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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 14, 2018

DIAMONDBACK ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35700
(Commission
File Number)

45-4502447
(I.R.S. Employer
Identification No.)

**500 West Texas
Suite 1200
Midland, Texas**
(Address of principal executive offices)

79701
(Zip Code)

(432) 221-7400

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

Diamondback Energy, Inc. (“Diamondback”) posted an updated investor presentation relating to the proposed merger discussed in Item 8.01 below to Diamondback’s website. The updated presentation can be found at www.diamondbackenergy.com under the “Events & Presentations” section on the “Investors” page. Information on Diamondback’s website does not constitute a part of this Current Report on Form 8-K. A copy of the investor presentation is attached hereto as Exhibit 99.1.

Item 8.01. Other Events.

On August 14, 2018, Diamondback and Energen Corporation (“Energen”) issued a joint press release announcing their entry into an agreement and plan of merger, by and among Diamondback, Energen and Sidewinder Merger Sub Inc., a wholly owned subsidiary of Diamondback. A copy of the press release is attached as Exhibit 99.2 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Investor presentation, dated August 14, 2018, entitled “Transformational Combination with Energen.”
99.2	Joint press release, dated as of August 14, 2018.

Additional Information and Where to Find it

This report does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This communication relates to a proposed business combination between Diamondback and Energen. In connection with the proposed transaction, Diamondback intends to file with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4 that will include a joint proxy statement of Diamondback and Energen that also constitutes a prospectus of Diamondback. Each of Diamondback and Energen also plan to file other relevant documents with the SEC regarding the proposed transaction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. Any definitive joint proxy statement/prospectus of Diamondback and/or Energen (if and when available) will be mailed to shareholders of Diamondback and/or Energen, as applicable. INVESTORS AND SECURITY HOLDERS OF DIAMONDBACK AND ENERGEN ARE URGED TO READ THE REGISTRATION STATEMENT, JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents containing important information about Diamondback and Energen, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Diamondback will be available free of charge on Diamondback’s website at <http://www.diamondbackenergy.com> or by contacting Diamondback’s Investor Relations Department by email at IR@Diamondbackenergy.com, alawlis@diamondbackenergy.com, or by phone at 432-221-7467. Copies of the documents filed with the SEC by Energen will be available free of charge on Energen website at <http://www.energen.com> or by phone at 205-326-2634.

Certain Information Concerning Participants

Diamondback, Energen and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of Energen is set forth in Energen's proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on March 22, 2018. Information about the directors and executive officers of Diamondback is set forth in its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on April 27, 2018. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when such materials become available. Investors should read the joint proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from Diamondback or Energen using the sources indicated above.

Cautionary Statement Regarding Forward-Looking Information

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than historical facts, that address activities that Diamondback or Energen assumes, plans, expects, believes, intends or anticipates (and other similar expressions) will, should or may occur in the future are forward-looking statements. The forward-looking statements are based on management's current beliefs, based on currently available information, as to the outcome and timing of future events, including this proposed transaction and the previously announced Ajax transaction. These forward-looking statements involve certain risks and uncertainties that could cause the results to differ materially from those expected by the management of Diamondback or Energen. These include the expected timing and likelihood of completion of the proposed transaction, including the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the proposed transaction that could reduce anticipated benefits or cause the parties to abandon the proposed transaction, the ability to successfully integrate the businesses, the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, the possibility that stockholders of Diamondback may not approve the issuance of new shares of common stock in the proposed transaction or that shareholders of Energen may not approve the merger agreement, the risk that the parties may not be able to satisfy the conditions to the proposed transaction in a timely manner or at all, risks related to disruption of management time from ongoing business operations due to the proposed transaction, the risk that any announcements relating to the proposed transaction could have adverse effects on the market price of Diamondback's common stock or Energen's common stock, the risk of any unexpected costs or expenses resulting from the proposed transaction, the risk of any litigation relating to the proposed transaction, the risk that the proposed transaction and its announcement could have an adverse effect on the ability of Diamondback and Energen to retain customers and retain and hire key personnel and maintain relationships with their suppliers and customers and on their operating results and businesses generally, the risk the pending proposed transaction could distract management of both entities and they will incur substantial costs, the risk that problems may arise in successfully integrating the businesses of the companies, which may result in the combined company not operating as effectively and efficiently as expected, the risk that the

combined company may be unable to achieve synergies or other anticipated benefits of the proposed transaction or it may take longer than expected to achieve those synergies or benefits and other important factors that could cause actual results to differ materially from those projected. All such factors are difficult to predict and are beyond Diamondback's or Energen's control, including those detailed in Diamondback's annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K that are available on its website at <http://www.diamondbackenergy.com> and on the SEC's website at <http://www.sec.gov>, and those detailed in Energen's annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K that are available on Energen's website at <http://www.energen.com> and on the SEC's website at <http://www.sec.gov>.

All forward-looking statements are based on assumptions that Diamondback or Energen believe to be reasonable but that may not prove to be accurate. Any forward-looking statement speaks only as of the date on which such statement is made, and Diamondback and Energen undertake no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DIAMONDBACK ENERGY, INC.

Date: August 14, 2018

By: /s/ Teresa L. Dick

Name: Teresa L. Dick

Title: Chief Financial Officer, Executive Vice President and Assistant Secretary



DIAMONDBACK
Energy

Transformational Combination with Energen

August 14, 2018



Forward Looking Statement

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, included in this presentation that address activities, events or developments that Diamondback Energy, Inc. (the "Company" or "Diamondback"), expects, believes or anticipates will or may occur in the future are forward-looking statements. The words "believe," "expect," "may," "estimate," "will," "anticipate," "plan," "intend," "foresee," "should," "would," "could," or other similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. However, the absence of these words does not mean that the statements are not forward-looking. Without limiting the generality of the foregoing, forward-looking statements contained in this presentation specifically include the expectations of plans, strategies, objectives and anticipated financial and operating results of the Company, including as to the Company's acquisitions, drilling programs, production, hedging activities, capital expenditure levels and other guidance included in this presentation. These statements are based on certain assumptions made by the Company based on management's expectations and perception of historical trends, current conditions, anticipated future developments and other factors believed to be appropriate. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. These include the factors discussed or referenced in the Company's filings with the Securities and Exchange Commission ("SEC"), including its Forms 10-K, 10-Q and 8-K and any amendments thereto, financial performance and results, current economic conditions and resulting capital restraints, prices and demand for oil and natural gas, availability of drilling equipment and personnel, availability of sufficient capital to execute the Company's business plan, impact of compliance with legislation and regulations, successful results from the Company's identified drilling locations, the Company's ability to replace reserves and efficiently develop and exploit its current reserves, the Company's ability to successfully identify, complete and integrate acquisitions of properties or businesses and other important factors that could cause actual results to differ materially from those projected.

Any forward-looking statement speaks only as of the date on which such statement is made and the Company undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

The presentation contains the Company's updated 2018 production guidance. The actual levels of production, capital expenditures and expenses may be higher or lower than these estimates due to, among other things, uncertainty in drilling schedules, changes in market demand and unanticipated delays in production. These estimates are based on numerous assumptions, including assumptions related to number of wells drilled, average spud to release times, rig count, and production rates for wells placed on production. All or any of these assumptions may not prove to be accurate, which could result in actual results differing materially from estimates. If any of the rigs currently being utilized or intended to be utilized becomes unavailable for any reason, and the Company is not able to secure a replacement on a timely basis, we may not be able to drill, complete and place on production the expected number of wells. Similarly, average spud to release times may not be maintained in 2018. No assurance can be made that new wells will produce in line with historic performance, or that existing wells will continue to produce in line with expectations. Our ability to fund our 2018 and future capital budgets is subject to numerous risks and uncertainties, including volatility in commodity prices and the potential for unanticipated increases in costs associated with drilling, production and transportation. In addition, our production estimate assumes there will not be any new federal, state or local regulation of portions of the energy industry in which we operate, or an interpretation of existing regulation, that will be materially adverse to our business. For additional discussion of the factors that may cause us not to achieve our production estimates, see the Company's filings with the SEC, including its forms 10-K, 10-Q and 8-K and any amendments thereto. We do not undertake any obligation to release publicly the results of any future revisions we may make to this prospective data or to update this prospective data to reflect events or circumstances after the date of this presentation. Therefore, you are cautioned not to place undue reliance on this information.

