FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

1. Name and Address of Reporting Person'

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u>Diamondback Energy, Inc.</u> [ FANG ] Director Officer (give title below) 3. Date of Earliest Transaction (Month/Day/Year) 02/27/2014

HOLDER RANDALL J Other (specify below) (Last) (Middle) (First) VP, General Counsel, Secretary 500 WEST TEXAS, SUITE 1200 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) 79701 Form filed by One Reporting Person **MIDLAND** TXForm filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 7. Nature of Execution Date Indirect (Month/Dav/Year) Beneficial if anv Code (Instr. 5) Beneficially (D) or Indirect Owned Following (Month/Day/Year) 8) (I) (Instr. 4) Ownership (Instr. 4) Reported (A) or (D) Transaction(s) Code Amount Price (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

		(e.g., puts, calls, warrants, options, convertible securities)												
	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		5. Number Derivative Securitie Acquired or Dispos of (D) (Ins 3, 4 and 5	e s I (A) sed str.	6. Date Exerc Expiration Da (Month/Day/Y	ite	7. Title and of Securiti Underlying Derivative (Instr. 3 an	es g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
ı										Amount		(Instr. 4)		

#### Derivative Security or Numbei Date Expiration Code (A) (D) Title Exercisable Restricted Commo 6,840(2) Stock \$0.00 02/27/2014 6,840(2) (2) (2) \$0.00 15,411(2)(3) D Stock Units<sup>(1)</sup>

## Explanation of Responses:

Conversion

or Exercise Price of

- 1. Each restricted stock unit represents a contingent right to receive one share of common stock, par value \$0.01 per share (the "Common Stock"), of Diamondback Energy, Inc. (the "Issuer") and was granted under the Issuer's 2012 Equity Incentive Plan.
- 2. Of the 6,840 restricted stock units reported on this form, 2,280 vested on February 27, 2014 and the remaining restricted stock units will vest in two equal annual installments beginning on January 2, 2015.
- 3. The previously reported 8,571 restricted stock units will vest in two approximately equal annual installments beginning on November 18, 2014.

### Remarks:

1. Title of

Security (Instr. 3)

/s/ Randall J. Holder \*\* Signature of Reporting Person 03/03/2014

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.