

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by Registrant

Filed by a Party other than the Registrant

| Check the appropriate box:          |  |
|-------------------------------------|--|
| <input type="checkbox"/>            | Preliminary Proxy Statement  |
| <input type="checkbox"/>            | <b>Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))</b> |
| <input type="checkbox"/>            | Definitive Proxy Statement   |
| <input checked="" type="checkbox"/> | Definitive Additional Materials  |
| <input type="checkbox"/>            | Soliciting Material under § 240.14a-12   |

**DIAMONDBACK ENERGY, INC.**



*(Name of Registrant as Specified In Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

| Payment of Filing Fee (Check the appropriate box): |   |
|--|---|
| <input checked="" type="checkbox"/>                | No fee required   |
| <input type="checkbox"/>                           | Fee paid previously with written preliminary materials  |
| <input type="checkbox"/>                           | Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11 |



#### Online

Go to [www.envisionreports.com/FANG](http://www.envisionreports.com/FANG) or scan the QR code – login details are located in the shaded bar below.



Votes submitted electronically must be received by 1:00 a.m., Central Time, on June 8, 2023.

## Stockholder Meeting Notice

### Important Notice Regarding the Availability of Proxy Materials for Diamondback Energy, Inc.'s Annual Meeting of Stockholders to be Held on June 8, 2023

Under the Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for Diamondback Energy, Inc.'s Annual Meeting of Stockholders are available on the Internet. Follow the instructions below to view the proxy materials and vote online or to request a copy of the proxy materials. We encourage you to access and review the proxy materials before voting. The proxy materials consist of this Notice of the Annual Meeting, the Company's 2022 Annual Report to Stockholders, the Company's 2023 Proxy Statement and the Proxy Card.

This communication is NOT a form for voting and presents only an overview of the more complete proxy materials, which contain important information and are available on the Internet, email or by mail. We encourage you to access and review the proxy materials before voting.

[www.envisionreports.com/FANG](http://www.envisionreports.com/FANG)

#### Easy Online Access – View your proxy materials and vote.



- Step 1: Go to [www.envisionreports.com/FANG](http://www.envisionreports.com/FANG).
- Step 2: Click on **Cast Your Vote** or **Request Materials**.
- Step 3: Follow the instructions on the screen to log in.
- Step 4: Make your selections as instructed on each screen for your delivery preferences.
- Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



**Obtaining a Copy of the Proxy Materials** - If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 26, 2023 to facilitate timely delivery.



2 N O T



## Stockholder Meeting Notice

Diamondback Energy, Inc.'s Annual Meeting of Stockholders will be held on June 8, 2023 at 120 N Robinson Ave, Oklahoma City, Oklahoma 73102, at 11:30 a.m. local time.

Proposals to be voted on at the Annual Meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote FOR each nominee listed in Proposal 1 and FOR Proposals 2, 3, 4, 5 and 6:

1. Election of Directors 01 - Travis D. Stice, 02 - Vincent K. Brooks, 03 - David L. Houston, 04 - Rebecca A. Klein, 05 - Stephanie K. Mains, 06 - Mark L. Plaumann, 07 - Melanie M. Trent, 08 - Frank D. Tsuru and 09 - Steven E. West
2. Proposal to approve, on an advisory basis, the compensation paid to the Company's named executive officers.
3. Proposal to approve amendments to the Company's charter to remove the 66 2/3% supermajority vote requirements for the stockholders to approve certain amendments to the Company's charter and to remove directors from office.
4. Proposal to approve amendments to the Company's charter to provide that stockholders holding at least 25% of the voting power, determined on a net long basis, for at least one year, may call special meetings of stockholders.
5. Proposal to approve amendments to the Company's charter to reflect new Delaware law provisions regarding officer exculpation.
6. Proposal to ratify the appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2023.

**PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Please check the proxy materials for directions to be able to attend the Annual Meeting and vote in person.



### Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to [www.envisionreports.com/FANG](http://www.envisionreports.com/FANG). Click Cast Your Vote or Request Materials.
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Diamondback Energy, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by May 26, 2023.

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