

Diamondback Energy, Inc.
Form SC 13D/A
November 20, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D A/8

Under the Securities Exchange Act of 1934
(Amendment No. 8)*
Diamondback Energy, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

25278X109
(CUSIP Number)

Arthur H. Amron, Esq.
Wexford Capital LP
411 West Putnam Avenue
Greenwich, CT 06830
(203) 862-7012
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 17, 2014
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or other subject to the liabilities of that section of Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 25278X109

| | | | |
|----|---|---|--|
| 1 | Names of Reporting Person. | DB Energy Holdings LLC | |
| 2 | Check the Appropriate Box if a Member of a Group | | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC Use Only | | |
| 4 | Source of Funds (See Instructions) | | OO |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | <input type="checkbox"/> |
| 6 | Citizenship or Place of Organization | Delaware | |
| 7 | Number of Sole Voting Power Shares | | 0 |
| 8 | Beneficially Owned by Each Reporting Person | Shared Voting Power (see Item 5,498,795 below) | |
| 9 | Sole Dispositive Power | | 0 |
| 10 | With 10 | Shared Dispositive Power (see Item 5,498,795 below) | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 5,498,795 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | <input type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | | 9.7% |
| 14 | Type of Reporting Person | HC | |

CUSIP No. 25278X109

| | | | |
|---------------|---|-----------------------------|----------------|
| 1 | Names of Reporting Person. | Wexford Spectrum Fund, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group | | (a) p (b) o |
| 3 | SEC Use Only | | |
| 4 | Source of Funds (See Instructions) | | OO |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | o |
| 6 | Citizenship or Place of Organization | Delaware | |
| Number of7 | Sole Voting Power | | 0 |
| S h a r e s | | | |
| Beneficially8 | Shared Voting Power (see Item 5 below) | 65,605 | |
| Owned by | | | |
| E a c h | | | |
| Reporting9 | Sole Dispositive Power | | 0 |
| P e r s o n | | | |
| With 10 | Shared Dispositive Power (see Item 5 below) | 65,605 | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 65,605 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | o |
| 13 | Percent of Class Represented by Amount in Row (11) | | 0.1% |
| 14 | Type of Reporting Person | PN | |

CUSIP No. 25278X109

1 Names of Reporting Person. Wexford Catalyst Fund, L.P.

2 Check the Appropriate Box if a Member of a Group
 (a) p
 (b) o

3 SEC Use Only

4 Source of Funds (See Instructions) OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

6 Citizenship or Place of Organization Delaware

Number of7 Shares Sole Voting Power 0

Beneficially8 Owned by Each Reporting Person Shared Voting Power (see Item 5 below) 10,364

9 Sole Dispositive Power 0

With 10 Shared Dispositive Power (see Item 5 below) 10,364

11 Aggregate Amount Beneficially Owned by Each Reporting Person 10,364

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

o
 13 Percent of Class Represented by Amount in Row (11) 0.0%

14 Type of Reporting Person PN

CUSIP No. 25278X109

| | | | |
|---------------|---|------------------------------------|----------------|
| 1 | Names of Reporting Person. | Spectrum Intermediate Fund Limited | |
| 2 | Check the Appropriate Box if a Member of a Group | | (a) p (b) o |
| 3 | SEC Use Only | | |
| 4 | Source of Funds (See Instructions) | | OO |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | o |
| 6 | Citizenship or Place of Organization | Cayman Island | |
| Number of7 | Sole Voting Power | | 0 |
| S h a r e s | | | |
| Beneficially8 | Shared Voting Power (see Item 5 217,017 | | |
| Owned by | below) | | |
| E a c h | | | |
| Reporting9 | Sole Dispositive Power | | 0 |
| P e r s o n | | | |
| With 10 | Shared Dispositive Power (see Item 217,017 | | |
| | 5 below) | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 217,017 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | o |
| 13 | Percent of Class Represented by Amount in Row (11) | 0.4% | |
| 14 | Type of Reporting Person | | OO |

