

Diamondback Energy, Inc.
Form 4
May 29, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEXFORD CAPITAL LP

(Last) (First) (Middle)

**411 WEST PUTNAM
AVENUE, SUITE 125**

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Diamondback Energy, Inc. [FANG]

3. Date of Earliest Transaction
(Month/Day/Year)

05/27/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.01	05/27/2014		J	11,618 (1)	D (1) 9,627,947	I	See footnotes (2) (3)
Common Stock, par value \$0.01					6,666	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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		
JACOBS JOSEPH C/O 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		
DB Energy Holdings LLC 411 WEST PUTNAM AVE SUITE 125 GREENWICH, CT 06830		X		

Signatures

Wexford Capital LP, By: Wexford GP LLC, its general partner By: Arthur Amron, Vice
President and Assistant Secretary

05/29/2014

__Signature of Reporting Person

Date

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Wexford GP LLC, By: Arthur Amron, Vice President and Assistant Secretary	05/29/2014
Signature of Reporting Person	Date
DB Energy Holdings LLC By: Arthur Amron, Vice President	05/29/2014
Signature of Reporting Person	Date
Charles E. Davidson	05/29/2014
Signature of Reporting Person	Date
Joseph M. Jacobs	05/29/2014
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).

- (1) Spectrum Intermediate Fund Limited ("SIF") and Catalyst Intermediate Fund Limited ("CIF") made in-kind distributions totaling 11,618 shares of common stock of the Issuer to two (2) individuals pro rata to their respective economic interests in SIF and CIF.

This form is jointly filed by Wexford Capital LP ("Wexford"), Charles E. Davidson ("Davidson"), Joseph M. Jacobs ("Jacobs"), Wexford GP LLC ("Wexford GP") and DB Energy Holdings LLC ("DB Energy"). The common stock shown as beneficially owned by Davidson, Jacobs, Wexford GP and Wexford reflect common stock owned of record by DB Energy, SIF, CIF, Wexford Catalyst Fund, L.P.

- (2) ("WCF") and Wexford Spectrum Fund, L.P. ("WSF" and, together with DB Energy, SIF, CIF and WCF, 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.

- (3) 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.

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