

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2013-05-16**  
SEC Accession No. [0001048462-13-000027](#)

(HTML Version on [secdatabase.com](http://secdatabase.com))

### SUBJECT COMPANY

#### **EPL OIL & GAS, INC.**

CIK:[750199](#) | IRS No.: **721409562** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-60717** | Film No.: **13852451**  
SIC: **1311** Crude petroleum & natural gas

#### Mailing Address

*201 ST CHARLES AVENUE  
SUITE 3400  
NEW ORLEANS LA 70170*

#### Business Address

*201 ST CHARLES AVENUE  
SUITE 3400  
NEW ORLEANS LA 70170  
5045691875*

### FILED BY

#### **WEXFORD CAPITAL LP**

CIK:[1048462](#) | IRS No.: **061442624** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

#### Mailing Address

*411 W PUTNAM AVENUE  
GREENWICH CT 06830*

#### Business Address

*411 W PUTNAM AVENUE  
GREENWICH CT 06830  
2038627000*

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 8)\*

**EPL OIL & GAS, INC.**  
(Name of Issuer)

**Shares of Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

**26883D1081**  
(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)

**May 7, 2013**  
(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. 26883D1081

1	Names of Reporting Person.	Debello Investors 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 of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power	0
	8	Shared Voting Power (see Item 5 below)	280,969
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power (see Item 5 below)	280,969
11	Aggregate Amount Beneficially Owned by Each Reporting Person	280,969	
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)	0.72%	
14	Type of Reporting Person	OO	

CUSIP No. 26883D1081

1	Names of Reporting Person.	Wexford Catalyst Investors 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 of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power	0
	8	Shared Voting Power (see Item 5 below)	623,615
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power (see Item 5 below)	623,615
11	Aggregate Amount Beneficially Owned by Each Reporting Person	623,615	
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)	1.59%	
14	Type of Reporting Person	OO	

CUSIP No. 26883D1081

1	Names of Reporting Person.	Wexford Catalyst Trading Limited	
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	Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power	0
	8	Shared Voting Power (see Item 5 below)	18,307
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power (see Item 5 below)	18,307
11	Aggregate Amount Beneficially Owned by Each Reporting Person	18,307	
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)	0.05%	
14	Type of Reporting Person	CO	

CUSIP No. 26883D1081

1	Names of Reporting Person.	Wexford Spectrum Fund, L.P.	
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 of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power	0
	8	Shared Voting Power (see Item 5 below)	1,432,534
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power (see Item 5 below)	1,432,534
11	Aggregate Amount Beneficially Owned by Each Reporting Person	1,432,534	
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)	3.65%	
14	Type of Reporting Person	PN	

CUSIP No. 26883D1081

1	Names of Reporting Person.	Spectrum Intermediate Fund Limited
2	Check the Appropriate Box if a Member of a Group	(a) <input checked="" 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 of Shares Beneficially Owned by Each Reporting Person With	
7	Sole Voting Power	0
8	Shared Voting Power (see Item 5 below)	1,406,336
9	Sole Dispositive Power	0
10	Shared Dispositive Power (see Item 5 below)	1,406,336
11	Aggregate Amount Beneficially Owned by Each Reporting Person	1,406,336
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)	3.58%%
14	Type of Reporting Person	CO

CUSIP No. 26883D1081

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 of Shares Beneficially Owned by Each Reporting Person With	
7	Sole Voting Power	0
8	Shared Voting Power (see Item 5 below)	3,803,709
9	Sole Dispositive Power	0
10	Shared Dispositive Power (see Item 5 below)	3,803,709
11	Aggregate Amount Beneficially Owned by Each Reporting Person	3,803,709
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)	9.69%%
14	Type of Reporting Person	PN



CUSIP No. 26883D1081

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 of Shares Beneficially Owned by Each Reporting Person With	
	7	Sole Voting Power 0
	8	Shared Voting Power (see Item 5 below) 3,803,709
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power (see Item 5 below) 3,803,709
11	Aggregate Amount Beneficially Owned by Each Reporting Person	3,803,709
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)	9.69%%
14	Type of Reporting Person	OO

CUSIP No. 26883D1081

1 Names of Reporting Person. Charles E. Davidson

2 Check the Appropriate Box if a Member of a Group  
(See Instructions) (a)   
(b)

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)

6 Citizenship or Place of Organization United States

Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power	0
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	8	Shared Voting Power (see Item 5 below)	3,803,709
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	9	Sole Dispositive Power	0
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	10	Shared Dispositive Power (see Item 5 below)	3,803,709
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11 Aggregate Amount Beneficially Owned by Each Reporting Person 3,803,709

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

13 Percent of Class Represented by Amount in Row (11) 9.69%%

14 Type of Reporting Person IN

CUSIP No. 26883D1081

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 of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power	0
	8	Shared Voting Power (see Item 5 below)	3,803,709
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power (see Item 5 below)	3,803,709
11	Aggregate Amount Beneficially Owned by Each Reporting Person	3,803,709	
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)	9.69%%	
14	Type of Reporting Person	IN	



