

# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# SCHEDULE 13D A/10

Under the Securities Exchange Act of 1934 (Amendment No. 10)\*

# 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)

# January 26, 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.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).

CUSIP No. <b>25278X109</b>			
1 Names of	Reporting Pers	Son.	DB Energy Holdings LLC
2 Check the	Appropriate E	Box if a Member of a Group	(a) p
3 SEC Use	Only		(b) o
5 SEC USE	Olliy		
4 Source of	Funds (See Ins	structions)	00
	Disclosure of tems 2(d) or	of Legal Proceedings is Required 2(e)	0
6 Citizenshi	p or Place of C	Organization	Delaware
Number of Share Beneficially Owned by Eac	-	Sole Voting Power	0
Reporting Person With	8	Shared Voting Power (see Item 5 below)	2,748,534
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power (see Item 5 below)	2,748,534
11 Aggregate	Amount Bene	eficially Owned by Each Reporting Person	2,748,534
12 Check if t	he Aggregate A	Amount in Row (11) Excludes Certain Shares	0
13 Percent of	Class Represe	ented by Amount in Row (11)	4.8%
14 Type of R	eporting Perso	n	НС

1	Names of Do	nowting Down	0.00	Warford Spectrum Fund I D
1	Names of Re	porting Pers	on.	Wexford Spectrum Fund, L.P.
2	Check the A <sub>l</sub>	propriate B	ox if a Member of a Group	
				(a) p (b) o
3	SEC Use On	ly		(b) 0
		1 (0 -		
4	Source of Fu	nds (See Ins	tructions)	00
5			f Legal Proceedings is Required	0
	Pursuant to I	tems 2(d) or	2(e)	
6	Citizenship o	r Place of O	rganization	Delaware
	ares Beneficially	7	Sole Voting Power	0
Owned by Person With	Each Reporting	0	Charlette Decrease (as Inc. Elsh.)	22.702
Person with		8	Shared Voting Power (see Item 5 below)	32,793
		9	Sole Dispositive Power	0
		10	Shared Dispositive Power (see Item 5 below)	32,793
11	Aggregate A	mount Bene	ficially Owned by Each Reporting Person	32,793
12	Check if the	Aggregate A	amount in Row (11) Excludes Certain Shares	
				0
13	Percent of Cl	ass Represe	nted by Amount in Row (11)	0.1%
14	Type of Repo	orting Persor	1	PN

1	Names of Reporting F	Person.		Wexford Catalyst Fund, L.P.	
2	Check the Appropriat	e Box if a M	lember of a Group	(a) p	
3	SEC Use Only			(b) o	
3	SEC Use Only				
4	Source of Funds (See	Instructions		00	
5	Check if Disclosure o Items 2(d) or 2(e)	f Legal Prod	ceedings is Required Pursuant to	0	
6	Citizenship or Place o	f Organizati	ion	Delaware	
	r of Shares Beneficially by Each Reporting Person	7	Sole Voting Power	0	
With		8	Shared Voting Power (see Item 5 below)	5,181	
		9	Sole Dispositive Power	0	
		10	Shared Dispositive Power (see Item 5 below)	5,181	
11	Aggregate Amount B	eneficially C	Owned by Each Reporting Person	5,181	
12	Check if the Aggregat	Check if the Aggregate Amount in Row (11) Excludes Certain Shares			
10	D (Class D		A	0.00/	
13	Percent of Class Repr	esentea by <i>E</i>	Amount in Row (11)	0.0%	
14	Type of Reporting Per	rson		PN	

	NI CD	D		0 . 1. 1. 1. 1. 1. 1.
1	Names of Re	porting Pers	on.	Spectrum Intermediate Fund Limited
2	Check the Ap	propriate B	ox if a Member of a Group	
				(a) p (b) o
3	SEC Use On	ly		
4	Source of Fu	nds (See Ins	tructions)	00
5	Check if D Pursuant to I		f Legal Proceedings is Required 2(e)	0
6	Citizenship o	r Place of O	rganization	Cayman Island
	res Beneficially Each Reporting	7	Sole Voting Power	0
Person With	. 0	8	Shared Voting Power (see Item 5 below)	108,477
		9	Sole Dispositive Power	0
		10	Shared Dispositive Power (see Item 5 below)	108,477
11	Aggregate A	mount Bene	ficially Owned by Each Reporting Person	108,477
12	Check if the	Aggregate A	mount in Row (11) Excludes Certain Shares	
13	Percent of Cl	ass Represe	nted by Amount in Row (11)	0.2%
14	Type of Repo	orting Persor	1	00

