

Diamondback Energy, Inc.
Form SC 13D/A
September 25, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D A/7

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

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)

September 23, 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.

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) 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 56,779,109
 Owned by below)
 E a c h
- Reporting9 Sole Dispositive Power 0
 P e r s o n
- With 10 Shared Dispositive Power (see Item6,779,109
 5 below)
- 11 Aggregate Amount Beneficially Owned by6,779,109
 Each Reporting Person
- 12 Check if the Aggregate Amount in Row (11) Excludes
 Certain Shares
 o
- 13 Percent of Class Represented by Amount in Row (11) 12.0%
- 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 Shares Sole Voting Power 0

Beneficially8 Owned by Each Reporting Person Shared Voting Power (see Item 5 below) 80,879

9 Sole Dispositive Power 0

With 10 Shared Dispositive Power (see Item 5 below) 80,879

11 Aggregate Amount Beneficially Owned by Each Reporting Person 80,879

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 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 below)	12,779	
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)	12,779	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	12,779	
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 5 267,544		
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 267,544		
	5 below)		
11	Aggregate Amount Beneficially Owned by Each Reporting Person	267,544	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)	0.5%	
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) <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	Cayman Island	
Number of7	Sole Voting Power		0
S h a r e s			
Beneficially8	Shared Voting Power (see Item 5 below)	50,136	
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)	50,136	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	50,136	
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)	0.1%	
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)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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"/>
6	Citizenship or Place of Organization	Delaware	
7	Number of Sole Voting Power Shares Beneficially Owned by Each Reporting Person	0	
8	With 10	Shared Voting Power (see Item 5, 7, 200, 269 below)	
9	Sole Dispositive Power	0	
10	With 10	Shared Dispositive Power (see Item 7, 200, 269 5 below)	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	7,200,269	
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)	12.7%	
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 57,200,269 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 7,200,269 5 below)		
11	Aggregate Amount Beneficially Owned by Each Reporting Person	7,200,269	
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)	12.7%	
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 (see Item 57,200,269 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 7,200,269 5 below)

11 Aggregate Amount Beneficially Owned by 7,200,269 Each Reporting Person

12