Oil and Gas Reserves

The SEC generally permits oil and gas companies, in filings made with the SEC, to disclose proved reserves, which are reserve estimates that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, and certain probable and possible reserves that meet the SEC's definitions for such terms. The Company discloses only estimated proved reserves in its filings with the SEC. The Company's estimated proved reserves as of December 31, 2017 contained in this presentation were prepared by Ryder Scott Company, L.P., an independent engineering firm, and comply with Definitions promulgated by the SEC. Additional information on the Company's estimated proved reserves is contained in the Company's filings with the SEC. This presentation also contains the Company's internal estimates of its potential drilling locations, which may prove to be incorrect in a number of material ways. Actual number of locations that may be drilled may differ substantially.

Non-GAAP Financial Measures

Consolidated Adjusted EBITDA is a supplemental non-GAAP financial measure that is used by management and external users of our financial statements, such as industry analysts, investors, lenders and rating agencies. We define Consolidated Adjusted EBITDA as net income (loss) plus non-cash (gain) loss on derivative instruments, net interest expense, net depreciation, depletion and amortization expense, impairment of oil and natural gas properties, non-cash equity based compensation expense, capitalized equity-based compensation expense, asset retirement obligation accretion expense, income tax (benefit) provision and non-controlling interest in net income (loss). Consolidated Adjusted EBITDA is not a measure of net income (loss) as determined by United States generally accepted accounting principles, or GAAP. Management believes Consolidated Adjusted EBITDA is useful because it allows it to more effectively evaluate our operating performance and compare the results of our operations from period to period without regard to our financing methods or capital structure. We add the items listed above to net income (loss) in arriving at Consolidated Adjusted EBITDA because these amounts can vary substantially from company to company within our industry depending upon accounting methods and book values of assets, capital structures and the method by which the assets were acquired. Consolidated Adjusted EBITDA should not be considered as an alternative to, or more meaningful than, net income (loss) as determined in accordance with GAAP or as an indicator of our operating performance or liquidity. Certain items excluded from Consolidated Adjusted EBITDA are significant components in understanding and assessing a company's financial performance, such as a company's cost of capital and tax structure, as well as the historic costs of depreciable assets, none of which are components of Consolidated Adjusted EBITDA. Our computations of Consolidated Adjusted EBITDA may not be comparable to other similarly titled measures of other companies or to similar measures in our revolving credit facility and the indenture governing our senior notes. For a reconciliation of Consolidated Adjusted EBITDA to net income (loss), and other non-GAAP financial measures, please refer to filings we make with the SEC.

Important Information for Investors and Shareholders

FORWARD-LOOKING STATEMENTS AND OTHER DISCLAIMERS

No Offer or Solicitation

This communication relates to a proposed acquisition by Diamondback Energy, Inc. ("Diamondback") of Energen Corporation ("Energen"). This communication is for information purposes only and does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This communication relates to a proposed business combination between Diamondback and Energen.

Additional information and where to find it in connection with the proposed transaction, Diamondback intends to file with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that will include a joint proxy statement of Diamondback and Energen that also constitutes a prospectus of Diamondback. Each of Diamondback and Energen also plan to file other relevant documents with the SEC regarding the proposed transaction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. Any definitive joint proxy statement/prospectus of for Diamondback and/or Energen (if and when available) will be mailed to shareholders of Diamondback and/or Energen, as applicable.

INVESTORS AND SECURITY HOLDERS OF DIAMONDBACK AND ENERGEN ARE URGED TO READ THE REGISTRATION STATEMENT, JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents containing important information about Diamondback and Energen, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Diamondback will be available free of charge on Diamondback's website at <http://www.diamondbackenergy.com> or by contacting Diamondback's Investor Relations Department by email at IR@Diamondbackenergy.com, alawis@diamondbackenergy.com, or by phone at 432-221-7467. Copies of the documents filed with the SEC by Energen will be available free of charge on Energen website at <http://www.energen.com> or by phone at 205-326-2634.

Participants in Solicitation

Diamondback, Energen and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of Energen is set forth in Energen's proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on March 22, 2018. Information about the directors and executive officers of Diamondback is set forth in its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on April 27, 2018. These documents can be obtained free of charge from the sources indicated above.

Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when such materials become available. Investors should read the joint proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from Diamondback or Energen using the sources indicated above.

Forward Looking Statements

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Transaction Overview

Transaction Details

Consideration: All Stock

- ◆ 0.6442 shares of Diamondback per share of Energen
- ◆ \$9.2bn transaction value (incl. Energen net debt of \$0.8bn)

Accretive on All Metrics

- ◆ 2019+ Cash Flow per share
- ◆ 2019+ Earnings per share
- ◆ Pro forma free cash flow generation
- ◆ NAV, acreage

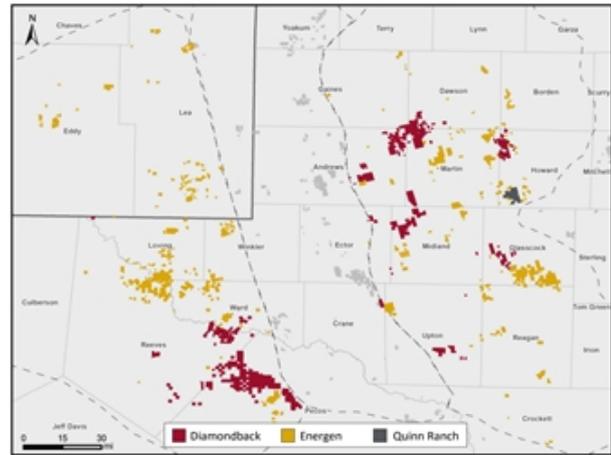
Significant Primary and Secondary Synergies

- ◆ Capital productivity: Midland and Delaware well costs
- ◆ Cash costs, primarily G&A and interest expense
- ◆ High Grading pro forma acreage, adjacent acreage
- ◆ Substantial mineral drop down opportunity
- ◆ Complementary midstream assets

Conditions and Timing

- ◆ Subject to approval by Diamondback and Energen shareholders and regulatory approval
- ◆ Closing expected in Q4 2018

Diamondback Pro Forma Acreage



	DIAMONDBACK Energy	ENERGEN	PF DIAMONDBACK Energy
Enterprise Value (\$bn) ⁽¹⁾	\$17.8	\$9.2	\$27.0
Q2 2018 Production (mboepd) ⁽²⁾	124.7	90.4	215.1
Net Permian Acreage ⁽³⁾	211,000	179,000	390,000
Tier One Permian Acreage ⁽⁴⁾	170,000	89,000	259,000
Tier One Permian Acreage (incl. Quinn) ⁽⁴⁾	170,000	96,000	266,000
Net Locations	3,170	3,901	7,072

