
**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): September 18, 2018

DIAMONDBACK ENERGY, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35700
(Commission
File Number)

45-4502447
(I.R.S. Employer
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

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 8.01. Other Events.

Notes Offering

On September 18, 2018, Diamondback Energy, Inc. (“Diamondback”) issued a press release announcing that it proposes to offer, subject to market conditions and other factors, \$500.0 million aggregate principal amount of its 4.750% Senior Notes due 2024 (the “Notes”) under its existing indenture, dated as of October 28, 2016 (the “Tack-On Offering”). Diamondback intends to use the net proceeds from the Tack-On Offering to repay the outstanding borrowings under the revolving credit facility of Diamondback O&G LLC, Diamondback’s wholly-owned subsidiary, and for general corporate purposes, which may include a portion of the cash consideration for the pending acquisition of certain assets from Ajax Resources, LLC. The Notes will be offered 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. A copy of the press release is attached hereto as Exhibit 99.1 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

(d) Exhibits.

| <u>Number</u> | <u>Exhibit</u> |
|---------------|---|
| 99.1 | Press release dated September 18, 2018 entitled “Diamondback Energy Launches \$500 Million Tack-On Offering of Senior Notes.” |

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: September 18, 2018

By: /s/ Teresa L. Dick
Teresa L. Dick
Executive Vice President, Chief Financial Officer and Assistant
Secretary



DIAMONDBACK ENERGY LAUNCHES \$500 MILLION TACK-ON OFFERING OF SENIOR NOTES

Midland, TX (September 18, 2018) – Diamondback Energy, Inc. (NASDAQ: FANG) (“Diamondback”) announced today that it proposes to offer, subject to market conditions and other factors, \$500.0 million aggregate principal amount of its 4.750% Senior Notes due 2024 (the “New Notes”) 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 “Tack-On Offering”). The New Notes will be issued as additional securities under the indenture, dated as of October 28, 2016 (the “Indenture”), under which the Company issued \$500.0 million aggregate principal amount of its 4.750% Senior Notes due 2024 on October 28, 2016, all of which were subsequently exchanged for substantially identical notes in the same aggregate principal amount registered under the Securities Act (the “Existing Notes”). The New Notes and the Existing Notes are intended to be treated as a single class of debt securities under the Indenture, provided, however, that depending upon the issue price of the New Notes, the New Notes, may or may not become fungible for U.S. federal income tax purposes with the Existing Notes.

Diamondback intends to use the net proceeds from the Tack-On Offering to repay the outstanding borrowings under its revolving credit facility and for general corporate purposes, which may include funding a portion of the cash consideration for the pending acquisition of certain assets from Ajax Resources, LLC.

The New 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 press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. All statements, other than historical facts, that address activities that Diamondback assumes, plans, expects, believes, intends or anticipates (and other similar expressions) will, should or may occur in the future are forward-looking statements. The forward-looking statements are based on management’s current beliefs, based on currently available information, as to the outcome and timing of future events. These forward-looking statements involve certain risks and uncertainties that could cause the results to differ materially from those expected by the management of Diamondback. Information concerning these risks and other factors can be found in Diamondback’s filings with the Securities and Exchange Commission, including its Forms 10-K, 10-Q and 8-K and any amendments thereto, which can be obtained free of charge on the Securities and Exchange Commission’s web site at <http://www.sec.gov>. Diamondback undertakes no obligation to update or revise any forward-looking statement.

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