

Diamondback Energy, Inc.
Form 10-K/A
March 12, 2019

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

FORM 10-K/A
Amendment No. 1

ý ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018

OR
o TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934
Commission File Number 001-35700

Diamondback Energy, Inc.
(Exact Name of Registrant As Specified in Its Charter)

Delaware	45-4502447
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification Number)

500 West Texas, Suite 1200	79701
Midland, Texas	
(Address of Principal Executive Offices)	(Zip Code)

(Registrant Telephone Number, Including Area Code): (432) 221-7400

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

Title of Each Class

Common Stock, par value \$0.01 per share

Name of Each
Exchange on
Which
Registered
The Nasdaq
Stock Market
LLC

Securities registered
pursuant to Section
12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No ý

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒ Accelerated Filer ☐

Non-Accelerated Filer ☐ Smaller Reporting Company ☐

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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Aggregate market value of the voting and non-voting common equity held by non-affiliates of registrant as of June 29, 2018 was approximately \$11,455,114,815.

As of February 15, 2019, 164,381,522 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Diamondback Energy, Inc.'s Proxy Statement for the 2019 Annual Meeting of Stockholders are incorporated by reference in Items 10, 11, 12, 13 and 14 of Part III of this Form 10-K

Explanatory Note

This Amendment No. 1 to the Annual Report on Form 10-K of Diamondback Energy, Inc. (the “Company”) for the fiscal year ended December 31, 2018, originally filed on February 25, 2019 (the “Original Filing”), is being filed solely to include a report of Ryder Scott Company, L.P., the Company’s independent oil and gas consultants (“Ryder Scott”), with respect to estimates of proved reserves, as of December 31, 2018, of Energen Corporation (“Energen”), a wholly owned subsidiary of the Company (the “Energen Report”), which reserves were acquired by the Company in the merger with Energen completed on November 29, 2018. The Company is filing the Energen Report, which was inadvertently omitted from the Original Filing, as Exhibit 99.1 to this Form 10-K/A, together with the consent of Ryder Scott included as Exhibit 23.1 to this Form 10-K/A.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Form 10-K/A also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

Except as described above, no other changes have been made to the Original Filing, and this Form 10-K/A does not modify, amend or update in any way any of the financial or other information contained in the Original Filing. This Form 10-K/A does not reflect events that may have occurred subsequent to the filing date of the Original Filing.

EXHIBIT INDEX

The following is a list of all exhibits filed as part of the Annual Report on Form 10-K/A.

Exhibit No.	Description of Exhibits
23.1	<u>Consent of Ryder Scott Company, L.P. with respect to the reserve report of Energen Corporation, a wholly owned subsidiary of the Company.</u>
31.1	<u>Certification of Chief Executive Officer of the Registrant pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.</u>
31.2	<u>Certification of Chief Financial Officer of the Registrant pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.</u>
99.1	<u>Report of Ryder Scott Company, L.P. with respect to an estimate of the proved reserves of Energen Corporation, a wholly owned subsidiary of the Company.</u>

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Annual Report to be signed on its behalf by the undersigned thereunto duly authorized.

DIAMONDBACK ENERGY, INC.

Date: March 12, 2019 /s/ Kaes Van't Hof
Kaes Van't Hof
Chief Financial Officer and Executive Vice
President of Business Development

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