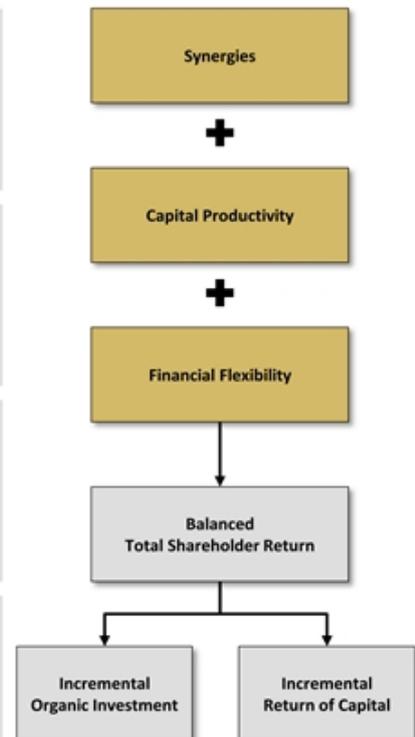
Strategic combination with Energen creates best-in-class pure-play producer with deliverable synergies

4 Source: Company data, public filings, and FactSet. Market data as of 8/13/2018.
 (1) Gives effect to previously announced transaction with Ajax Resources, LLC.
 (2) Diamondback current production includes Ajax. Energen current production excludes 7 mboepd attributable to CBP.
 (3) Midland and Delaware only. Energen acreage includes 11,000 Quinn Ranch net acres.

(4) IRR greater than 50% at 550 WTI in at least one zone.

Strategic Rationale

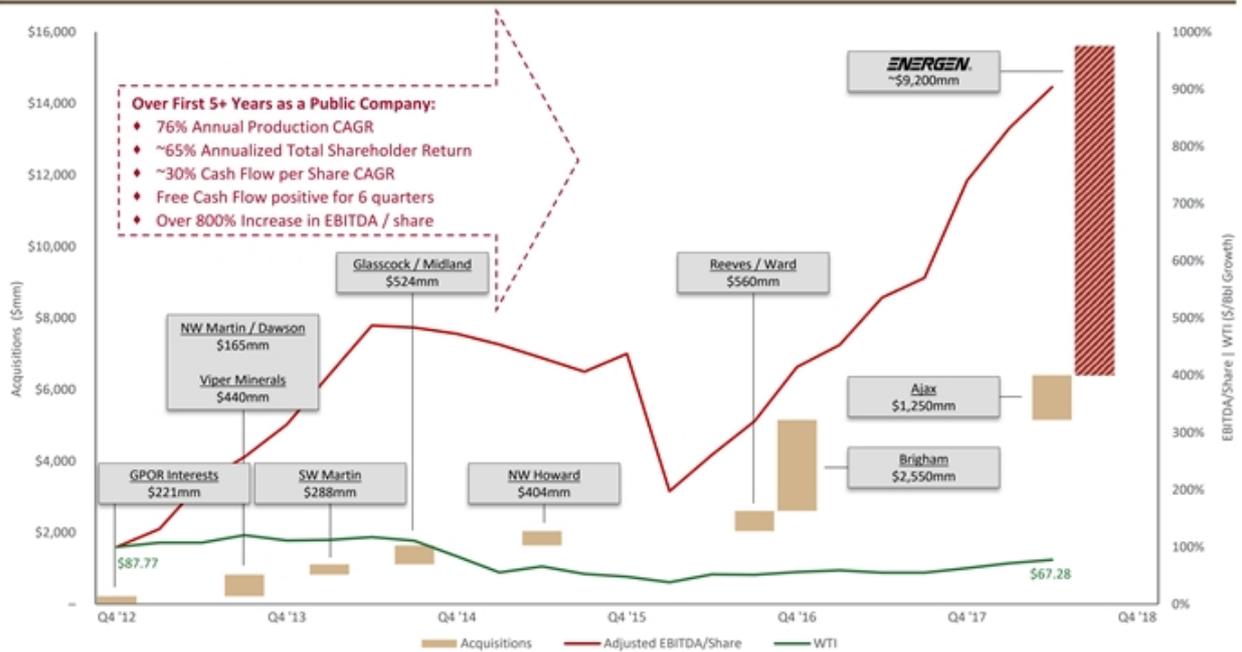
<p>Creation of "Must-Own" Large Cap Permian Pure Play</p>	<ul style="list-style-type: none"> ~390,000 core Midland / Delaware net acres⁽¹⁾ <ul style="list-style-type: none"> Tier One Midland Basin: 139,000 acres Tier One Delaware Basin: 127,000 acres Balanced exposure to Midland and Delaware Basins Industry-leading depth of Tier One inventory Best-in-class corporate returns
<p>Pro Forma Capital Strategy</p>	<ul style="list-style-type: none"> Significant multi-year production growth within cash flow Maintained fortress balance sheet, credit-enhancing transaction Committed to quarterly dividend of \$0.125 (\$0.50 annually) Sustainable and growing return of capital On track to increase and accelerate capital return program in 2019
<p>Synergies & Earnings Potential of Combined Company</p>	<ul style="list-style-type: none"> Significant benefits from scale and capital productivity Operational efficiencies and development optimization Ownership of Viper (59%) provides access to minerals monetization opportunities Significant opportunities to trade and block-up acreage "Grow-and-Prune" strategy high grades pro forma inventory and returns
<p>Expanding Into a New Peer Group</p>	<ul style="list-style-type: none"> 8th-largest US Large Cap Independent by Enterprise Value Enters new peer group including COP, EOG, OXY, APC, PXD, CXO, CLR, APA, HES, DVN, MRO, NBL, and ECA Would rank ~250th in the current S&P 500 Credit profile consistent with US Large Cap Independent peer group, which is primarily Investment Grade



Source: Public filings, Bloomberg, and FactSet. Market data as of 8/13/2018.
 (1) Gives effect to previously announced transaction with Ajax Resources, LLC.

Track Record of Disciplined, Accretive Acquisitions

- ◆ Disciplined acquisitions and best-in-class operations, integration and execution have driven significant shareholder value



Diamondback's strategy: acquire and develop assets that generate peer-leading return on, and return of, capital

Source: Company data, public filings, and FactSet. Acquisition prices as of the date announced. Market data as of 8/13/2018.
 Note: NW Martin / Viper acquisitions are combined as both transactions were completed in Q3 2013. Cumulative quarterly Adjusted EBITDA/share relative to average quarterly WTI price per barrel since Q4 2012.

Synergy Summary

Primary Synergies

	Annual Value		Total Value ⁽¹⁾		Timing	Implementation
	Low	High	Low	High		
Midland Basin Drilling & Completion Cost	~\$150mm	~\$220mm	~\$1,500mm	~\$1,800mm	Begins Q1 2019, fully achieved by early 2020	<ul style="list-style-type: none"> \$220 / lateral foot of savings today Implementation of Diamondback best practices Local sand sourcing for Midland Basin Purchasing power of pro forma business
General & Administrative	~\$30mm	~\$40mm	~\$270mm	~\$330mm	Begins early 2019, fully achieved by early 2020	<ul style="list-style-type: none"> 100% Midland based company One management team Proven track record of integration
Interest / Cost of Capital	~\$25mm	~\$50mm	~\$250mm	~\$490mm	Begins 2019, continues as debt becomes callable and/or matures	<ul style="list-style-type: none"> Ability to call and refinance capital structure Pro forma company transitions to unsecured Balance Sheet and debt instruments
Total	~\$205mm	~\$310mm	~\$2,020mm	~\$2,620mm		

