

Diamondback Energy, Inc.
Form 8-K
November 30, 2018

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): November 27, 2018

DIAMONDBACK ENERGY, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction

of incorporation)

500 West Texas

001-35700
(Commission

File Number)

45-4502447
(I.R.S. Employer

Identification Number)

79701

Suite 1200

Midland, Texas

**(Address of principal executive
offices)**

(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 5.07. Submission of Matters to a Vote of Security Holders.

On November 27, 2018, Diamondback Energy, Inc. (the Company) held a Special Meeting of the Company's stockholders (the Special Meeting) at 1200 N Walker Ave, Oklahoma City, Oklahoma. At the Special Meeting, the Company's stockholders voted on and approved a proposal (the Proposal) for the issuance of shares of the Company's common stock in connection with the merger (the Merger) between Sidewinder Merger Sub Inc. (the Merger Sub), a wholly owned subsidiary of the Company, and Energen Corporation (Energen), as contemplated by the Agreement and Plan of Merger, dated August 14, 2018, by and among the Company, the Merger Sub and Energen. Prior to the Special Meeting, the Company delivered a joint proxy statement/prospectus (the Proxy Statement) to its stockholders describing the Special Meeting, the Proposal, the Merger and related information. The Proxy Statement was filed with the Securities and Exchange Commission on October 25, 2018.

As disclosed in the Proxy Statement, as of the close of business on October 19, 2018, the record date for the Special Meeting, there were 98,673,931 shares of the Company's common stock outstanding and entitled to vote at the Special Meeting, and no shares of preferred stock were outstanding. At the Special Meeting, 89,291,725 shares of the Company's common stock were represented in person or by proxy, which constituted a quorum to conduct business at the Special Meeting. The following are the final voting results on the Proposal, which is more fully described in the Proxy Statement.

For	Against	Abstain	Non-Votes
89,180,492	44,181	67,052	9,382,206

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: November 30, 2018

By: /s/ Teresa L. Dick
Name: Teresa L. Dick
Executive Vice President and Chief Financial
Title: Officer