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): November 13, 2026

DIAMONDBACK ENERGY, INC.
(Exact Name of Registrant as Specified in Charter)

DE	**001-35700**	**45-4502447**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

500 West Texas Ave. **Suite 100** **Midland, TX**	**79701**
(Address of principal executive offices)	(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 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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, par value $0.01 per share	FANG	The Nasdaq Stock Market LLC (NASDAQ Global Select Market)

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 3.02. Unregistered Sales of Equity Securities.

On November 13, 2026, Diamondback Energy, Inc. (the "Company") and Diamondback E&P LLC (the "Purchaser"), a wholly owned subsidiary of the Company, entered into a definitive securities purchase agreement (the "Purchase Agreement") with Double Eagle IV Midco, LLC (the "Spanish Peak Seller") and Double Eagle V Midco, LLC (the "DEV Seller" and, together with the Spanish Peak Seller, the "Sellers"), pursuant to which the Purchaser will acquire (i) from the Spanish Peak Seller, all of the issued and outstanding interests of Spanish Peak Energy, LLC, a Texas limited liability company, and (ii) from the DEV Seller, all of the issued and outstanding interests of Lone Peak Energy, LLC, a Delaware limited liability company, and DE West Texas, LLC, a Delaware limited liability company (the "Pending Acquisition"). Consideration for the Pending Acquisition consists of approximately $2.15 billion in cash and approximately 15.56 million shares of the Company's common stock, par value $0.01 per share (the "Shares"), subject to customary adjustments. The cash portion of this transaction is expected to be funded through a combination of cash on hand, borrowings under the Company's credit facility and/or proceeds from term loans. The Shares will be issued in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), provided by Section 4(a)(2) of the Securities Act as sales by an issuer not involving any public offering. The Pending Acquisition is expected to close on December 21, 2026, subject to the satisfaction of customary closing conditions, including the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

Item 7.01. Regulation FD Disclosure.

On November 16, 2026, the Company issued a press release announcing the Pending Acquisition. A copy of the Company's press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information contained in this Item 7.01 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press release, dated November 16, 2026, entitled "Diamondback Energy, Inc. Announces Core Midland Basin Acquisition."
104	Cover Page Interactive Data File (formatted as Inline XBRL).

Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, including statements regarding the anticipated timing and consummation of the Pending Acquisition and the expected funding of the cash portion of the consideration. Words such as "anticipate," "believe," "expect," "intend," "may," "plan," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that are difficult to predict and, in many cases, beyond the Company's control, and actual outcomes could differ materially from those expressed in such statements. Factors that could cause such differences include, but are not limited to: (i) the possibility that certain conditions to the consummation of the Pending Acquisition may not be satisfied or waived; (ii) the occurrence of any event, change or other circumstance that could give rise to the termination of the Purchase Agreement; and (iii) the risks described in Part I, Item 1A of the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC") on February 25, 2026, and in its subsequent filings with the SEC. You should not place undue reliance on any forward-looking statements, which speak only as of the date of this Current Report on Form 8-K. The Company disclaims any obligation to update or revise any forward-looking statements unless required by applicable law.

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: November 16, 2026

By: /s/ Teresa L. Dick
Name: Teresa L. Dick
Title: Executive Vice President of Accounting and Assistant Secretary

Exhibit 99.1



Diamondback Energy, Inc. Announces Core Midland Basin Acquisition

MIDLAND, Texas, Nov. 16, 2026 (GLOBE NEWSWIRE) -- Diamondback Energy, Inc. (NASDAQ: FANG) ("Diamondback" or "the Company") today announced that it has entered into a definitive purchase agreement to acquire certain subsidiaries of Double Eagle IV Midco, LLC and Double Eagle V Midco, LLC (together "Double Eagle") in exchange for approximately 15.56 million shares of Diamondback common stock and $2.15 billion of cash, subject to customary adjustments (the "Double Eagle Acquisition"). The cash portion of this transaction is expected to be funded through a combination of cash on hand, borrowings under the Company's credit facility and/or proceeds from term loans.

"This acquisition is another important step in Diamondback's continued growth within the Midland Basin. The undeveloped inventory acquired in this transaction significantly increases the operated working interest and net present value of high return projects that we were already going to drill, while also adding more undeveloped inventory to our portfolio throughout the Midland Basin," stated Kaes Van't Hof, Chief Executive Officer and Director of Diamondback.

Mr. Van't Hof continued, "In 2022, as Diamondback gained subsurface understanding of the emerging Barnett zone in the Midland Basin, we decided to combine that understanding with the differentiated land expertise of the Double Eagle team. Today's deal is the culmination of that successful partnership, with Diamondback buying out the 40% of the partnership we did not already own, known as 'netting up' in the oil business. Our confidence in both the quality of the resource and our execution cost structure ahead of large-scale development made this the right time to complete this transaction. Importantly, Diamondback does not need to add a rig or materially alter our development plan as a result of this transaction, ensuring a seamless integration."

