne Person	d by Each	11,524
12	Check if t Certain Sh	he Aggregate Amount in R ares	Row (11) E	xcludes
13	Percent o Amount in	f Class Represented by Row (11)		0.0%
14	Type of Person	Reporting		00

1	Names of Person.	f Reporting	Wexford Capital LP
2	Check the (See Instru	Appropriate Box if a Me actions)	mber of a Group
			(a) p (b) o
3	SEC Use C	Only	
4	Source of 3	Funds	00
5		Disclosure of	o
	•	oceedings is Pursuant to	
	Items 2(d)		
		(-)	
6	Citizenshi Organizati	p or Place of on	Delaware
Num	ber of7	Sole Voting Power	0
	res	Chanal Wating Danier	1 726 055
	ficially8 ed by	Shared Voting Power (see Item 5 below)	1,726,055
E a	•	(see item 5 below)	
•	orting9	Sole Dispositive Power	0
	s o n	01 1D: '.' D	1.706.055
With	10	Shared Dispositive Pow (see Item 5 below)	ver 1,726,055
11		e Amount Beneficially orting Person	Owned by 1,726,055
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent o Amount in	f Class Represented by Row (11)	2.9%
14	Type of Person	Reporting	PN

1	Names o Person.	f Reporting	Wexford GP LLC
2	Check the	Appropriate Box if a Member	-
			(a) p (b) o
3	SEC Use (	Only	(6) 0
4	Source of Instruction	f Funds (See as)	00
5	Check if I	Disclosure of	o
	_	oceedings is	
	Required Items 2(d)	Pursuant to	
	Tichis 2(d)	01 2(C)	
6	Citizenshi Organizati	p or Place of	Delaware
Num	ber of7	Sole Voting Power	0
	ares		1.506.055
	ficially8 led by	Shared Voting Power (see Item 5 below)	1,726,055
E a	•	(see item 5 below)	
	orting9	Sole Dispositive Power	0
	son	01 1D; '', D	1.706.055
With	10	Shared Dispositive Power (see Item 5 below)	1,726,055
11		e Amount Beneficially O orting Person	wned by 1,726,055
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13		f Class Represented by Row (11)	o 2.9%
14	Type of Person	Reporting	00

CUSI 1	P No. 25278 Names of Person.	8X109 Reporting	Charles E. Davidson
2	Check the . (See Instru	Appropriate Box if a Mem	aber of a Group
	(See Instru	Ctions)	(a) p
			(b) o
3	SEC Use C	Only	
4	Source of I	Funds	00
5		Disclosure of	o
	_	ceedings is	
	•	Pursuant to	
	Items 2(d)	or 2(e)	
6	Citizenshij Organizatio	p or Place of	United States
Numl	organization of the organization of the officers of the organization of the organizati	Sole Voting Power	0
	res	Sole voting rower	O .
	icially8	Shared Voting Power	1,726,055
	ed by	(see Item 5 below)	, ,
E a	c h		
•	rting9	Sole Dispositive Power	0
	s o n		
With	10	Shared Dispositive Powe (see Item 5 below)	r 1,726,055
11		e Amount Beneficially rting Person	Owned by 1,726,055
12	Check if the Certain Sha	he Aggregate Amount in ares	Row (11) Excludes
13	Percent of Amount in	f Class Represented by Row (11)	o 2.9%
14	Type of Person	Reporting	IN

1	Names of Person.	f Reporting	Joseph M. Jacobs
2	Check the (See Instru	Appropriate Box if a Member actions)	er of a Group (a) p
3	SEC Use C	Only	(a) p (b) o
4	Source of l	Funds	00
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		0
6	Citizenshi Organizati	p or Place of	United States
	ber of7	Sole Voting Power	0
Beneficially8 Shared Voting Power Owned by (see Item 5 below) E a c h		1,726,055	
Repo	orting9 s o n	Sole Dispositive Power	0
With	10	Shared Dispositive Power (see Item 5 below)	1,726,055
11	Aggregate Amount Beneficially Owned by 1,726,055 Each Reporting Person		
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent of Amount in	f Class Represented by Row (11)	2.9%
14	Type of Person	Reporting	IN

#### SCHEDULE 13D A/10

This Amendment No. 11 to Schedule 13D (this "Amendment No. 11") 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, Amendment No. 3 filed on November 18, 2013, Amendment No. 4 filed on March 4, 2014, Amendment No. 5 filed on March 26, 2014, Amendment No. 6 filed on July 3, 2014, Amendment No. 7 filed on September 25, 2014, Amendment No. 8 filed on November 20, 2014, Amendment No. 9 filed on December 17, 2014 and Amendment No. 10 filed on February 11, 2015 (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. 11, 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:

Since the date of the Amendment No.10 to the Statement an additional 1,262,865 shares of Common Stock were sold pursuant to the Forms 144's filed by the Funds on February 25, 2015 and March 4, 2015.