CUSIP No. 25278X109

| | | | |
|---------------|---|------------------------------------|--|
| 1 | Names of Reporting Person. | Catalyst Intermediate Fund Limited | |
| 2 | Check the Appropriate Box if a Member of a Group | | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC Use Only | | |
| 4 | Source of Funds (See Instructions) | | OO |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | <input type="checkbox"/> |
| 6 | Citizenship or Place of Organization | Cayman Island | |
| Number of7 | Sole Voting Power | | 0 |
| S h a r e s | | | |
| Beneficially8 | Shared Voting Power (see Item 5 below) | 40,666 | |
| Owned by | | | |
| E a c h | | | |
| Reporting9 | Sole Dispositive Power | | 0 |
| P e r s o n | | | |
| With 10 | Shared Dispositive Power (see Item 5 below) | 40,666 | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 40,666 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | <input type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | 0.1% | |
| 14 | Type of Reporting Person | | OO |

CUSIP No. 25278X109

| | | | |
|---------------|---|--------------------|--|
| 1 | Names of Reporting Person. | Wexford Capital LP | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC Use Only | | |
| 4 | Source of Funds | | OO |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | <input type="checkbox"/> |
| 6 | Citizenship or Place of Organization | Delaware | |
| Number of7 | Sole Voting Power | | 0 |
| S h a r e s | | | |
| Beneficially8 | Shared Voting Power (see Item 5,842,269 Owned by | | |
| E a c h | below) | | |
| Reporting9 | Sole Dispositive Power | | 0 |
| P e r s o n | | | |
| With 10 | Shared Dispositive Power (see Item 5,842,269 5 below) | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 5,842,269 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | <input type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | 10.3% | |
| 14 | Type of Reporting Person | PN | |

CUSIP No. 25278X109

| | | | |
|---------------|---|----------------|--|
| 1 | Names of Reporting Person. | Wexford GP LLC | |
| 2 | Check the Appropriate Box if a Member of a Group | | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC Use Only | | |
| 4 | Source of Funds (See Instructions) | | OO |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | <input type="checkbox"/> |
| 6 | Citizenship or Place of Organization | Delaware | |
| Number of7 | Sole Voting Power | | 0 |
| S h a r e s | | | |
| Beneficially8 | Shared Voting Power (see Item 5,842,269 Owned by | | |
| E a c h | below) | | |
| Reporting9 | Sole Dispositive Power | | 0 |
| P e r s o n | | | |
| With 10 | Shared Dispositive Power (see Item 5,842,269 | | |
| | 5 below) | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 5,842,269 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | <input type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | 10.3% | |
| 14 | Type of Reporting Person | | OO |

CUSIP No. 25278X109

- 1 Names of Reporting Person. Charles E. Davidson
- 2 Check the Appropriate Box if a Member of a Group
(See Instructions)
- (a) p
(b) o
- 3 SEC Use Only
- 4 Source of Funds OO
- 5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization United States
- Number of7 Sole Voting Power 0
S h a r e s
- Beneficially8 Shared Voting Power (see Item 5,842,269
Owned by below)
- E a c h Reporting9 Sole Dispositive Power 0
P e r s o n
- With 10 Shared Dispositive Power (see Item 5,842,269
5 below)
- 11 Aggregate Amount Beneficially Owned by 5,842,269
Each Reporting Person
- 12 Check if the Aggregate Amount in Row (11) Excludes
Certain Shares o
- 13 Percent of Class Represented by 10.3%
Amount in Row (11)
- 14 Type of Reporting Person IN

