

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Diamondback Energy, Inc.

(Exact Name of Registrant As Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1311
(Primary Standard Industrial Classification
Code Number)

45-4502447
(I.R.S. Employer
Identification Number)

500 West Texas
Suite 1225
Midland, Texas 79701
(432) 221-7400

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

Teresa Dick
Chief Financial Officer
Diamondback Energy, Inc.
14301 Caliber Drive
Suite 300
Oklahoma City, Oklahoma 73134
(405) 463-6900

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

Seth R. Molay, P.C.
Akin Gump Strauss Hauer & Feld LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201
(214) 969-4780

J. Michael Chambers
Keith Benson
Latham & Watkins LLP
811 Main Street, Suite 3700
Houston, TX 77002
(713) 546-7416

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If any securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-187857

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

X (Do not check if a smaller reporting company)

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee ⁽³⁾
Common Stock, par value \$0.01 per share	\$575,000	\$29.25	\$16,818,750	\$2,294

- (1) Includes shares of common stock that may be sold to cover the exercise of an over-allotment option granted to the underwriters.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) promulgated under the Securities Act of 1933, as amended.
- (3) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related registration statement on Form S-1 (File No. 333-187857), as amended (the "Initial Registration Statement"), is hereby registered. The registrant previously registered securities with a proposed aggregate offering price of \$130,226,000 on the Initial Registration Statement for which a filing fee of \$17,762.83 was previously paid.

This registration statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), and includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of Akin Gump Strauss Hauer & Feld LLP regarding the validity of the securities being registered and a related consent, the consents of Grant Thornton LLP, the consent of Pinnacle Energy Services, LLC and the consent of Ryder Scott Company, L.P. This registration statement relates to our registration statement on Form S-1 (File No. 333-187857), as amended, including the exhibits and powers of attorney thereto (the “Initial Registration Statement”), initially filed by Diamondback Energy, Inc. on April 11, 2013 and declared effective by the Securities and Exchange Commission (the “Commission”) on May 15, 2013. We are filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock offered by us by 575,000 shares, 75,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares. Pursuant to Rule 462(b) under the Securities Act, the contents of the Initial Registration Statement, including the powers of attorney thereto, are incorporated by reference into this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, State of Texas, on May 15, 2013.

DIAMONDBACK ENERGY, INC.

By: /s/ Travis D. Stice

Travis D. Stice

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on May 15, 2013.

<u>Signature</u>	<u>Title</u>
/s/ Travis D. Stice _____ Travis D. Stice	Chief Executive Officer (Principal Executive Officer) and Director
/s/ Teresa L. Dick _____ Teresa L. Dick	Chief Financial Officer (Principal Financial and Accounting Officer)
↵ _____ Steven E. West	Director
↵ _____ Michael P. Cross	Director
↵ _____ David L. Houston	Director
↵ _____ Mark L. Plaumann	Director
↵ By: /s/ Travis D. Stice _____ Travis D. Stice Attorney-in-Fact	

EXHIBIT INDEX

All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (File No. 333-187857), as amended, are incorporated by reference into, and shall be deemed part of, this registration statement. In addition, the following exhibits are filed herewith:

Exhibit Number	Number Description
5.1	Opinion of Akin Gump Strauss Hauer & Feld LLP.
23.1	Consent of Grant Thornton LLP.
23.2	Consent of Grant Thornton LLP.
23.3	Consent of Pinnacle Energy Services, LLC.
23.4	Consent of Ryder Scott Company.
23.5	Consent of Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page to the Registrant's Registration Statement on Form S-1 (File No. 333-187857) filed with the Commission on April 11, 2013).