Secondary Synergies: Up to \$1bn

- Delaware D&C savings (up to \$50 / lateral foot at today's costs)
- Improved LOE
- High-graded capital allocation
 - Minimal HBP requirements allow for large scale development
- Portfolio high grading and rationalization: "Grow and Prune" strategy
 - Central Basin Platform and select non-core assets
- Overlapping and adjacent acreage
 - Howard, Martin, Ward counties

Other Synergies

- Complementary Permian midstream asset platform
 - More than doubling salt water disposal capacity
- Substantial mineral ownership and drop down inventory
 - 266 owned net royalty acres
 - Significant amount of acreage delivering >75% NRI
 - Estimated company wide ~77% NRI delivering \$60-80mm of cash flow related to the >75% NRI at current production

Diamondback expected to deliver ~\$2+ bn of primary synergies and up to ~\$1bn of secondary synergies

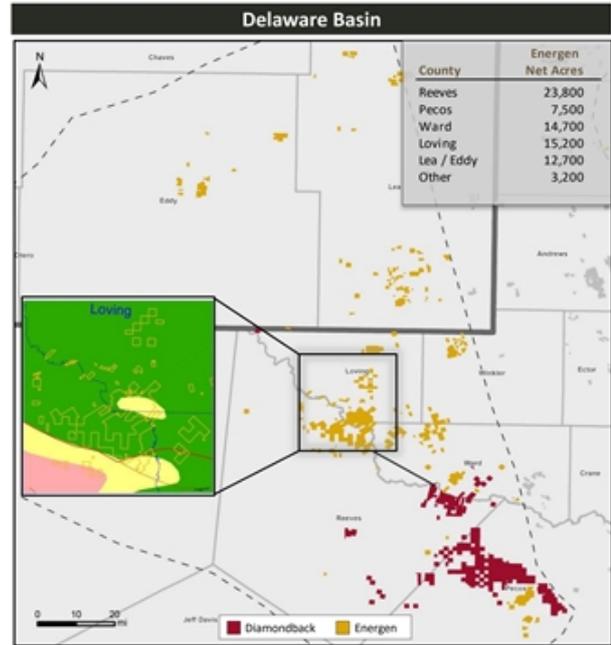
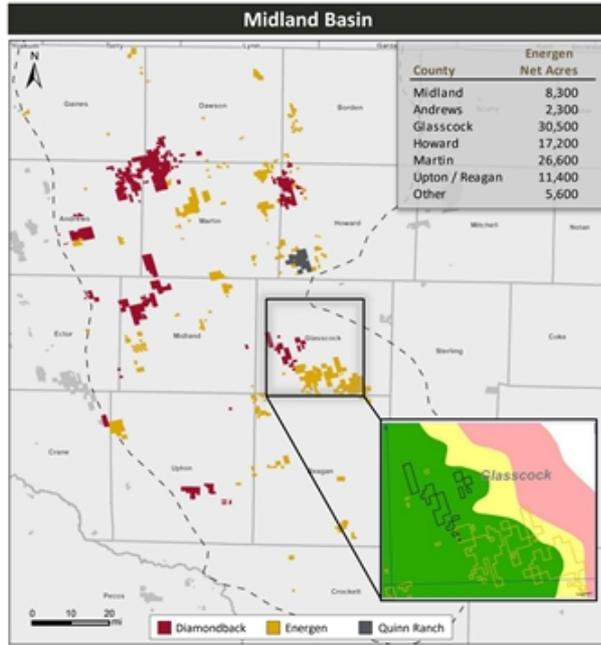
Source: Management and public filings.
 (1) Represents PV-10 over the life of Energen's inventory.

US Large Cap Independent Investor Checklist

- 1 Substantial Economic Inventory
- 2 Differentiated, Profitable Production Growth Within Cash Flow
- 3 Best-In-Class Capital Productivity
- 4 Operating Efficiency with Peer-Leading Margins, Returns, and Per Share Growth
- 5 Pro Forma Investment Grade Balance Sheet Metrics
- 6 Significant Free Cash Flow and Accelerated Capital Returns

Combination with Energen accelerates Diamondback's strategy of delivering sector-leading full cycle shareholder returns

Substantial Economic Inventory



209k⁽¹⁾

Pro Forma Net Acres⁽¹⁾

181k

139k

Pro Forma Tier One Acreage (incl. Quinn)⁽²⁾

127k

Source: Company data and public filings.

(1) Acreage includes 11,000 Quinn Ranch net acres and the pending Ajax transaction.

(2) 1MR greater than 50% at \$60 WTI in at least one zone.

Substantial Economic Inventory

1 Inventory Expansion

2 Growth

3 Capital Productivity

4 Low-Cost Operations

5 Balance Sheet

6 Cash Flow Generation

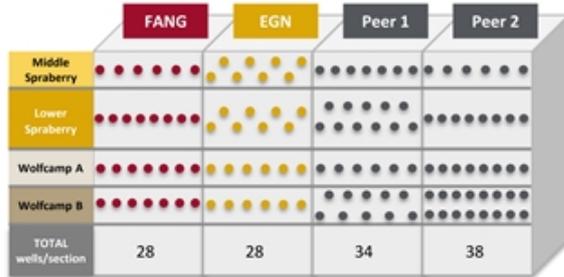
Net Midland Basin Location by Zone / Lateral⁽¹⁾

	5,000'+	7,500'+	10,000'+	Total	Avg. Lateral
MS	157	251	310	718	8,100'
LS	255	380	416	1,051	7,900'
WCA	204	240	339	783	7,900'
WCB	189	233	302	725	7,900'
Other	126	372	342	840	8,100'
Total	932	1,476	1,709	4,117	8,000'

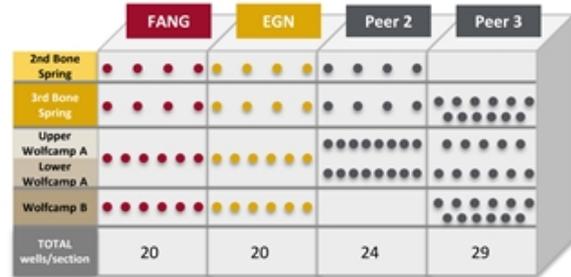
Net Delaware Basin Locations by Zone / Lateral

	5,000'+	7,500'+	10,000'+	Total	Avg. Lateral
2BS	107	92	97	296	7,300'
3BS	222	155	163	540	7,100'
WCA	326	270	249	845	7,100'
WCB	358	286	306	951	7,400'
Other	151	73	98	323	6,800'
Total	1,165	877	913	2,955	7,100'