Mr. Van't Hof continued, "We are also excited to announce early results from our first full-section Barnett development in Spanish Trail in Midland County. At a recent peak, this project, consisting of four 10,000-foot lateral wells, produced approximately 7.5 MBo/d and 37 MMcf/d, exceeding internal expectations for full-field development and in line with delineation wells in the area. These early results further validate our geologic understanding of the play and provide momentum as we execute full-field Barnett development in 2027 and for years to come."

Cody Campbell and John Sellers, Co-Chief Executive Officers of Double Eagle, commented, "We are pleased to once again partner with Diamondback on this transaction. These assets offer high-quality inventory and meaningful Barnett runway, and we are confident they will be in great hands with an operator that shares our commitment to West Texas. We are proud of what the Double Eagle team has built in the Midland Basin and plan to continue our operating momentum with our multi-rig development program on our remaining assets in Reagan County."

Asset Highlights

- Approximately 176,000 net acres in the core of the Midland Basin
- Estimated 2027 oil production of approximately 35 MBo/d (92 MBoe/d, 38% oil)
- 68% of the asset is undeveloped with over 1,200 estimated gross (495 net) horizontal locations in primary development targets with an average lateral length of more than 11,500 feet; inclusive of 101 gross (46 net) drilled uncompleted wells

Transaction Highlights

- Valued at approximately 4.0x estimated 2027 EBITDA
- Immediately accretive to all relevant financial metrics including Cash Flow[1] per share, Free Cash Flow[2] per share and NAV per share
- Expected to be leverage neutral

[1] Cash Flow defined as operating cash flow before working capital changes

[2] Free Cash Flow defined as cash flow from operating activities before changes in working capital in excess of cash capital expenditures

Timing and Approvals

Diamondback expects the transaction to close on December 21, 2026, subject to the satisfaction of customary closing conditions.

Advisors

Jefferies LLC is serving as lead financial advisor to Diamondback, with Goldman Sachs & Co. LLC also serving as financial advisor to Diamondback. Latham & Watkins LLP is serving as legal advisor to Diamondback.

Vinson & Elkins LLP is serving as legal advisor to Double Eagle.

About Diamondback

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.

Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, which involve risks, uncertainties, and assumptions. All statements, other than statements of historical fact, that Diamondback Energy, Inc. ("Diamondback," the "Company" or "we") makes, including statements regarding future performance; business strategy; future operations (including drilling plans and capital plans); estimates and projections of revenues, losses, costs, expenses, returns, cash flow, and financial position; reserve estimates and its ability to replace or increase reserves; anticipated benefits or other effects of strategic transactions (including the pending Double Eagle Acquisition, the pending Deep Blue acquisition, and other acquisitions, divestitures or reorganizations); and plans and objectives of management (including plans for future cash flow from operations and for executing on environmental strategies and targets) are forward-looking statements. When used in this news release, the words "aim," "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "future," "guidance," "intend," "may," "model," "outlook," "plan," "positioned," "potential," "predict," "project," "seek," "should," "target," "will," "would," and similar expressions (including the negative of such terms) as they relate to the Company are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Although the Company believes that the expectations and assumptions reflected in its forward-looking statements are reasonable as and when made, they involve risks and uncertainties that are difficult to predict and, in many cases, beyond the Company's control. Accordingly, forward-looking statements are not guarantees of future performance and the Company's actual outcomes could differ materially from what the Company has expressed in its forward-looking statements.

Factors that could cause the outcomes to differ materially include (but are not limited to) the following: geopolitics and market conditions, including changes in supply and demand levels for oil, natural gas, and natural gas liquids, and the resulting impact on the price for those commodities; changes in U.S. energy, environmental, monetary and trade policies, including with respect to tariffs or other trade barriers and any resulting trade tensions; actions taken by the members of OPEC and its non-OPEC allies (OPEC+) affecting the production and pricing of oil, as well as other domestic and global political, economic, or diplomatic developments; changes in general economic, business or industry conditions, including changes in foreign currency exchange rates, interest rates, inflation rates, and instability in the financial markets; regional supply and demand factors, including delays, curtailments or interruptions of production, or governmental orders, rules or regulations that impose production limits; federal and state legislative and regulatory initiatives relating to hydraulic fracturing, including the effect of existing and future laws and governmental regulations; physical and transition risks relating to climate change, changing political and social perspectives on climate change and other environmental, social and governance factors, and risks from our publicly disclosed targets related to sustainability and emissions reduction initiatives; challenges in developing our existing leasehold acreage and finding, developing or acquiring additional reserves; restrictions on the use of water, including limits on the use of produced water and a moratorium on new produced water disposal well permits recently imposed by the Texas Railroad Commission in an effort to control induced seismicity in the Permian Basin; significant declines in prices for oil, natural gas, or natural gas liquids, which could require recognition of significant impairment charges; conditions in the capital, financial and credit markets, including the availability and pricing of capital for acquisitions, exploration and development operations; challenges with employee retention and an increasingly competitive labor market; changes in availability or cost of rigs, equipment, raw materials, supplies and oilfield services; changes in safety, health, environmental, tax and other regulations or requirements (including those addressing air emissions, water management, or the impact of global climate change); security threats, including cybersecurity threats and disruptions to our business and operations from breaches of our information technology systems, or from breaches of information technology systems of third parties with whom we transact business; lack of, or disruption in, access to adequate and reliable electrical power, internet and telecommunication infrastructure, information and computer systems, transportation, processing, storage and other facilities for our oil, natural gas and natural gas liquids; failures or delays in achieving expected reserve or production levels from existing and future oil and natural gas developments, including due to operating hazards, drilling risks, or the inherent uncertainties in predicting reserve and reservoir performance; inability to keep pace with technological developments in our industry; failure to meet our obligations under our oil purchase contracts; loss of one or more customers or their inability to meet their obligations; geographical concentration of our primary operations; risks from our return of capital activity, and uncertainties over our future dividends and share repurchases; difficulty in obtaining necessary approvals and permits; severe weather conditions and natural disasters; changes in the financial strength of counterparties to our credit facilities and hedging contracts; our substantial indebtedness and restrictions to our operating and financial flexibility; changes in our credit rating; failure to identify, complete and successfully integrate acquisitions, including the pending Double Eagle Acquisition, the pending Deep Blue acquisition, and other acquisitions, divestitures or reorganizations; the Endeavor stockholders' ability to significantly influence our business and potential conflicts of interest; and those other risks described in Part I, Item 1A of Diamondback's Annual Report on Form 10-K, filed with the SEC on February 25, 2026, and those risks disclosed in its subsequent filings on Forms 10-K, 10-Q and 8-K, which can be obtained free of charge on the SEC's website at http://www.sec.gov and Diamondback's website at www.diamondbackenergy.com/investors.

