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

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**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): October 20, 2016**

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**DIAMONDBACK ENERGY, INC.**

(Exact Name of Registrant as Specified in Charter)

**45-4502447**

**Delaware**

**001-35700**

(I.R.S. Employer

(State or other jurisdiction of incorporation)

(Commission File Number)

Identification Number)

**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 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
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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## Item 8.01. Other Events.

### *Tender Offer*

On October 21, 2016, Diamondback Energy, Inc. (“Diamondback”) issued a press release announcing that it has commenced a cash tender offer to purchase any and all of its 7.625 % Senior Notes due 2021. A copy of the press release, which summarizes the basic terms of Diamondback’s offer to purchase, is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

### *Notes Offering*

On October 20, 2016, Diamondback issued a press release announcing the pricing at par of the offering of \$500 million aggregate principal amount of its 4.75% Senior Notes due 2024 (the “Notes”) to fund the repurchase of its outstanding 7.625% Senior Notes due 2021. The Notes were offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to certain non-U.S. persons in accordance with Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes offering is expected to close on October 28, 2016, subject to customary closing conditions. A copy of the press release is attached hereto as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. This report is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

## Item 9.01. Financial Statements and Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated October 21, 2016 entitled “Diamondback Energy Launches Tender Offer for Any and All of its 7.625% Senior Notes Due 2021.”
99.2	Press Release dated October 20, 2016 entitled “Diamondback Energy, Inc. Prices \$500 Million Offering of 4.75% Senior Notes to Repurchase its Outstanding 7.625% Senior Notes due 2021.”

**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 thereunto duly authorized.

DIAMONDBACK ENERGY, INC.

Date: October 21, 2016

By: /s/ Teresa L. Dick

Name: Teresa L. Dick

Title: Senior Vice President and Chief Financial Officer



## **Diamondback Energy Launches Tender Offer for Any and All of its 7.625% Senior Notes Due 2021**

MIDLAND, Texas, Oct. 21, 2016 (GLOBE NEWSWIRE) -- Diamondback Energy, Inc. (NASDAQ:FANG) ("Diamondback" or "the Company") today announced that it has commenced a cash tender offer to purchase any and all of its 7.625% Senior Notes due 2021. As of October 20, 2016, Diamondback had \$450 million aggregate principal amount of the notes outstanding. The tender offer is being made pursuant to an offer to purchase and a related letter of transmittal, each dated as of October 21, 2016, and a notice of guaranteed delivery. The tender offer will expire at 5:00 p.m., New York City time, on October 27, 2016, unless extended (the "Expiration Time"). Tendered notes may be withdrawn at any time before the Expiration Time unless extended.

Holders of notes that are validly tendered and accepted at or prior to the Expiration Time, or who deliver to the depository and information agent a properly completed and duly executed Notice of Guaranteed Delivery and subsequently deliver such notes, each in accordance with the instructions described in the Offer to Purchase, will receive total cash consideration of \$1,059.69 per \$1,000 principal amount of notes, plus any accrued and unpaid interest up to, but not including, the settlement date, which is expected to occur on October 28, 2016.

The tender offer is contingent upon, among other things, Diamondback's successful completion of a proposed debt financing transaction, the proceeds of which will be sufficient to fund the purchase of all outstanding notes and to pay all fees and expenses associated with such financing and the tender offer. The tender offer is not conditioned on any minimum amount of notes being tendered. Diamondback may amend, extend or terminate the tender offer in its sole discretion. The Company currently intends to redeem any and all notes that are not validly tendered and purchased by the Company in the tender offer and that remain outstanding.

The tender offer is being made pursuant to the terms and conditions contained in the Offer to Purchase, related Letter of Transmittal and Notice of Guaranteed Delivery, copies of which may be obtained from D.F. King & Co., Inc., the information agent for the offer, by telephone at (800) 864-1460 (toll-free) or for banks and brokers, at (212) 269-5550 (Banks and Brokers only), at the following web address: [www.dfking.com/fang](http://www.dfking.com/fang).

Persons with questions regarding the tender offer should contact the following dealer manager: J.P. Morgan Securities LLC, by telephone at (866) 834-4666 (U.S. toll-free) or (212) 834-4811 (call collect).

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

## 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. Diamondback's activities are primarily focused on the horizontal exploitation of multiple intervals within the Wolfcamp, Spraberry, Bone Spring, Clearfork and Cline formations.

## Forward Looking Statements

Certain statements included in this press release are intended as "forward-looking statements." These statements include assumptions, expectations, predictions, intentions or beliefs about future events, particularly the consummation of the proposed transactions described above. Diamondback cautions that actual future results may vary materially from those expressed or implied in any forward-looking statements. Specifically, Diamondback cannot assure you that the proposed transactions (including the proposed debt financing) described above will be consummated on the terms Diamondback currently contemplates, if at all. Information concerning these and other factors can be found in Diamondback's filings with the SEC, including its Forms 10-K, 10-Q and 8-K, which can be obtained free of charge on the SEC's web site at <http://www.sec.gov>.

Any forward-looking statements made in this press release speak only as of the date of this release and, except as required by law, Diamondback undertakes no obligation to update any forward-looking statement contained in this press release, even if Diamondback's expectations or any related events, conditions or circumstances change. Diamondback is not responsible for any changes made to this release by wire or Internet services.

## Investor Contact:

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## **Diamondback Energy Prices \$500 Million Offering of 4.75% Senior Notes to Repurchase its Outstanding 7.625% Senior Notes Due 2021**

MIDLAND, Texas, Oct. 20, 2016 (GLOBE NEWSWIRE) -- Diamondback Energy, Inc. (NASDAQ:FANG) ("Diamondback") today announced that it has priced at par an offering of \$500 million aggregate principal amount of its 4.75% Senior Notes due 2024 (the "Notes"). The Notes are being sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. The Notes will be issued under a new indenture and will rank equally with Diamondback's other senior indebtedness. The Notes offering is expected to close on October 28, 2016, subject to customary closing conditions. Diamondback expects to use the net proceeds of the Notes offering (i) to repurchase all of its outstanding 7.625% Senior Notes due 2021 accepted for purchase in a proposed tender offer, to pay fees and expenses thereof and to redeem any of the 7.625% Senior Notes due 2021 that remain outstanding after completion of the tender offer and (ii) for general corporate purposes, which may include the funding of a portion of its capital development plans.

The Notes will be general unsecured senior obligations of Diamondback, will be guaranteed on a senior unsecured basis by certain of Diamondback's subsidiaries and will pay interest semi-annually.

The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

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