Midland Basin Premium Zone Spacing Assumptions vs. Peers⁽²⁾



Delaware Basin Premium Zone Spacing Assumptions vs. Peers⁽²⁾

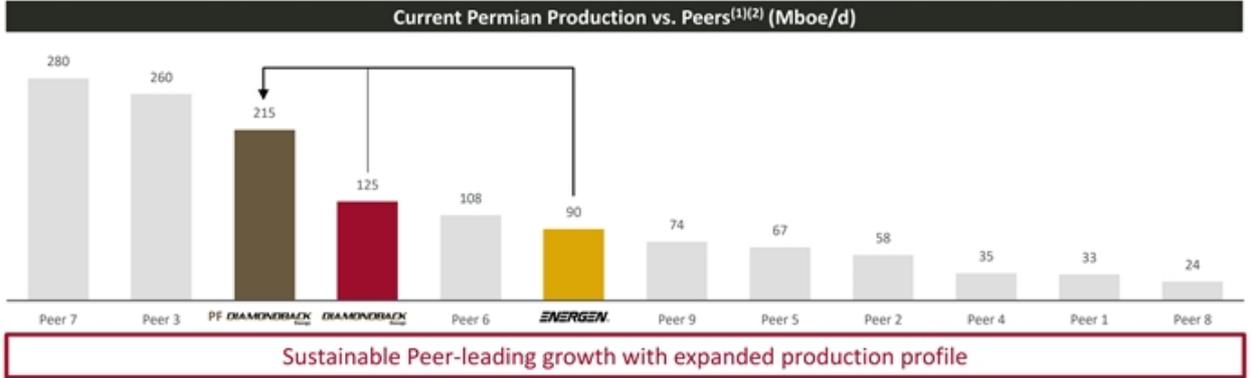
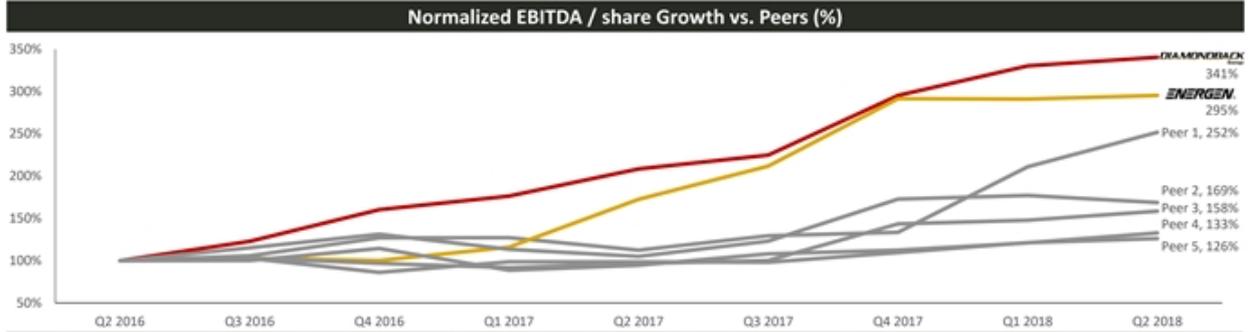


Similar views on development spacing leads to unparalleled depth of Tier One inventory

Source: Company data, filings and estimates.
 (1) Pro forma for the pending Ajax transaction.
 (2) Midland peers include QEP and PE. Delaware peers include PE and JAG.

Differentiated, Profitable Production Growth Within Cash Flow

1 Inventory Expansion 2 **Growth** 3 Capital Productivity 4 Low-Cost Operations 5 Balance Sheet 6 Cash Flow Generation



11 Source: Company data and public filings.
 Note: EBITDA and production as of reported Q2 2018 figures. Production pro forma for subsequent events, where applicable.
 (1) Diamondback current production gives effect to previously announced transaction with Ajax Resources, LLC. Energen current production excludes CBP.
 (2) Peers include: CPE, CDEV, COJ, IAG, LPI, PE, PKD, REN, and WFX.

Best-In-Class Capital Productivity

Q2 2018 Midland Basin D,C&E Costs



Operated Rigs	Savings / Lateral Foot	Net Drilled Lateral Feet / Rig Year	Capital Savings
5	\$223	~138,000	\$150mm
6	\$223	~138,000	\$190mm
7	\$223	~138,000	\$220mm

Total Synergy Value⁽³⁾

Low:	\$1,500mm
High:	\$1,800mm

*Does not account for increased present value from cycle times

Q2 2018 Delaware Basin D,C&E Costs



Operated Rigs	Savings / Lateral Foot	Net Drilled Lateral Feet / Rig Year	Capital Savings
6	\$50	~81,000	\$24mm
7	\$50	~81,000	\$28mm
8	\$50	~81,000	\$32mm

Total Synergy Value⁽³⁾

Low:	\$230mm
High:	\$280mm

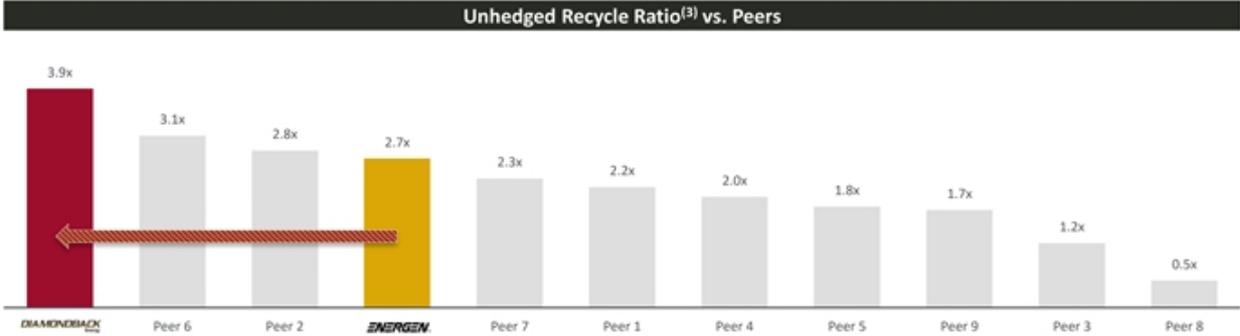
*Does not account for increased present value from cycle times or completion optimization

Expanded portfolio developed by the Permian's lowest-cost producer

12 Source: Management and public filings.
 (1) Energen well costs normalized to include equipment costs as Diamondback accounts for them.
 (2) Diamondback well costs normalized for ReWard drilling and Energen completion design.
 (3) Represents PV-10 over the life of Energen's inventory.

Operating Efficiency Leads to Peer-Leading Margins, Returns and Per Share Growth

1 Inventory Expansion → 2 Growth → 3 Capital Productivity → **4 Low-Cost Operations** → 5 Balance Sheet → 6 Cash Flow Generation



Source: Public filings and FactSet.
 (1) Cash costs include Lease Operating Expenses, Gathering and Transportation Expenses, Production Taxes, and Cash G&A.
 (2) Peers include: CPE, CDEV, CKD, JAG, LPI, PE, PKD, REN, and WPK.
 (3) Recycle Ratio defined as Operating Margin per boe divided by Future Development Costs per boe.



Pro Forma Investment Grade Balance Sheet Metrics

Improved Metrics and Qualitative Factors

Pro forma financial and operating metrics and qualitative factors significantly improve Diamondback's credit profile

- ◆ Enhanced scale and production
- ◆ Conservative leverage
- ◆ Low cost position and strong profitability

Debt Profile

Maturities Schedule



Illustrative Annual Interest Savings		
50 bps	100 bps	150 bps
~\$16mm	~\$32mm	~\$48mm

*Energen has a \$2,150mm borrowing base, with \$1,250mm committed and \$301mm outstanding as of 6/30/2018
 *Diamondback has a \$2,000mm borrowing base, with \$1,000mm committed and \$322mm outstanding as of 6/30/2018; \$1,047 as adjusted for Ajax acquisition

