

HOLDER RANDALL J

Form 4

February 25, 2019

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLDER RANDALL J

(Last) (First) (Middle)

**500 WEST TEXAS AVENUE,
SUITE 1200**

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Diamondback Energy, Inc. [FANG]

3. Date of Earliest Transaction
(Month/Day/Year)

02/21/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2019		A	Amount (1) 5,850	(A) or (D) A \$ 0	16,532	D
Common Stock	02/21/2019		A	(2) 6,012	A \$ 0	22,544	D
Common Stock	02/22/2019		F	(3) 2,321	D \$ 102.14	20,223	D
Common Stock	02/22/2019		F	(4) 1,800	D \$ 102.14	18,423	D
Common Stock	02/22/2019		F	(5) 828	D \$ 102.14	17,595	D

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Common Stock 02/22/2019 F 573 ⁽⁶⁾ D \$ 102.14 17,022 D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOLDER RANDALL J
500 WEST TEXAS AVENUE, SUITE 1200
MIDLAND, TX 79701

Executive Vice President

Signatures

/s/Teresa L. Dick, as attorney-in-fact for Randall J.
Holder

02/25/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) These securities are performance-based restricted stock units for the performance period from January 1, 2017 to December 31, 2018 that were granted under the issuer's equity incentive plan on February 16, 2017. All of these performance-based restricted stock units vested as of December 31, 2018 upon certification by the issuer's compensation committee of the applicable performance conditions on February 21, 2019.

(2)

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These securities are performance-based restricted stock units for the performance period from January 1, 2016 to December 31, 2018 that were granted under the issuer's equity incentive plan on January 19, 2016. All of these performance-based restricted stock units vested as of December 31, 2018 upon certification by the issuer's compensation committee of the applicable performance conditions on February 21, 2019.

- (3) The issuer withheld shares of common stock that would have otherwise been issuable to the reporting person to satisfy the issuer's tax withholding obligations in connection with the vesting and settlement of the performance-based restricted stock units granted on February 16, 2017 and vested upon certification by the issuer's compensation committee on February 21, 2019. The number of shares of common stock withheld was determined based on the closing price per share of the issuer's common stock on February 22, 2019.

- (4) The issuer withheld shares of common stock that would have otherwise been issuable to the reporting person to satisfy the issuer's tax withholding obligations in connection with the vesting and settlement of the performance-based restricted stock units granted on January 19, 2016 and vested upon certification by the issuer's compensation committee on February 21, 2019. The number of shares of common stock withheld was determined based on the closing price per share of the issuer's common stock on February 22, 2019.

- (5) The issuer withheld shares of common stock that would have otherwise been issuable to the reporting person to satisfy the issuer's tax withholding obligations in connection with the vesting and settlement on February 22, 2019 of the third tranche of the time-based restricted stock units granted to the reporting person on February 16, 2017. The number of shares of common stock withheld was determined based on the closing price per share of the issuer's common stock on February 22, 2019.

- (6) The issuer withheld shares of common stock that would have otherwise been issuable to the reporting person to satisfy the issuer's tax withholding obligations in connection with the vesting and settlement on February 22, 2019 of the second tranche of the time-based restricted stock units granted to the reporting person on February 13, 2018. The number of shares of common stock withheld was determined based on the closing price per share of the issuer's common stock on February 22, 2019.

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

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