CUSIP No. 25278X109

| | | | |
|---------------|---|------------------|--|
| 1 | Names of Reporting Person. | Joseph M. Jacobs | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC Use Only | | |
| 4 | Source of Funds | | OO |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | <input type="checkbox"/> |
| 6 | Citizenship or Place of Organization | United States | |
| Number of7 | Sole Voting Power | | 0 |
| S h a r e s | | | |
| Beneficially8 | Shared Voting Power (see Item 55,842,269 Owned by below) | | |
| E a c h | | | |
| Reporting9 | Sole Dispositive Power | | 0 |
| P e r s o n | | | |
| With 10 | Shared Dispositive Power (see Item 5,842,269 5 below) | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 5,842,269 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | <input type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | 10.3% | |
| 14 | Type of Reporting Person | IN | |

SCHEDULE 13D A/8

This Amendment No. 8 to Schedule 13D (this "Amendment No. 8") modifies and supplements the Schedule 13D initially filed on October 22, 2012, as amended by Amendment No. 1 filed on December 11, 2012, Amendment No. 2 filed on July 2, 2013, Amendment No. 3 filed on November 18, 2013, Amendment No. 4 filed on March 4, 2014; Amendment No. 5 filed on March 26, 2014, Amendment No. 6 filed on July 3, 2014 and Amendment No. 7 filed on September 25, 2014 (the "Statement"), with respect to the common stock, \$0.01 par value per share (the "Common Stock"), of Diamondback Energy, Inc. (the "Issuer"). Except to the extent supplemented or amended by the information contained in this Amendment No. 8, the Statement remains in full force and effect. Capitalized terms used herein without definition have the respective meanings ascribed to them in the Statement.

Item 4. Purpose of the Transaction

Item 4 is hereby amended to add the following:

The Funds entered into that certain Underwriting Agreement with Credit Suisse Securities (USA) LLC (the "Underwriter"), the Issuer and Gulfport Energy Corporation (the "Underwriting Agreement"), providing for an underwritten public offering of shares of Common Stock by the Funds and Gulfport Energy Corporation. Pursuant to the Underwriting Agreement, DB Holdings, WSF, WCF, SIF and CIF agreed to sell to the Underwriter, and the Underwriter agreed to buy, 997,477, 11,900, 1,881, 39,365 and 7,377 shares of Common Stock, respectively (the "Firm Offering"), under the Issuer's effective registration statement on Form-S-3ASR (File No. 333-192099), including a base prospectus, filed with the Securities and Exchange Commission (the "Commission") which became effective immediately upon filing with the Commission on November 5, 2013, a preliminary prospectus supplement dated November 12, 2014 and the final prospectus supplement filed by the Issuer with the Commission on November 14, 2014, as filed with the Commission pursuant to Rule 424(b)(5) under the Securities Act. The Underwriter was also granted a 30-day option to purchase up to an additional 282,837, 3,374, 534, 11,162 and 2,093 shares of Common Stock from DB Holdings, WSF, WCF, SIF and CIF, respectively (the "Optional Offering" and, together with the Firm Offering, the "Offering"). This 30-day option was exercised in full on November 13, 2014. The purchase price paid by the Underwriter to the Funds for the shares sold in the Offering was \$64.54 per share after underwriting discounts and commissions. The Offering closed on November 17, 2014.

In connection with its entry into the Underwriting Agreement, each of the Funds entered into a Lock-Up Agreement on November 12, 2014 (collectively, the "Lock Up Agreements"), pursuant to which each Fund agreed that, subject to certain exceptions, it will not offer, sell, contract to sell, pledge, or otherwise dispose of, directly or indirectly, any shares of Common Stock or securities convertible into or exchangeable or exercisable for any shares of Common Stock, enter into a transaction that would have the same effect, or enter into any swap, hedge or other arrangement that transfers, in whole or in part, any of the economic consequences of ownership of Common Stock, whether any of these transactions are to be settled by delivery of Common Stock or other securities, in cash or otherwise, or publicly disclose the intention to make any offer, sale, pledge or disposition, or to enter into any transaction, swap, hedge or other arrangement, without in each case, the prior written consent of the Underwriter for a period of 30 days after the date of the final prospectus for the Offering. Subject to the restrictions on transfers set forth in the Lock-Up Agreements discussed above, the Funds may sell additional shares of Common Stock in the future, but have no present plans to do so except for the sale of shares in the Optional Offering to the extent the Underwriter exercises its option to purchase such shares.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety with the following:

(a)-(b) The aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Persons (on the basis of a total of 56,752,819 shares of Common Stock outstanding as of November 12, 2014, as reported by the Issuer in the prospectus filed by the Issuer pursuant to Rule 424(b) under the Securities Act with the Commission on November 14, 2014 are as follows:

DB Energy Holdings LLC

| | | |
|------|--|------------------|
| a) | Amount beneficially owned: 5,498,795 | Percentage: 9.7% |
| b) | Number of shares to which the Reporting Person has: | |
| i. | Sole power to vote or to direct the vote: | 0 |
| ii. | Shared power to vote or to direct the vote: | 5,498,795 |
| iii. | Sole power to dispose or to direct the disposition of: | 0 |
| iv. | Shared power to dispose or to direct the disposition of: | 5,498,795 |

Wexford Spectrum Fund, L.P.

| | | |
|------|--|------------------|
| a) | Amount beneficially owned: 65,605 | Percentage: 0.1% |
| b) | Number of shares to which the Reporting Person has: | |
| i. | Sole power to vote or to direct the vote: | 0 |
| ii. | Shared power to vote or to direct the vote: | 65,605 |
| iii. | Sole power to dispose or to direct the disposition of: | 0 |
| iv. | Shared power to dispose or to direct the disposition of: | 65,605 |

Wexford Catalyst Fund, L.P.

| | | |
|------|--|------------------|
| a) | Amount beneficially owned: 10,364 | Percentage: 0.0% |
| b) | Number of shares to which the Reporting Person has: | |
| i. | Sole power to vote or to direct the vote: | 0 |
| ii. | Shared power to vote or to direct the vote: | 10,364 |
| iii. | Sole power to dispose or to direct the disposition of: | 0 |
| iv. | Shared power to dispose or to direct the disposition of: | 10,364 |

Spectrum Intermediate Fund Limited

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| | | |
|------|--|------------------|
| a) | Amount beneficially owned: 217,017 | Percentage: 0.4% |
| b) | Number of shares to which the Reporting Person has: | |
| i. | Sole power to vote or to direct the vote: | 0 |
| ii. | Shared power to vote or to direct the vote: | 217,017 |
| iii. | Sole power to dispose or to direct the disposition of: | 0 |
| iv. | Shared power to dispose or to direct the disposition of: | 217,017 |

Catalyst Intermediate Fund Limited

| | | |
|------|--|------------------|
| a) | Amount beneficially owned: 40,666 | Percentage: 0.1% |
| b) | Number of shares to which the Reporting Person has: | |
| i. | Sole power to vote or to direct the vote: | 0 |
| ii. | Shared power to vote or to direct the vote: | 40,666 |
| iii. | Sole power to dispose or to direct the disposition of: | 0 |
| iv. | Shared power to dispose or to direct the disposition of: | 40,666 |

Wexford Capital LP

| | | |
|------|--|-------------------|
| a) | Amount beneficially owned: 5,842,269 | Percentage: 10.3% |
| b) | Number of shares to which the Reporting Person has: | |
| i. | Sole power to vote or to direct the vote: | 0 |
| ii. | Shared power to vote or to direct the vote: | 5,842,269 |
| iii. | Sole power to dispose or to direct the disposition of: | 0 |
| iv. | Shared power to dispose or to direct the disposition of: | 5,842,269 |

Wexford GP LLC

| | | |
|------|---|-------------------|
| a) | Amount beneficially owned: 5,842,269 | Percentage: 10.3% |
| b) | Number of shares to which the Reporting Person has: | |
| i. | Sole power to vote or to direct the vote: | 0 |
| ii. | Shared power to vote or to direct the vote: | 5,842,269 |
| iii. | | 0 |