Net Leverage

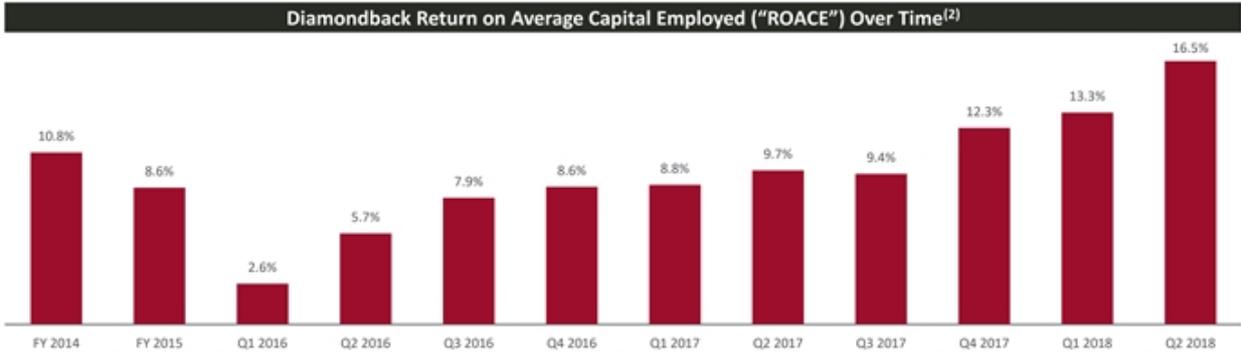
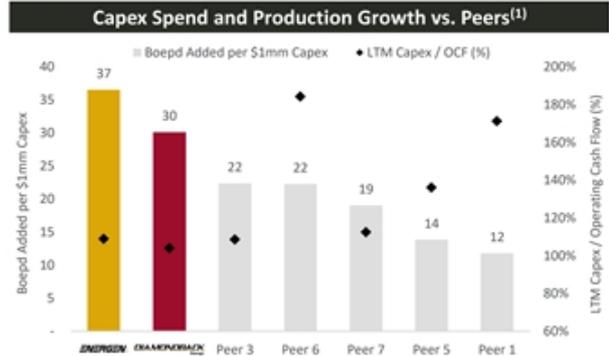
1.1x → Continual decrease in Net Leverage with enhanced pro forma Free Cash Flow →

Strengthened Balance Sheet and improved metrics accelerate path to Investment Grade profile

14 Source: Public filings.
 Note: Diamondback debt excludes debt attributable to Viper.
 (1) Includes \$725mm drawn on revolver to fund cash portion of Ajax acquisition.

Significant Free Cash Flow and Accelerated Capital Returns

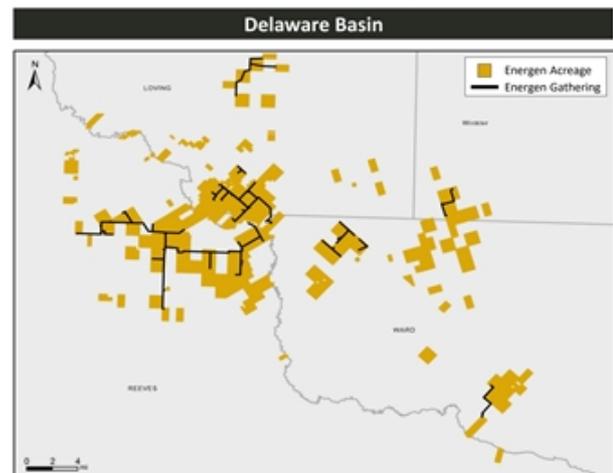
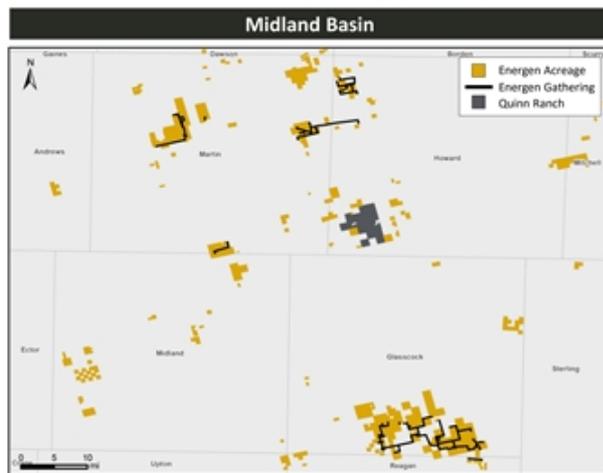
- ◆ Expect to maintain best-in-class growth within cash flow
 - ◇ Sustainable dividend of \$0.50 annually (\$0.125 paid quarterly) for both Diamondback and Energen shareholders
 - ◇ Capital return program expected to grow in 2019
- ◆ Portfolio high grading and rationalization provides proceeds for reinvestment or capital return



15 Source: Public Filings, FactSet, and Wall Street Research. (1) Peers include: CPE, CKX, LPI, PE, and PKD. Excludes peers which were not public prior to year-end 2012 (JAG, CDEV, and PE). (2) Return on Average Capital Employed ("ROACE") calculated as consolidated annualized EBIT divided by average total assets for current and prior period less average current liabilities for current and prior period. In this presentation, the Company defines Consolidated EBIT as Consolidated Adjusted EBITDA before depreciation, depletion and amortization. For a definition and reconciliation of Consolidated Adjusted EBITDA, see "Forward Looking Statements" included in this presentation, and filings the Company makes with the SEC, including its form 10-K.



Midstream Assets Provide Additional Scale to Diamondback



Fee Stream	DIAMONDBACK	ENERGEN	PF DIAMONDBACK
SWD (Bbl/d)	333,000	411,400	744,400
Fresh Water (Bbl/d)	371,200	various	371,200
Crude Oil (Bbl/d)	40,000	~ 50,000	90,000
Natural Gas (Mcf/d)	--	--	--
Total (Bbl/d)	744,200	461,400	1,205,600

Fee Stream	DIAMONDBACK	ENERGEN	PF DIAMONDBACK
SWD (Bbl/d)	256,000	553,000	809,000
Fresh Water (Bbl/d)	369,500	various	369,500
Crude Oil (Bbl/d)	176,000	--	176,000
Natural Gas (Mcf/d)	150,000 ⁽¹⁾	--	150,000
Total (Bbl/d)	826,500	553,000	1,379,500

Energen's extensive midstream assets will add critical mass for midstream value creation opportunities at Diamondback

Source: Company data and public filings.
 (1) Excludes 36,000 Mcf/d compression capacity.

Unrealized Mineral Value Opportunity for Viper

Energen Minerals Ownership

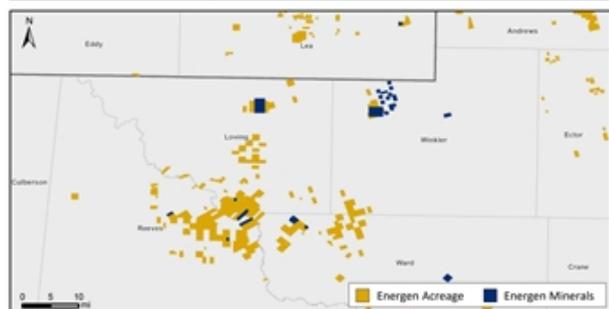
Midland Basin Counties		Net Royalty Acres	Delaware Basin Counties		Net Royalty Acres
Gaines		27	Lea		3
Glasscock		7	Loving		30
Howard		1	Reeves		71
Martin		25	Ward		55
Reagan		11	Winkler		37
Total Midland		71	Total Delaware		195

- ◆ Significant amount of acreage delivering >75% NRI
- ◆ Estimated company wide ~77% NRI delivering \$60-80mm of cash flow related to the >75% NRI at current production

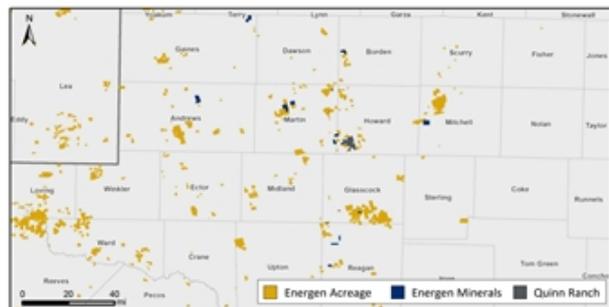
Viper

- ◆ Combination with Energen increases inventory of mineral assets
- ◆ Viper currently trades at 18.1x EV / 2019E EBITDA
 - ◇ Diamondback trades at 7.7x EV / 2019E EBITDA
- ◆ Diamondback does not expect to hold mineral assets on its balance sheet
 - ◇ Mineral assets likely to be sold to Viper at accretive values over time

