

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.

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	
7	Number of Sole Voting Power Shares		0
8	Beneficially Owned by Each Reporting Person	Shared Voting Power (see Item 5 below)	1,557,911
9	Sole Dispositive Power		0
10	With Shared Dispositive Power (see Item 5 below)		1,557,911
11	Aggregate Amount Beneficially Owned by Each Reporting Person	1,557,911	
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)		2.6%
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)	18,588	
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)	18,588	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	18,588	
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.	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	2,936	
Owned by	below)		
E a c h			
Reporting9	Sole Dispositive Power		0
P e r s o n			
With 10	Shared Dispositive Power (see Item	2,936	
	5 below)		
11	Aggregate Amount Beneficially Owned by Each Reporting Person	2,936	
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) 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)	61,488	
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)	61,488	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	61,488	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		0.1%
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)	11,524	
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)	11,524	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	11,524	
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		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)	<input type="checkbox"/> (a) p <input type="checkbox"/> (b) 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 below)	1,726,055
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)	1,726,055
11	Aggregate Amount Beneficially Owned by Each Reporting Person	1,726,055
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)	2.9%
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	
Number of7	Sole Voting Power		0
S h a r e s			
Beneficially8	Shared Voting Power (see Item 5 below)	1,726,055	
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)	1,726,055	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	1,726,055	
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)	2.9%	
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) p
(b) 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) o

6 Citizenship or Place of Organization United States

Number of7 Sole Voting Power 0

S h a r e s

Beneficially8 Shared Voting Power 1,726,055

Owned by (see Item 5 below)

E a c h

Reporting9 Sole Dispositive Power 0

P e r s o n

With 10 Shared Dispositive Power 1,726,055

(see Item 5 below)

11 Aggregate Amount Beneficially Owned by Each Reporting Person 1,726,055

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

o

13 Percent of Class Represented by Amount in Row (11) 2.9%

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)	<input type="checkbox"/> (a) p <input type="checkbox"/> (b) 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	United States
Number of7	Sole Voting Power	0
S h a r e s		
Beneficially8	Shared Voting Power (see Item 5 below)	1,726,055
O w n e d		
E a c h		
R e p o r t i n g9	Sole Dispositive Power	0
P e r s o n		
W i t h 10	Shared Dispositive Power (see Item 5 below)	1,726,055
11	Aggregate Amount Beneficially Owned by Each Reporting Person	1,726,055
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)	2.9%
14	Type of Reporting Person	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 owned: 1,557,911	Percentage: 2.6%
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:	1,557,911
iii.	Sole power to dispose or to direct the disposition of:	0
iv.	Shared power to dispose or to direct the disposition of:	1,557,911

Wexford Spectrum Fund, L.P.

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a)	Amount beneficially owned: 18,588	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:	18,588
ii.	Sole power to dispose or to direct the disposition of:	0
iii.	Shared power to dispose or to direct the disposition of:	18,588
iv.		

Wexford Catalyst Fund, L.P.

a)	Amount beneficially owned: 2,936	Percentage: 0.0%
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:	2,936
iii.	Sole power to dispose or to direct the disposition of:	0
iv.	Shared power to dispose or to direct the disposition of:	2,936

Spectrum Intermediate Fund Limited

a)	Amount beneficially owned: 61,488	Percentage: 0.1%
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:	61,488
iii.	Sole power to dispose or to direct the disposition of:	0
iv.	Shared power to dispose or to direct the disposition of:	61,488

Catalyst Intermediate Fund Limited

a)	Amount beneficially owned: 11,524	Percentage: 0.0%
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:	11,524
iii.		0

- Sole power to dispose or to direct the disposition of:
- iv. Shared power to dispose or to direct the disposition of: 11,524

Wexford Capital LP

- a) Amount beneficially owned: 1,726,055 Percentage: 2.9%
- 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: 1,726,055
 - iii. Sole power to dispose or to direct the disposition of: 0
 - iv. Shared power to dispose or to direct the disposition of: 1,726,055

Wexford GP LLC

- a) Amount beneficially owned: 1,726,055 Percentage: 2.9%
- 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: 1,726,055
 - iii. Sole power to dispose or to direct the disposition of: 0
 - iv. Shared power to dispose or to direct the disposition of: 1,726,055

Charles E. Davidson

- a) Amount beneficially owned: 1,726,055 Percentage: 2.9%
- 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: 1,726,055
 - iii. Sole power to dispose or to direct the disposition of: 0
 - iv. Shared power to dispose or to direct the disposition of: 1,726,055

Joseph M. Jacobs

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

- 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: 1,726,055
 - iii. Sole power to dispose or to direct the disposition of: 0
 - iv. Shared power to dispose or to direct the disposition of: 1,726,055

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 preceding 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.

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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

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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