CUSIP No. <b>25278</b>	3X109			
1	Names of Re	porting Pers	son.	Catalyst Intermediate Fund Limited
2	Check the Ap	ppropriate B	ox if a Member of a Group	(a) p
3	SEC Use On	ly		(b) c
4	Source of Fu	nds (See Ins	structions)	00
5	Check if D Pursuant to I		of Legal Proceedings is Required	С
6	Citizenship o	or Place of C	rganization	Cayman Island
Number of Shar Owned by E		7	Sole Voting Power	C
Person With	1 0	8	Shared Voting Power (see Item 5 below)	20,327
		9	Sole Dispositive Power	C
		10	Shared Dispositive Power (see Item 5 below)	20,327
11	Aggregate A	mount Bene	ficially Owned by Each Reporting Person	20,327
12	Check if the	Aggregate A	Amount in Row (11) Excludes Certain Shares	
13	Percent of Cl	lass Represe	nted by Amount in Row (11)	00%
14	Type of Repo	orting Person	n	00

CUSIP No. 25278X	K109			
1	Names of	Reporting Po	erson.	Wexford Capital LP
2	Check the (See Instru		Box if a Member of a Group	
	(occ mode	icuono)		(a) p (b) o
3	SEC Use (	Only		
4	Source of 1	Funds		00
5		Disclosure o Disclosure o	f Legal Proceedings is Required or 2(e)	0
6	Citizenshij	or Place of	f Organization	Delaware
Number of Beneficially O	Shares Owned by	7	Sole Voting Power	0
Each Reporting I	Person With	8	Shared Voting Power (see Item 5 below)	2,988,920
		9	Sole Dispositive Power	0
		10	Shared Dispositive Power (see Item 5 below)	2,988,920
11	Aggregate	Amount Be	neficially Owned by Each Reporting Person	2,988,920
12	Check if th	ne Aggregate	e Amount in Row (11) Excludes Certain Shares	
13	Percent of	Class Repre	esented by Amount in Row (11)	5.3%
14	Type of Re	eporting Pers	son	PN

		JSIP No. <b>25278X109</b>
rson.	Reporting Per	Names of F
Box if a Member of a Group	Appropriate I	Check the A
	only	SEC Use O
astructions)	unds (See In	Source of F
Organization	or Place of 0	Citizenship
Sole Voting Power	7	Number of Shares Beneficially Owned by
Shared Voting Power (see Item 5 below)	8	Each Reporting Person With
Sole Dispositive Power	9	
Shared Dispositive Power (see Item 5 below)	10	
eficially Owned by Each Reporting Person	Amount Ben	Aggregate .
Amount in Row (11) Excludes Certain Shares	e Aggregate .	Check if the
ented by Amount in Row (11)	Class Repres	Percent of 0
<u> </u>		Type of Re
	Sox if a Member of a Group  Structions)  Legal Proceedings is Required r 2(e)  Drganization  Sole Voting Power  Shared Voting Power (see Item 5 below)  Sole Dispositive Power  Shared Dispositive Power (see Item 5 below)  eficially Owned by Each Reporting Person  Amount in Row (11) Excludes Certain Shares  ented by Amount in Row (11)	Funds (See Instructions)  isclosure of Legal Proceedings is Required Items 2(d) or 2(e)  or Place of Organization  7 Sole Voting Power  8 Shared Voting Power (see Item 5 below)  9 Sole Dispositive Power  10 Shared Dispositive Power (see Item 5 below)  Amount Beneficially Owned by Each Reporting Person  e Aggregate Amount in Row (11) Excludes Certain Shares  Class Represented by Amount in Row (11)

1	Names of 1	Reporting Pe	rson.	Charles E. Davidson
2			Box if a Member of a Group	
	(See Instru	ctions)		
				(a) p (b) o
3	SEC Use C	Only		(6) 0
	520 630 6	J111 <i>y</i>		
4	Source of 1	Funds		00
	-1 1			_
5		Disclosure of Ttems 2(d)	Legal Proceedings is Required	0
	r ui sudiit tt	nems 2(u)	51 2(e)	
6	Citizenship	or Place of	Organization	United States
	of Shares Owned by	7	Sole Voting Power	0
Each Reporting	g Person With	8	Shared Voting Power (see Item 5 below)	2,988,920
		9	Sole Dispositive Power	0
		10	Shared Dispositive Power (see Item 5 below)	2,988,920
11	Aggregate	Amount Ber	neficially Owned by Each Reporting Person	2,988,920
12	Check if th	ne Aggregate	Amount in Row (11) Excludes Certain Shares	_
13	Percent of	Class Repres	sented by Amount in Row (11)	5.3%
14	Type of Re	porting Pers	on	IN