Delaware Basin Mineral Position



Midland Basin Mineral Position



Energen holds significant unrealized minerals value, to be highlighted through Diamondback's affiliation with Viper

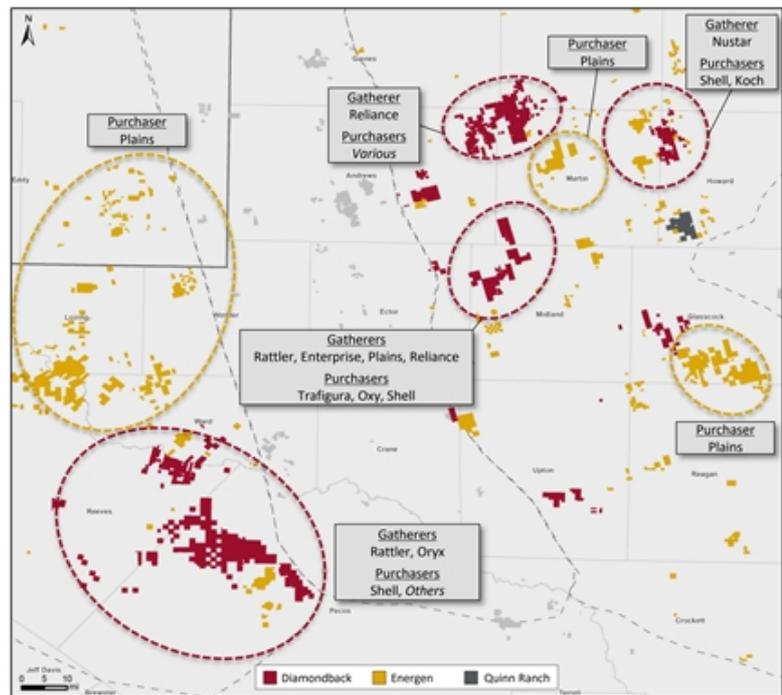
Diamondback and Energen Proactively Addressing Permian Takeaway

Energen

- Energen production supported by Basin-wide flow assurance
- Multi-year term purchasing contracts in place at Midland market prices
 - ~85% of Permian Basin oil production on pipe
- Hedging mitigates exposure to basis differentials
 - ~50,000 Bbls/day of 2019 oil production hedged at (\$5.13)/bbl

Diamondback

- Over 92% of current oil production on pipe; continuing to increase
- Volume-weighted average transport cost to Midland market: \$1.00 - \$1.25/Bbl (ex-Rattler)
- Firm to Midland market on all barrels (ample reserved space on in-basin gathering systems)
- FT agreements cover majority of gross production at fixed discounts to Gulf Coast pricing
- Remainder on term sales priced at Midland market
- Long term: 225,000 bo/d of FT to Gulf Coast markets
 - 100,000 bo/d on EPIC
 - 50,000 bo/d on Gray Oak
- "Wellhead to water" solution



Diamondback has diversified exposure to Gulf Coast pricing, with basis hedges protecting Midland-exposed production

Strategic All-Stock Transaction

Creation of a “Must Own” Large Cap Independent Permian Pure Play

Best-in-Class Operational Efficiencies

Substantial Upside Through Deliverable Synergies and Earnings Potential

Commitment to Delivering Peer-Leading Total Shareholder Returns

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DIAMONDBACK ENERGY, INC. TO ACQUIRE ENERGEN CORPORATION IN ALL-STOCK TRANSACTION

Midland, TX (August 14, 2018) – Diamondback Energy, Inc. (NASDAQ: FANG) (“Diamondback” or the “Company”) and Energen Corporation (NYSE: EGN) or (“Energen”), today announced that they have entered into a definitive agreement under which Diamondback will acquire Energen in an all-stock transaction valued at approximately \$9.2 billion, including Energen’s net debt of \$830 million as of June 30, 2018. The consideration will consist of 0.6442 shares of Diamondback common stock for each share of Energen common stock, representing an implied value to each Energen shareholder of \$84.95 per share based on the closing price of Diamondback common stock on August 13, 2018. The transaction was unanimously approved by the Board of Directors of each company.

TRANSACTION HIGHLIGHTS:

- ◆ Creates the premier large cap Permian independent with peer-leading production growth, cost structure and capital efficiency
- ◆ Over 266,000 net Tier One acres in the Permian Basin, an increase of 57% from Diamondback’s current Tier One acreage of approximately 170,000 net acres (pro forma for previously announced Ajax acquisition)
- ◆ Over 7,000 estimated total net horizontal Permian locations, an increase of over 120% from Diamondback’s current estimated net locations (pro forma for previously announced Ajax acquisition)
- ◆ Combined pro forma Q2 2018 production of over 222 Mboe/d (67% oil), third largest production for a pure play company in the Permian Basin, an increase of 79% from Diamondback’s Q2 2018 production of 124.7 Mboe/d (includes production from the previously announced Ajax acquisition)
- ◆ 390,000 net acres across the Midland and Delaware basins, an increase of 85% from 211,000 net acres as of June 30, 2018 (pro forma for previously announced Ajax acquisition)
- ◆ Immediately accretive in 2019 on key per-share metrics including: earnings per share, cash flow per share, net asset value, production growth per debt-adjusted share and acreage
- ◆ Free cash flow enhancement expected to support increases in return of capital; Diamondback dividend to be maintained and growth in return of capital program to be assessed in 2019
- ◆ Held by production nature of assets allows for development optimization with multi-zone, multi-well pads in both Midland and Delaware Basins
- ◆ Primary deliverable synergies with net present value of \$2.0 billion or more include:
 - Capital Productivity: Drilling, completion and equip (“D,C&E”) well cost savings of up to \$200 per lateral foot across over 2,000 net operated locations in the Midland Basin
 - Estimated annual general and administrative (“G&A”) savings of \$30 – \$40 million
 - Lower cost of capital and accelerated path to investment grade profile
 - Primary deliverable synergies expected to be realized beginning in 2019
- ◆ Secondary synergies with net present value of \$1.0 billion or more include:
 - Capital Productivity: D,C&E well cost savings of up to \$50 per lateral foot across over 1,500 net operated locations in the Delaware Basin
 - Benefits of economies of scale
 - Benefit of overlapping and adjacent acreage in Howard, Martin and Ward counties

- o Lease operating expense reduction
- o High grading of inventory allows for cash flow acceleration and reinvestment
- o “Grow and prune” strategy for non-core assets with cash reinvested into higher return projects
- o Substantial mineral ownership and acreage with net revenue interest greater than 75%, providing compelling drop down opportunities for Viper Energy Partners LP
- o Combination of significant midstream assets across both Midland and Delaware basins
- o Secondary synergies expected to be realized post integration

“This transaction represents a transformational moment for both Diamondback and Energen shareholders as they are set to benefit from owning the premier large cap Permian independent with industry leading production growth, operating efficiency, margins and capital productivity supporting an increasing capital return program. The Energen team has done an outstanding job assembling a portfolio of Tier One acreage in both the Midland and Delaware basins, which, when combined with Diamondback’s current portfolio, will present an extended runway for Diamondback’s record of best-in-class execution and low-cost operations. This transaction also adds critical mass for driving capital efficiencies in what is now truly becoming a manufacturing business. I expect the pro forma company to be able to grow at industry leading rates while returning capital at a competitive yield,” stated Travis Stice, Chief Executive Officer of Diamondback.