[AKIN GUMP STRAUSS HAUER & FELD LLP LETTERHEAD]

May 15, 2013

Diamondback Energy, Inc.
500 West Texas
Suite 1225
Midland, Texas 79701

Re: Diamondback Energy, Inc.
Form S-1 Registration Statement File No. 333-187857 and
Registration Statement filed pursuant to Rule 462(b) promulgated under the
Securities Act of 1933, as amended

Ladies and Gentlemen:

We have acted as special counsel to Diamondback Energy, Inc., a Delaware corporation (the "**Company**"), in connection with the registration of shares of the Company's common stock, par value \$0.01 per share ("**Common Stock**"), pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended (the "**Act**"), filed by the Company with the Securities and Exchange Commission (the "**Commission**") on April 11, 2013 (File No. 333-187857) (as amended, the "**Initial Registration Statement**") and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Act (the "**462(b) Registration Statement**"). The 462(b) Registration Statement relates to the registration of 575,000 shares of Common Stock (the "**Additional Shares**"), including 75,000 shares that may be purchased by the underwriters pursuant to an option to purchase additional shares from the Company under the terms of an underwriting agreement dated May 15, 2013 by and between the Company and Credit Suisse Securities (USA) LLC, as representative of the several underwriters named therein (the "**Underwriting Agreement**").

We have examined originals or certified copies of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies.

Based upon the foregoing and subject to the assumptions, exceptions, qualifications and limitations set forth hereinafter, we are of the opinion that, when the Additional Shares have been issued, sold and delivered in accordance with the terms of the Underwriting Agreement against payment in full of the consideration payable therefor, the Additional Shares will be duly authorized, validly issued, fully paid and non-assessable.

The opinions and other matters in this letter are qualified in their entirety and subject to the following:

- A. We express no opinion as to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware.
- B. This letter is limited to the matters stated herein, and no opinions are implied or may be inferred beyond the opinions expressly stated. We assume herein no obligation, and hereby disclaim any obligation, to make any inquiry after the date hereof or to advise you of any future changes in the foregoing or of any facts or circumstances that may hereafter come to our attention.

We hereby consent to the filing of this letter as an exhibit to the 462(b) Registration Statement and to the use of our name in the related prospectus under the caption "Legal Matters." In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Very truly yours,

/s/ Akin Gump Strauss Hauer & Feld LLP

AKIN GUMP STRAUSS HAUER & FELD LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 1, 2013 with respect to the combined consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2012 of Diamondback Energy, Inc., which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference in this Registration Statement of the aforementioned report.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma
May 15, 2013

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated April 24, 2012, with respect to the statements of revenues and direct operating expenses of working and revenue interests of certain oil and gas properties owned by Gulfport Energy Corporation included in Form S-1 (file number 333-187857) of Diamondback Energy, Inc., incorporated by reference in this Registration Statement. We consent to the incorporation by reference in this Registration Statement of the aforementioned report.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma
May 15, 2013

CONSENT OF PINNACLE ENERGY SERVICES, LLC

We have issued our report letter dated January 25, 2011 for the year ended December 31, 2010 on estimates of proved reserves and future net cash flows of certain oil and natural gas properties located in the Permian Basin of West Texas of Windsor Permian LLC, successor in interest to Windsor Energy Group, LLC. As independent oil and gas consultants, we hereby consent to the use and inclusion of information from the aforementioned report letter in the Registration Statement on Form S-1MEF (the "Registration Statement") of Diamondback Energy, Inc. and all amendments to the Registration Statement.

PINNACLE ENERGY SERVICES LLC

By: /s/ John Paul Dick

Name: John Paul Dick
Title: Manager, Registered Petroleum Engineer

May 15, 2013
Oklahoma City, Oklahoma

CONSENT OF RYDER SCOTT COMPANY, L.P.

We hereby consent to (i) the incorporation by reference in this Registration Statement on Form S-1MEF (the "Registration Statement") of Diamondback Energy, Inc. and any amendments thereto of our report dated January 16, 2013 with respect to the estimates of reserves, future production and income attributable to certain leasehold interests of Diamondback Energy, Inc. as of December 31, 2012 and (ii) the incorporation by reference in the Registration Statement of information from our report dated May 31, 2012 with respect to the estimates of reserves, future production and income attributable to certain leasehold interests of Windsor Permian LLC as of December 31, 2011, in each case with respect to properties located in the Permian Basin in West Texas.

/s/ Ryder Scott Company, L.P.

RYDER SCOTT COMPANY, L.P.

TBPE Firm Registration No. F-1580

Houston, Texas
May 15, 2013