In light of these factors, the events anticipated by the Company's forward-looking statements may not occur at the time anticipated or at all. Moreover, the Company operates in a very competitive and rapidly changing environment and new risks emerge from time to time. The Company cannot predict all risks, nor can it assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those anticipated by any forward-looking statements it may make. Accordingly, you should not place undue reliance on any forward-looking statements made in this news release. All forward-looking statements speak only as of the date of this news release or, if earlier, as of the date they were made. The Company does not intend to, and disclaims any obligation to, update or revise any forward-looking statements unless required by applicable law.

Non-GAAP Financial Measures

This news release includes certain forward-looking, non-GAAP financial measures, such as estimated 2027 EBITDA, estimated operating cash flow before working capital changes per share and estimated Free Cash Flow per share.

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. The Company defines EBITDA as net income (loss), plus interest expense, net, depreciation, depletion, amortization and accretion, and provision for (benefit from) income taxes. EBITDA is not a measure of net income as determined by United States generally accepted accounting principles ("GAAP"). Management believes EBITDA is useful because the measure allows it to evaluate the Company's operating performance and compare the results of its operations from period to period without regard to its financing methods or capital structure. The Company excludes the items listed above from net income (loss) to determine EBITDA because these amounts can vary substantially from company to company within its industry depending upon accounting methods and book values of assets, capital structures and the method by which the assets were acquired. Further, the Company excludes the effects of significant transactions that may affect earnings but are unpredictable in nature, timing and amount, although they may recur in different reporting periods. EBITDA should not be considered as an alternative to, or more meaningful than, net income as determined in accordance with GAAP or as an indicator of the Company's operating performance. Certain items excluded from 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. The Company's computation of EBITDA may not be comparable to other similarly titled measures of other companies or to such measure in our credit facility or any of our other contracts.

Operating cash flow before working capital changes, which is a non-GAAP financial measure, represents net cash provided by operating activities as determined under GAAP without regard to changes in working capital. The Company believes operating cash flow before working capital changes is a useful measure of an oil and natural gas company's ability to generate cash used to fund exploration, development and acquisition activities and service debt or pay dividends. The Company also uses this measure because changes in working capital relate to the timing of cash receipts and disbursements that the Company may not control and may not relate to the period in which the operating activities occurred.

Free Cash Flow, which is a non-GAAP financial measure, is cash flow from operating activities before changes in working capital in excess of cash capital expenditures. The Company believes that Free Cash Flow is useful to investors as it provides a measure to compare both cash flow from operating activities and additions to oil and natural gas properties across periods on a consistent basis. This measure should not be considered as an alternative to, or more meaningful than, net cash provided by operating activities as an indicator of liquidity. The Company's computation of operating cash flow before working capital changes and Free Cash Flow may not be comparable to other similarly titled measures of other companies. The Company uses Free Cash Flow to reduce debt and increase the return of capital to stockholders as determined by the Board of Directors.

Because the Company provides these measures on a forward-looking basis, it cannot reliably or reasonably predict certain of the necessary components of the most directly comparable forward-looking GAAP measures, such as future impairments, future changes in working capital, future commodity prices, pace of and costs of developing, producing and operating oil and natural gas properties, future changes in interest rates and various other business factors impacting financial results. Accordingly, the Company is unable to present a quantitative reconciliation of such forward-looking, non-GAAP financial measures to the respective most directly comparable forward-looking GAAP financial measures. The unavailable information could have a significant impact on ultimate results.

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