Diamondback Energy, Inc. Form SC 13D/A March 26, 2014

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 5)* 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 21, 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	a Member of a Group (a) p
			(a) p (b) o
3	SEC Use (Only	
4	Source of Instruction	Funds (See s)	00
5		Disclosure of	0
	•	oceedings is	
	Items 2(d)	Pursuant to or 2(e)	
r			
6	Organizati	p or Place of on	Delaware
Num	ber of7	Sole Voting Power	0
	res		(I, 50.210.1 2 0
	ficially8 ed by	below)	ower (see Item 59,310,128
E a	•	,	
	orting9	Sole Dispositive Po	ower 0
P e r With	s o n 10	Shared Dispositive 5 below)	Power (see Item9,310,128
11		e Amount Benefic orting Person	ially Owned by9,310,128
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent o Amount in	f Class Represente Row (11)	o ed by 18.4%
14	Type of Person	Reporting	НС

1	Names of Reporting Person.	Wexford Spectrum Fund, L.P.
2	Check the Appropriate Box	a if a Member of a Group (a) p

- 3 SEC Use Only
 4 Source of Funds (See OO Instructions)
 5 Check if Disclosure of o
- Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

	ip or Place of	Delaware
Organizati	on	
Number of7	Sole Voting Power	0
Shares		
Beneficially8	Shared Voting Power (see Item	5 111,074
Owned by	below)	
Each		
Reporting9	Sole Dispositive Power	0
Person		
With 10	Shared Dispositive Power (see Ite 5 below)	m 111,074
11 Aggregate Reporting	Amount Beneficially Owned by Eac Person	ch 111,074
12 Check if t Certain Sh	the Aggregate Amount in Row (11 nares) Excludes
		0
	f Class Represented by n Row (11)	0.1%

14 Type of Reporting PN Person PN

1	Names of Person.	f Reporting	Wexford Catalyst I	Fund, L.P.
2	Check the	Appropriate Box	if a Member of a Gr	oup
				(a) p
_				(b) o
3	SEC Use C	Only		
4	Source of Instruction	Funds (See s)		00
5	Check if I	Disclosure of		0
	Legal Pro	oceedings is		
	-	Pursuant to		
	Items 2(d)	or 2(e)		
6	Citizenshi	p or Place of		Delaware
	Organizati			
	ber of7	Sole Voting Po	wer	0
	ares	~	_ , _ ,	
	ficially8		g Power (see Item 3	517,553%
Own E a	ed by ch	below)		
	orting9	Sole Dispositiv	e Power	0
	son	I		-
With	10	Shared Disposit 5 below)	tive Power (see Iten	n 17,553%
11	Aggregate Reporting		cially Owned by Eacl	n 17,553%
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares			
13	Percent of Amount in	f Class Repres Row (11)	ented by	0 0.0%
14	Type of Person	Reporting		PN

1	Names of Person.	f Reporting	Spectrum Inte	rmediate Fund Limited
2	Check the	Appropriate Box	if a Member of	a Group (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	(Cayman Island
	ber of7	Sole Voting Po	wer	0
S h a r e sBeneficially8Shared Voting Power (see Item 5 374,331Owned bybelow)E a c h			em 5 374,331	
Repo	orting9	Sole Dispositiv	e Power	0
P e r With	son 10	Shared Disposi 5 below)	tive Power (see	Item 374,331
11	Aggregate Reporting	Amount Benefic Person	ially Owned by	Each 374,331
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares			
13	Percent of Amount in	f Class Represe Row (11)	ented by	o 0.7%
14	Type of Person	Reporting		00

1	Names of Person.	f Reporting	Catalyst Interme	diate Fund Limited
2	Check the	Appropriate Box i	if a Member of a G	roup (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	Cay	man Island
	ber of7	Sole Voting Pow	ver	0
Bener Own	ares ficially8 edby ch	Shared Voting below)	Power (see Item	5 73,824
Repo	orting9	Sole Dispositive	Power	0
P e r With	son 10	Shared Dispositi 5 below)	ive Power (see Iter	m 73,824
11	Aggregate Reporting		ally Owned by Eac	h 73,824
12	Check if the Certain Sha		nount in Row (11)	
13	Percent of Amount in	f Class Represer Row (11)	nted by	0 0.1%
14	Type of Person	Reporting		00

1	Names o Person.	f Reporting	Wexford Capital LP
2	Check the (See Instru	** *	a Member of a Group
2	SEC Line (Dealers	(a) p (b) o
3	SEC Use (Jilly	
4	Source of	Funds	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 Powe	r 0
	ares		
	ficially8 ed by c h	Shared Voting P below)	ower (see Item 59,893,576
Repo	orting9	Sole Dispositive P	ower 0
With		Shared Dispositiv 5 below)	e Power (see Item9,893,576
11		e Amount Benefic orting Person	cially Owned by9,893,576
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13		f Class Represent Row (11)	o ed by 19.6%
14	Type of Person	Reporting	PN

1	Names of Person.	f Reporting	Wexford GP LLC
2	Check the	Appropriate Box if a Meml	ber of a Group
			(a) p
3	SEC Use (Dnly	(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
	ares	8	
	ficially8 ed by c h	Shared Voting Power (s below)	see Item 59,893,576
Repo	orting9	Sole Dispositive Power	0
With		Shared Dispositive Power 5 below)	r (see Item9,893,576
11		e Amount Beneficially C orting Person	Owned by9,893,576
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent o Amount in	f Class Represented by Row (11)	o 19.6%
14	Type of Reporting OO Person		

