

**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

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- 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):

- No fee required
- Fee computed on the table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with written preliminary materials.
-

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



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MR A SAMPLE
DESIGNATION (IF ANY)
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ADD 3
ADD 4
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ADD 6

Online



Go to 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 6, 2019.

Stockholder Meeting Notice

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**Important Notice Regarding the Availability of Proxy Materials for the Diamondback Energy, Inc.
Annual Stockholder Meeting to be Held on June 6, 2019**

Under the Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for annual stockholders' meeting are available on the Internet. Follow the instructions below to view the proxy materials and vote online or by telephone or to request a copy of the proxy materials. The proxy materials consist of this Notice of the Annual Meeting, the Company's 2018 Annual Report to Stockholders, the Company's 2019 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 or by mail. We encourage you to access and review the proxy materials before voting.

www.envisionreports.com/FANG



Easy Online Access – View your proxy materials and vote.

- Step 1: Go to 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 24, 2019 to facilitate timely delivery.



2 N O T

C O Y



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Stockholder Meeting Notice

Diamondback Energy, Inc.'s Annual Meeting of Stockholders will be held on June 6, 2019 at 1200 North Walker Avenue, Oklahoma City, Oklahoma 73103, at 11:30 a.m. Oklahoma City time.

Proposals to be voted on at the 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 and 4:

1. Election of Directors 01 - Steven E. West, 02 - Travis D. Stice, 03 - Michael L. Hollis, 04 - Michael P. Cross, 05 - David L. Houston, 06 - Mark L. Plaumann, and 07 - Melanie M. Trent
2. Proposal to approve the Company's 2019 Amended and Restated Equity Incentive Plan
3. Proposal to approve, on an advisory basis, the compensation paid to the Company's named executive officers
4. Proposal to ratify the appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2019

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.



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. 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 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 24, 2019.