- Sole power to dispose or to direct the disposition of:
- iv. Shared power to dispose or to direct the disposition of: 5,842,269

Charles E. Davidson

- a) Amount beneficially owned: 5,842,269 Percentage: 10.3%
- b) Number of shares to which the Reporting Person has:
 - i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 5,842,269
 - iii. Sole power to dispose or to direct the disposition of: 0
 - iv. Shared power to dispose or to direct the disposition of: 5,842,269

Joseph M. Jacobs

- a) Amount beneficially owned: 5,842,269 Percentage: 10.3%
- b) Number of shares to which the Reporting Person has:
 - i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 5,842,269
 - iii. Sole power to dispose or to direct the disposition of: 0
 - iv. Shared power to dispose or to direct the disposition of: 5,842,269

The total shares of Common Stock reported as beneficially owned by each of Wexford Capital, Wexford GP, Mr. Davidson and Mr. Jacobs include the shares of Common Stock reported as beneficially owned by the Funds and Wexford Capital. Wexford Capital may, by reason of its status as manager or investment manager of the Funds, be deemed to own beneficially the securities of which the Funds possess beneficial ownership. Wexford GP may, as the General Partner of Wexford Capital, be deemed to own beneficially the securities of which the Funds possess beneficial ownership. Each of Davidson and Jacobs may, by reason of his status as a controlling person of Wexford GP, be deemed to own beneficially the securities of which the Funds possess beneficial ownership. Each of Wexford Capital, Wexford GP, Davidson and Jacobs shares the power to vote and to dispose of the securities beneficially owned by the Funds. Each of Wexford Capital, Wexford GP, Davidson and Jacobs disclaims beneficial ownership of the securities owned by the Funds and this report shall not be deemed as an admission that they are the beneficial owners of such securities except, in the case of Davidson and Jacobs, to the extent of their respective interests in the Funds.

(c) Except as set forth in Item 4 above none of the Reporting Persons has effected any Transactions in common stock during the 60 days and as previously reported in Amendment No. 7 to this Statement, proceeding the date of this Amendment No.8.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended to include the following:

In addition to the contracts, arrangements, understandings and/or relationships previously disclosed by the Reporting Persons under Item 6 of the Statement, as previously amended, the Funds entered into the Underwriting Agreement and the Lock-Up Agreements on November 12, 2014 in connection with the Offering. The Underwriting Agreement, the Lock-Up Agreements and the Offering are described in more detail under Item 4 above. The Underwriting Agreement, as well as a form of the Funds' lock-up letter attached as Exhibit B thereto, was filed by the Issuer with the Commission as Exhibit 10.1 to its Current Report on Form 8-K on November 18, 2014 and is incorporated by reference as Exhibit A herein.

Item 7. Material to be Filed as Exhibits

Exhibit A: Underwriting Agreement, dated November 12, 2014, by and among the Funds, the Issuer, Gulfport Energy Corporation and the Underwriter (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed by the Company with the Commission on November 18, 2014).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 20, 2014 Company Name

DB ENERGY HOLDINGS LLC

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

WEXFORD SPECTRUM
FUND, L.P.

By: Wexford Spectrum
Advisors, L.P.
By: Wexford Spectrum
Advisors GP LLC

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

WEXFORD CATALYST
FUND, L.P.

By: Wexford Catalyst
Advisors, L.P.
By: Wexford Catalyst
Advisors GP LLC

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

SPECTRUM INTERMEDIATE
FUND LIMITED

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

CATALYST INTERMEDIATE
FUND LIMITED

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By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

WEXFORD CAPITAL LP

By: Wexford GP LLC,
its General Partner

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

WEXFORD GP LLC

By: /s/ Arthur H. Amron
Name: Arthur H. Amron
Title: Vice President and
Assistant Secretary

/s/ Joseph M. Jacobs
JOSEPH M. JACOBS

/s/ Charles E. Davidson
CHARLES E. DAVIDSON