Mr. Stice continued, “We look forward to welcoming Energen’s employees as members of the Diamondback team, and applaud them for the hard work and dedication they have put forth to create this opportunity for the two teams to become one. The synergies provided in this transaction, as well as the opportunities for capital improvements provided by increased size and scale, create a truly outstanding value proposition. The combined company’s expected production growth, capital productivity and cost structure will enhance our free cash flow profile to grow our long-term capital return program.”

James McManus, Chairman and Chief Executive Officer of Energen, stated, “We are very pleased about this transaction and believe the combination of the two companies’ quality assets, track record of execution, and peer-leading cost structures will form an even stronger, large-cap independent producer uniquely positioned to drive growth and development in the Permian Basin. This transaction is the outcome of a comprehensive strategic review by Energen’s Board with the assistance of our outside advisors. The process examined our business plan, competitive positioning, and strategic alternatives. We believe this all-stock transaction with Diamondback is the best path forward for our company and provides Energen shareholders with an excellent value for their investment, now and in the future.”

Mr. McManus added, “I also want to take this opportunity to recognize Energen’s biggest strength, our employees, and publicly thank them for their dedication and hard work in driving Energen’s success.”

TRANSACTION DETAILS

Under the terms of the definitive merger agreement, shareholders of Energen will receive 0.6442 shares of Diamondback common stock in exchange for each share of Energen common stock, representing an implied value to each Energen shareholder of \$84.95 per share based on the closing price of Diamondback common stock on August 13, 2018. The consideration represents an approximately 19% premium to Energen’s closing price of \$71.36 on August 13, 2018. Upon closing the transaction, Diamondback shareholders will own approximately 62% of the combined company, and Energen shareholders will own approximately 38%.

The resulting capital structure is consistent with Diamondback's strategy of maintaining a conservative financial profile and will accelerate the Company's path to an investment grade credit rating profile.

The transaction, which is expected to be completed by the end of the fourth quarter of 2018, is subject to the approval of both Diamondback and Energen shareholders, the satisfaction of certain regulatory approvals and other customary closing conditions.

Upon closing, Diamondback's Board of Directors and executive team will remain unchanged. Additionally, the Company will continue to be headquartered in Midland, Texas.

ADVISORS

Citigroup Global Markets, Inc. is acting as exclusive financial advisor to Diamondback, and Akin Gump Strauss Hauer & Feld LLP is acting as legal advisor to Diamondback. J.P. Morgan Securities LLC and Tudor, Pickering, Holt & Co are acting as exclusive financial advisors to Energen, and Wachtell, Lipton, Rosen & Katz is acting as legal advisor to Energen.

CONFERENCE CALL

Diamondback will host a conference call and webcast for investors and analysts to discuss the proposed transaction on Wednesday, August 15, 2018 at 7:30 a.m. CT. Participants should call (877) 440-7573 (United States/Canada) or (253) 237-1144 (International) and use the confirmation code 1539287. A telephonic replay will be available from 10:30 a.m. CT on Wednesday, August 15, 2018 through Wednesday, August 22, 2018 at 10:30 a.m. CT. To access the replay, call (855) 859-2056 (United States/Canada) or (404) 537-3406 (International) and enter confirmation code 1539287. A live broadcast of the earnings conference call will also be available via the internet at www.diamondbackenergy.com under the "Investor Relations" section of the site. A replay will also be available on the website following the call.

About Diamondback Energy, Inc.

Diamondback is an independent oil and natural gas company headquartered in Midland, Texas focused on the acquisition, development, exploration and exploitation of unconventional, onshore oil and natural gas reserves in the Permian Basin in West Texas. For more information, please visit www.diamondbackenergy.com.

About Energen Corporation

Energen Corporation is an oil-focused exploration and production company with operations in the Permian Basin in West Texas and New Mexico. For more information, go to www.energen.com.

Important Information for Investors and Shareholders

This communication does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This communication relates to a proposed business combination between Diamondback and Energen.

In connection with the proposed transaction, Diamondback intends to file with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that will include a joint proxy statement of Diamondback and Energen that also constitutes a prospectus of Diamondback. Each of Diamondback and Energen also plan to file other relevant documents with the SEC regarding the proposed transaction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. Any definitive joint proxy statement/prospectus of for Diamondback and/or Energen (if and when available) will be mailed to shareholders of Diamondback and/or Energen, as applicable.

INVESTORS AND SECURITY HOLDERS OF DIAMONDBACK AND ENERGEN ARE URGED TO READ THE REGISTRATION STATEMENT, JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents containing important information about Diamondback and Energen, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Diamondback will be available free of charge on Diamondback's website at <http://www.diamondbackenergy.com> or by contacting Diamondback's Investor Relations Department by email at IR@Diamondbackenergy.com, alawlis@diamondbackenergy.com, or by phone at 432-221-7467. Copies of the documents filed with the SEC by Energen will be available free of charge on Energen website at <http://www.energen.com> or by phone at 205-326-2634.

Diamondback, Energen and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the directors and executive officers of Energen is set forth in Energen's proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on March 22, 2018. Information about the directors and executive officers of Diamondback is set forth in its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on April 27, 2018. These documents can be obtained free of charge from the sources indicated above.

Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when such materials become available. Investors should read the joint proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from Diamondback or Energen using the sources indicated above.

Forward Looking Statements

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than historical facts, that address activities that Diamondback or Energen assumes, plans, expects, believes, intends or anticipates (and other similar expressions) will, should or may occur in the future are forward-looking statements. The forward-looking statements are based on management's current beliefs, based on currently available information, as to the outcome and timing of future events, including this proposed transaction and the previously announced Ajax transaction. These forward-looking statements involve certain risks and uncertainties that could cause the results to differ materially from those expected by the management of Diamondback or Energen. These include the expected timing and likelihood of completion of the proposed transaction, including the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the proposed transaction that could reduce anticipated benefits or cause the parties to abandon the proposed transaction, the ability to successfully integrate the businesses, the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, the possibility that stockholders of Diamondback may not approve the issuance of new shares of common stock in the proposed transaction or that shareholders of Energen may not approve the merger agreement, the risk that the parties may not be able to satisfy the conditions to the proposed transaction in a timely manner or at all, risks related to disruption of management time from ongoing business operations due to the proposed transaction, the risk that any announcements relating to the proposed transaction could have adverse effects on the market price of Diamondback's common stock or Energen's common stock, the risk of any unexpected costs or expenses resulting from the proposed transaction, the risk of any litigation relating to the proposed transaction, the risk that the proposed transaction and its announcement could have an adverse effect on the ability of Diamondback and Energen to retain customers and retain and hire key personnel and maintain relationships with their suppliers and customers and on their operating results and businesses generally, the risk the pending proposed transaction could distract management of both entities and they will incur substantial costs, the risk that problems may arise in successfully integrating the businesses of the companies, which may result in the combined company not operating as effectively and efficiently as expected, the risk that the combined company may be unable to achieve synergies or other anticipated benefits of the proposed transaction or it may take longer than expected to achieve those synergies or benefits and other important factors that could cause actual results to differ materially from those projected. All such factors are difficult to predict and are beyond Diamondback's or Energen's control, including those detailed in Diamondback's annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K that are available on its website at <http://www.diamondbackenergy.com> and on the SEC's website at <http://www.sec.gov>, and those detailed in Energen's annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K that are available on Energen's website at <http://www.energen.com> and on the SEC's website at <http://www.sec.gov>.

All forward-looking statements are based on assumptions that Diamondback or Energen believe to be reasonable but that may not prove to be accurate. Any forward-looking statement speaks only as of the date on which such statement is made, and Diamondback and Energen undertake no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

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