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 58,900,083 shares of Common Stock issued and outstanding as reported in the Issuer's Form 10-K as of February 18, 2015 filed with the Commission on February 20, 2015) are as follows:

#### DB Energy Holdings LLC

a)	Amount beneficially	Percentage: 2.6%
	owned: 1,557,911	
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	1,557,911
	direct the vote:	
iii.	Sole power to dispose or to	0
	direct the disposition of:	
iv.	Shared power to dispose or	1,557,911

to direct the disposition of:

Wexford Spectrum Fund, L.P.

a)	Amount beneficially	Percentage: 0.0%
1.	owned: 18,588	
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	18,588
ii.	direct the vote:	
	Sole power to dispose or to	0
iii.	direct the disposition of:	·
111.	•	10 500
	Shared power to dispose or	18,588
iv.	to direct the disposition of:	
Wexford Cata	lyst Fund, L.P.	
a)	Amount beneficially	Percentage: 0.0%
u)	owned: 2,936	refeelinge. 0.070
<b>b</b> )	Number of shares to which	
b)		
	the Reporting Person has:	_
i.	Sole power to vote or to	0
	direct the vote:	
ii.	Shared power to vote or to	2,936
	direct the vote:	
iii.	Sole power to dispose or to	0
	direct the disposition of:	-
iv.	Shared power to dispose or	2,936
IV.		2,930
	to direct the disposition of:	
Spectrum Inte	rmediate Fund Limited	
a)	Amount beneficially	Percentage: 0.1%
,	owned: 61,488	$\mathcal{E}$
b)	Number of shares to which	
0)	the Reporting Person has:	
•		0
i.	Sole power to vote or to	0
	direct the vote:	
ii.	Shared power to vote or to	61,488
	direct the vote:	
iii.	Sole power to dispose or to	0
	direct the disposition of:	
iv.	Shared power to dispose or	61,488
	to direct the disposition of:	,
	to direct the disposition of.	
Catalyst Intern	mediate Fund Limited	
a)	Amount beneficially	Percentage: 0.0%
	owned: 11,524	-
b)	Number of shares to which	
٠,	the Reporting Person has:	
i.	Sole power to vote or to	0
1.	direct the vote:	U
		11.504
ii.	Shared power to vote or to	11,524
	direct the vote:	
iii.		0

Sole power to dispose or to direct the disposition of: Shared power to dispose or 11,524 iv. to direct the disposition of: Wexford Capital LP Amount beneficially Percentage: 2.9% a) owned: 1,726,055 b) Number of shares to which the Reporting Person has: Sole power to vote or to i. 0 direct the vote: ii. Shared power to vote or to 1,726,055 direct the vote: Sole power to dispose or to 0 iii. direct the disposition of: Shared power to dispose or 1,726,055 iv. to direct the disposition of: Wexford GP LLC Amount beneficially Percentage: 2.9% a) owned: 1,726,055 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 1,726,055 direct the vote: iii. Sole power to dispose or to 0 direct the disposition of: iv. Shared power to dispose or 1,726,055 to direct the disposition of: Charles E. Davidson Amount beneficially Percentage: 2.9% a) owned: 1,726,055 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 1,726,055 direct the vote: Sole power to dispose or to 0 iii. direct the disposition of: Shared power to dispose or 1,726,055 iv. to direct the disposition of:

#### Joseph M. Jacobs

Amount beneficially Percentage: 2.9% a) owned: 1,726,055

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 1,726,055

direct the vote:

iii. Sole power to dispose or to 0

direct the disposition of:

iv. Shared power to dispose or 1,726,055

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 and Wexford Capital. 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 proceding the date of this Amendment No.11 and as previously reported in Amendment No. 10 to this Statement.
- (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 5, 2015 Company Name

DB ENERGY HOLDINGS LLC

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

# SPECTRUM INTERMEDIATE FUND LIMITED

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

# CATALYST INTERMEDIATE FUND LIMITED

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

**Assistant Secretary** 

#### WEXFORD CAPITAL LP

By: Wexford GP LLC, its General Partner

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

#### WEXFORD GP LLC

By: /s/ Arthur 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