1	Names o Person.	f Reporting	Charles E. Davidson
2	Check the (See Instru		a Member of a Group
2			(a) p (b) o
3	SEC Use (Unly	
4	Source of	Funds	00
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		0
6	Citizenshi Organizati	ip or Place of	United States
Num	ber of7	Sole Voting Power	0
	ares		
Beneficially8Shared Voting Power (see Item 59,893Owned bybelow)E a c h		wer (see Item 59,893,576	
Rep	orting9	Sole Dispositive Po	ower 0
With		Shared Dispositive 5 below)	Power (see Item9,893,576
11		e Amount Benefic orting Person	ially Owned by9,893,576
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13		f Class Represente 1 Row (11)	o ed by 19.6%
14	Type of Reporting IN Person		

1	Names o Person.	f Reporting	Joseph M. Jacobs
2	Check the (See Instru	Appropriate Box if a Memb	er of a Group
3	SEC Use (Dnly	(a) p (b) o
4	Source of	Funds	00
5	Legal Pro	Disclosure of oceedings is Pursuant to or 2(e)	0
6	Citizenshi Organizati	p or Place of	United States
	ber of7	Sole Voting Power	0
S h a r e sBeneficially8Shared Voting Power (see Item 59,893,5"Owned bybelow)		ee Item 59,893,576	
Rep	ch orting9	Sole Dispositive Power	0
P e 1 With	s o n 10	Shared Dispositive Power 5 below)	(see Item 9,893,576
11		e Amount Beneficially O orting Person	wned by9,893,576
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	OOPercent of Class Represented by19.6%Amount in Row (11)19.6%		0
14	Type of Reporting IN Person		

SCHEDULE 13D A/5

This Amendment No. 5 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, Amendment No. 3 filed on November 18, 2013 and Amendment No. 4 filed on March 4, 2014 (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. 5, 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 Amendment No. 4 was filed on March 4, 2014, the Funds sold an additional 570,318 share of Common Stock pursuant the to Form 144 filed by the Funds on February 24, 2014.

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

icigy in	ordings LLC		
a)	Amount beneficially	Percentage: 18.4%	
	owned: 9,310,128		
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	9,310,128	
	direct the vote:		
iii.	Sole power to dispose or to	0	
	direct the disposition of:		
iv.	Shared power to dispose or	9,310,128	
	to direct the disposition of:		

Wexford Spectrum Fund, L.P.

a)	Amount beneficially	Percentage: 0.1%
	owned: 111,074	

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:	111,074	
iii.	Sole power to dispose or to direct the disposition of:	0	
iv.	Shared power to dispose or to direct the disposition of:	111,074	
Wexford Cata	lyst Fund, L.P.		
a)	Amount beneficially	Percentage: 0.0%	
	owned: 17,553%	-	
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	17,553%	
iii.	direct the vote:	0	
111.	Sole power to dispose or to direct the disposition of:	0	
iv.	direct the disposition of: Shared power to dispose or	17,553%	
1.	to direct the disposition of:	17,55570	
O			
-	rmediate Fund Limited	D	
a)	Amount beneficially owned: 374,331	Percentage: 0.7%	
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:	374,331	
iii.	Sole power to dispose or to direct the disposition of:	0	
iv.	Shared power to dispose or to direct the disposition of:	374,331	
Catalyst Intermediate Fund Limited			
a)	Amount beneficially	Percentage: 0.1%	
a)	owned: 73,824	refeelinge. 0.170	
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:	73,824	
iii.	Sole power to dispose or to direct the disposition of:	0	
iv.	uncer me disposition of.	73,824	

Shared power to dispose or to direct the disposition of:

Wexford Capital LP

wextord Capital LF			
a)	Amount beneficially	Percentage: 19.6%	
	owned: 9,893,576	C	
b)	Number of shares to which		
b)			
	the Reporting Person has:		
i.	Sole power to vote or to	0	
	direct the vote:		
ii.		0 202 576	
11.	Shared power to vote or to	9,893,576	
	direct the vote:		
iii.	Sole power to dispose or to	0	
	direct the disposition of:		
iv.	Shared power to dispose or	9,893,576	
1.	· ·	2,023,370	
	to direct the disposition of:		
Wexford GP I	LLC		
a)	Amount beneficially	Percentage: 19.6%	
,	owned: 9,893,576	6	
b)			
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	9,893,576	
11.		2,823,370	
	direct the vote:		
iii.	Sole power to dispose or to	0	
	direct the disposition of:		
iv.	Shared power to dispose or	9,893,576	
1		2,023,270	
	to direct the disposition of:		
Charles E. Da		-	
a)	Amount beneficially	Percentage: 19.6%	
	owned: 9,893,576		
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	9,893,576	
	direct the vote:	, ,	
:::		0	
iii.	Sole power to dispose or to	0	
	direct the disposition of:		
iv.	Shared power to dispose or	9,893,576	
	to direct the disposition of:		
Joseph M. Jacobs			
-		Demonstration 10 CM	
a)	Amount beneficially	Percentage: 19.6%	
	owned: 9,893,576		
b)	Number of shares to which		
*	the Reporting Person has:		
i.	teporting rouson nus.	0	
1.		U	

Sole power to vote or to direct the vote:

ii.	Shared power to vote or to	9,893,576
	direct the vote:	
iii.	Sole power to dispose or to	0
	direct the disposition of:	
iv.	Shared power to dispose or	9,893,576
	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. 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 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 26, 2014	Company DB ENEF	Name RGY HOLDINGS LLC
	By: Name: Title:	/s/ Arthur H. Amron Arthur H. Amron Vice President and Assistant Secretary
	W E X F (FUND, L	ORD SPECTRUM 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

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:	

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Vice President and Assistant Secretary

/s/ Joseph M. Jacobs JOSEPH M. JACOBS

/s/ Charles E. Davidson CHARLES E. DAVIDSON