(iv) Shared power to dispose or to direct the disposition of: 623,615

**Wexford Catalyst Trading Limited**

(a) Amount beneficially owned: 18,307 Percent0.05% of class:

(b) Number of shares as to which the person has:  
(i) Sole power to vote or to direct the vote: 0  
(ii) Shared power to vote or to direct the vote: 18,307  
(iii) Sole power to dispose or to direct the disposition of: 0  
(iv) Shared power to dispose or to direct the disposition of: 18,307

**Wexford Spectrum Fund, L.P.**

(a) Amount beneficially owned: 1,432,534 Percent3.65% of class:

(b) Number of shares as to which the person has:  
(i) Sole power to vote or to direct the vote: 0  
(ii) Shared power to vote or to direct the vote: 1,432,534  
(iii) Sole power to dispose or to direct the disposition of: 0  
(iv) Shared power to dispose or to direct the disposition of: 1,432,534

**Spectrum Intermediate Fund Limited**

(a) Amount beneficially owned: 1,406,336 Percent3.58%% of class:

(b) Number of shares as to which the person has:  
(i) Sole power to vote or to direct the vote: 0  
(ii) Shared power to vote or to direct the vote: 1,406,336  
(iii) Sole power to dispose or to direct the disposition of: 0  
(iv) Shared power to dispose or to direct the disposition of: 1,406,336

**Wexford Capital LP**

(a) Amount beneficially owned: 3,803,709 Percent9.69%% of class:

(b) Number of shares as to which the person has:  
(i) Sole power to vote or to direct the vote: 0  
(ii) Shared power to vote or to direct the vote: 3,803,709  
(iii) Sole power to dispose or to direct the disposition of: 0  
(iv) Shared power to dispose or to direct the disposition of: 3,803,709

**Wexford GP LLC**

(a) Amount beneficially owned: 3,803,709 Percent9.69%% of class:

(b) Number of shares as to which the person has:  
(i) Sole power to vote or to direct the vote: 0  
(ii) Shared power to vote or to direct the vote: 3,803,709

- (iii) Sole power to dispose or to direct the disposition 0 of:
- (iv) Shared power to dispose or to direct the disposition of: 3,803,709

**Charles E. Davidson**

- (a) Amount beneficially owned: 3,803,709 Percent9.69%% of class:
- (b) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 3,803,709
  - (iii) Sole power to dispose or to direct the disposition 0 of:
  - (iv) Shared power to dispose or to direct the disposition of: 3,803,709

**Joseph M. Jacobs**

- (a) Amount beneficially owned: 3,803,709 Percent9.69%% of class:
- (b) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 3,803,709
  - (iii) Sole power to dispose or to direct the disposition 0 of:
  - (iv) Shared power to dispose or to direct the disposition of: 3,803,709

Wexford Capital may, by reason of its status as managing member, investment manager or sub advisor of the Purchasing Entities, be deemed to own beneficially the shares of Common Stock of which the Purchasing Entities possess beneficial ownership. Wexford GP may, as the General Partner of Wexford Capital, be deemed to own beneficially the shares of Common Stock of which the Purchasing Entities possess beneficial ownership. Each of Messrs. Davidson and Jacobs may, by reason of his status as a controlling person of Wexford GP, be deemed to own beneficially the shares of Common Stock of which the Purchasing Entities possess beneficial ownership. Each of Messrs. Davidson and Jacobs, Wexford GP and Wexford Capital shares the power to vote and to dispose of the shares of Common Stock beneficially owned by the Purchasing Entities. Each of Wexford Capital, Wexford GP and Messrs. Davidson and Jacobs disclaims beneficial ownership of the shares of Common Stock owned by the Purchasing Entities and this report shall not be deemed as an admission that they are the beneficial owner of such securities except, in the case of Messrs. Davidson and Jacobs, to the extent of their respective personal ownership interests in any of the Purchasing Entities.

Except as set forth above, the Reporting Persons have not effected any transactions in the Common Stock during the 60 days preceding the date of this Amendment No. 8 to the Schedule 13D.

\* \* \* \*

**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 16, 2013

**DEBELLO INVESTORS LLC**

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

**WEXFORD CATALYST INVESTORS LLC**

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

**WEXFORD CATALYST TRADING LIMITED**

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

**WEXFORD SPECTRUM FUND, L.P.**

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

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

**SPECTRUM INTERMEDIATE FUND LIMITED**

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

**WEXFORD CAPITAL LP**

By: Wexford GP LLC, its general partner

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

**WEXFORD GP LLC**

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

/s/ Charles E. Davidson  
**Charles E. Davidson**

/s/ Joseph M. Jacobs  
**Joseph M. Jacobs**