Diamondback Energy, Inc. Form 4

November 19, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

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of

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Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

subject to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock, par

Common

Stock, par

11/17/2014

value \$0.01

value

\$0.01

(Print or Type Responses)

	Address of Reporting D CAPITAL LP	Symbol	ner Name and Ticker or Trading ondback Energy, Inc. [FANG]	5. Relationship of Reporting Person(s) to Issuer			
	(First) (PUTNAM SUITE 125	, , , , , , , , , , , , , , , , , , , ,	of Earliest Transaction /Day/Year) 2014	(Check all applicable) Director X 10% Owner Officer (give title below) Director Other (specify below)			
	(Street)		nendment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person			
GREENW	ICH, CT 06830			_X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pr	A) 5. Amount of 6. 7. Nature of Securities Ownership Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			

1,358,000

(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

5,832,447

11,690

D

Ι

See

(2)(3)

footnotes

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displays a currently valid OMB control

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

De	Fitle of rivative curity	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transaction	5. onNumber of	6. Date Exerc Expiration D (Month/Day/	ate	7. Tit	unt of	8. Price of Derivative Security	9. Nu Deriv Secu
	str. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D)			Underlying Securities (Instr. 3 and 4)	(Instr. 5)	Bene Owne Follo Repo Trans (Instr	
						(Instr. 3, 4, and 5)				Amount		
							Date Exercisable	Expiration Date	Title	or Number of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships				
coporting of the relation	Director	10% Owner	Officer	Other	
WEXFORD CAPITAL LP 411 WEST PUTNAM AVENUE SUITE 125 GREENWICH, CT 06830		X			
Wexford GP LLC C/O WEXFORD CAPITAL LP SUITE 125 GREENWICH, CT 06830		X			
JACOBS JOSEPH C/O WEXFORD CAPITAL LP 411 WEST PUTNAM AVENUE, SUITE 125 GREENWICH, CT 06830		X			
DAVIDSON CHARLES E C/O WEXFORD CAPITAL LP 411 WEST PUTNAM AVE. GREENWICH, CT 06830		X			
DB Energy Holdings LLC 411 WEST PUTNAM AVE SUITE 125 GREENWICH, CT 06830		X			

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Signatures

Wexford Capital LP, By: Wexford GP LLC, its general partner By: Arthur Amron, Vice President and Assistant Secretary					
**Signature of Reporting Person	Date				
Wexford GP LLC, By: Arthur Amron, Vice President and Assistant Secretary					
**Signature of Reporting Person	Date				
DB Energy Holdings LLC By: Arthur Amron, Vice President					
**Signature of Reporting Person	Date				
Charles E. Davidson	11/19/2014				
**Signature of Reporting Person	Date				
Joseph M. Jacobs	11/19/2014				
**Signature of Reporting Person	Date				

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The securities disposed of were held by DB Energy Holdings LLC ("DB Energy"), Wexford Catalyst Fund, L.P. ("WCF"), Wexford Spectrum Fund, L.P. ("WSF"), Spectrum Intermediate Fund Limited ("SIF") and Catalyst Intermediate Fund Limited ("CIF" and, together with DB Energy, WCF, WSF and SIF, the "Funds"). The Funds sold these shares in an underwritten public offering pursuant to effective registration statement on Form S-3ASR (File No. 333-192099), which became effective automatically upon filing with the Securities and

- Exchange Commission (the "SEC") November 5, 2013 and related base prospectus included therein, the preliminary prospectus supplement filed by the Issuer with the SEC on November 12, 2014 and the final prospectus supplement filed by the Issuer with the SEC on November 14, 2014 as filed with the SEC pursuant to Rule 424(b)(5). DB Energy sold 1,280,314 shares, WSF sold 15,274 shares, WCF sold 2,415 shares, SIF sold 50,527 and CIF sold 9,470 shares.
- This form is jointly filed by Wexford, Charles E. Davidson ("Davidson"), Joseph M. Jacobs ("Jacobs"), Wexford GP LLC ("Wexford GP") and DB Energy. The common stock shown as beneficially owned by Davidson, Jacobs, Wexford GP and Wexford reflect common stock owned of record by the Funds. Wexford serves as manager, investment advisor or sub advisor of each of the Funds, and as such may be deemed to share beneficial ownership of the securities beneficially owned by the Funds. Wexford GP, as the general partner of Wexford, may be deemed to share beneficial ownership of the securities beneficially owned by the Funds. (continued under Footnote (3) below)
- (continued from Footnote (2) above) Davidson and Jacobs, as the controlling persons of Wexford GP, may be deemed to share beneficial ownership of any securities beneficially owned by the Funds for which Wexford serves as manager, investment advisor or sub advisor. Each of the Reporting Persons and each of the Funds disclaims beneficial ownership of the securities reported herein, except to the extent of his or its actual pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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