1 Names of Reportir	g Person.	form
Check the Appropage (See Instructions)	riate Box if a Member of a Group	
(See instructions)		(a) p
		(b) o
3 SEC Use Only		
4 Source of Funds		00
	re of Legal Proceedings is Required	0
Pursuant to Items 2	2(d) or 2(e)	
6 Citizenship or Plac	e of Organization	United States
Number of Shares 7 Beneficially Owned by	Sole Voting Power	0
Each Reporting Person With 8	Shared Voting Power (see Item 5 below)	2,988,920
9	Sole Dispositive Power	0
10	Shared Dispositive Power (see Item 5 below)	2,988,920
11 Aggregate Amoun	Beneficially Owned by Each Reporting Person	2,988,920
12 Check if the Aggre	gate Amount in Row (11) Excludes Certain Shares	
10 P	11 A	0
13 Percent of Class R	epresented by Amount in Row (11)	5.3%
14 Type of Reporting	Person	IN

# **SCHEDULE 13D A/10**

This Amendment No. 10 to Schedule 13D (this "Amendment No. 10") 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 and Amendment No. 9 filed on December 17, 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. 10, 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.9 to the Statement an additional 1,377,135 shares of Common Stock were sold pursuant to the Forms 144 filed by the Funds on December 17, 2014 and January 27, 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 56,752,819 shares of Common Stock outstanding as of November 12, 2014, as reported by the Issuer in the prospectus filed by the Issuer pursuant to Rule 424(b) under the Securities Act with the Commission on November 14, 2014 are as follows:

# DB Energy Holdings LLC

יטונם עי	agy Holdings LLC	
a)	Amount beneficially owned: 2,748,534	Percentage: 5.9%
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:	2,748,534
iii.	Sole power to dispose or to direct the disposition of:	0
iv.	Shared power to dispose or to direct the disposition of:	2,748,534

#### Wexford Spectrum Fund, L.P.

a)	Amount beneficially owned: 32,793	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:	32,793
iii.	Sole power to dispose or to direct the disposition of:	0
iv.	Shared power to dispose or to direct the disposition of:	32,793

### Wexford Catalyst Fund, L.P.

CAIDI	Cutuly 3t 1 unu, E.1.	
a)	Amount beneficially owned: 5,181	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:	5,181
iii.	Sole power to dispose or to direct the disposition of:	0
iv.	Shared power to dispose or to direct the disposition of:	5,181

# **Spectrum Intermediate Fund Limited**

a)	Amount beneficially owned: 108,477	Percentage: 0.2%
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:	108,477
iii.	Sole power to dispose or to direct the disposition of:	0
iv.	Shared power to dispose or to direct the disposition of:	108,477

# **Catalyst Intermediate Fund Limited**

ataiysi	intermediate rund Eminted	
a)	Amount beneficially owned: 20,327	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:	20,327
iii.	Sole power to dispose or to direct the disposition of:	0
iv.	Shared power to dispose or to direct the disposition of:	20,327

#### **Wexford Capital LP**

Amount beneficially owned: 2,988,920 Percentage: 5.3% b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote:

ii. Shared power to vote or to direct the vote: 2,988,920

iii. Sole power to dispose or to direct the disposition of:

v. Shared power to dispose or to direct the disposition of: 2,988,920

#### Wexford GP LLC

a) Amount beneficially owned: 2,988,920 Percentage: 5.3%

b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote:

ii. Shared power to vote or to direct the vote: 2,988,920

iii. Sole power to dispose or to direct the disposition of:

iv. Shared power to dispose or to direct the disposition of: 2,988,920

#### Charles E. Davidson

a) Amount beneficially owned: 2,988,920 Percentage: 5.3%

b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote:

ii. Shared power to vote or to direct the vote: 2,988,920
 iii. Sole power to dispose or to direct the disposition of: 0

v. Shared power to dispose or to direct the disposition of: 2,988,920

# Joseph M. Jacobs

b)

a) Amount beneficially owned: 2,988,920 Percentage: 5.3%

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: 2,988,920

iii. Sole power to dispose or to direct the disposition of:

iv. Shared power to dispose or to direct the disposition of: 2,988,920

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 and as previously reported in Amendment No. 9 to this Statement, proceeding the date of this Amendment No.10.
- (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: February 11, 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. 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

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