

EPL OIL & GAS, INC.
Form SC 13D/A
May 30, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 9)*

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 23, 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) 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 of	7	Sole Voting Power	0
Shares			
Beneficially	8	Shared Voting Power (see Item 5 below)	226,679
Owned by			
Each	9	Sole Dispositive Power	0
Reporting			
Person With	10	Shared Dispositive Power (see Item 5 below)	226,679
11	Aggregate Amount Beneficially Owned by Each Reporting Person	226,679	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)	0.58%	
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) 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 of Shares	7	Sole Voting Power	0
Beneficially Owned by Each Reporting Person With	8	Shared Voting Power (see Item 5 below)	503,117
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power (see Item 5 below)	503,117
11	Aggregate Amount Beneficially Owned by Each Reporting Person	503,117	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)	1.28%	
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) 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	Cayman Islands	
7	Number of Shares Beneficially Owned by Each Reporting Person With	Sole Voting Power	0
8		Shared Voting Power (see Item 5 below)	14,770
9		Sole Dispositive Power	0
10		Shared Dispositive Power (see Item 5 below)	14,770
11	Aggregate Amount Beneficially Owned by Each Reporting Person		14,770
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		0.04%
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) 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		Delaware
Number of Shares	7	Sole Voting Power	0
Beneficially Owned by Each Reporting Person With	8	Shared Voting Power (see Item 5 below)	1,155,734
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power (see Item 5 below)	1,155,734
11	Aggregate Amount Beneficially Owned by Each Reporting Person		1,155,734
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		2.94%
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) 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	
7	Number of Shares Beneficially Owned by Each Reporting Person With	Sole Voting Power	0
8		Shared Voting Power (see Item 5 below)	1,134,600
9		Sole Dispositive Power	0
10		Shared Dispositive Power (see Item 5 below)	1,134,600
11	Aggregate Amount Beneficially Owned by Each Reporting Person		1,134,600
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		2.89%
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) 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	Delaware	
7	Number of Shares Beneficially Owned by Each Reporting Person With	Sole Voting Power	0
8		Shared Voting Power (see Item 5 below)	3,076,848
9		Sole Dispositive Power	0
10		Shared Dispositive Power (see Item 5 below)	3,076,848
11	Aggregate Amount Beneficially Owned by Each Reporting Person		3,076,848
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)		7.84%
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) 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
7	Number of Shares	0
8	Beneficially Owned by Each Reporting Person With	0
9	Sole Voting Power	3,076,848
10	Shared Voting Power (see Item 5 below)	0
11	Sole Dispositive Power	3,076,848
12	Shared Dispositive Power (see Item 5 below)	3,076,848
13	Aggregate Amount Beneficially Owned by Each Reporting Person	3,076,848
14	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	o
15	Percent of Class Represented by Amount in Row (11)	7.84%
16	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) 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 of	7	Sole Voting Power	0
Shares			
Beneficially	8	Shared Voting Power (see Item 5 below)	3,076,848
Owned by			
Each	9	Sole Dispositive Power	0
Reporting			
Person With	10	Shared Dispositive Power (see Item 5 below)	3,076,848
11	Aggregate Amount Beneficially Owned by Each Reporting Person	3,076,848	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		o
13	Percent of Class Represented by Amount in Row (11)	7.84%	
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) 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
7	Number of Shares Beneficially Owned by Each Reporting Person With	Sole Voting Power 0
8		Shared Voting Power (see Item 5 below) 3,076,848
9		Sole Dispositive Power 0
10		Shared Dispositive Power (see Item 5 below) 3,076,848
11	Aggregate Amount Beneficially Owned by Each Reporting Person	3,076,848
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	7.84%
14	Type of Reporting Person	IN

This Amendment No. 9 to Schedule 13D (the "Amendment No. 9") modifies and supplements the Schedule 13D initially filed on July 3, 2008 (the "Original Statement"), as amended by Amendment No. 1 filed on October 14, 2008, Amendment No. 2 filed on January 27, 2009, Amendment No. 3 filed on March 5, 2009, Amendment No. 4 filed on September 29, 2009, Amendment No. 5 filed on December 4, 2012, Amendment No. 6 filed on December 31, 2012, Amendment No. 7 filed on March 21, 2013 and Amendment No. 8 filed on May 16, 2013 (the Original Statement, as amended, the "Statement"), with respect to the common stock, \$0.001 par value per share (the "Common Stock") of EPL Oil & Gas, Inc. (f/k/a/ Energy Partners, Ltd.) (the "Company"). Except to the extent supplemented or amended by the information contained in this Amendment No. 9, 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 Transaction

Item 4 is hereby amended by adding the following sentence to the end of the last paragraph:

Since the date of the Amendment No. 8 to the Statement, an additional 726,861 shares of Common Stock were sold by the Purchasing Entities under the Registration Statement.

Item 5. Interest in Securities of the Issuer

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

As of May 29, 2013 and since the date of the Amendment No. 8 to the Statement, the Reporting Persons sold an aggregate of 726,861 shares of Common Stock in open market transactions at an average price of \$31.7679 per share. As a result of the sales, the aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Persons (on the basis of 39,256,817 shares of Common Stock issued and outstanding as of April 26, 2013 as reported in the Company's Form 10-Q filed with the Commission on May 2, 2013) are as follows:

Debello Investors LLC

(a) Amount 226,679 Percent of class: 0.58%

beneficially owned:

(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 226,679

vote:

(iii) Sole power to dispose or to direct the 0

disposition of:

(iv) Shared power to dispose or to direct the 226,679

disposition of:

Wexford Catalyst Investors LLC

(a) Amount 503,117 Percent of class: 1.28%

beneficially owned:

(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 503,117

vote:

- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 503,117

Wexford Catalyst Trading Limited

(a) Amount 14,770 Percent of class: 0.04%
beneficially owned:

(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: 14,770

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 14,770

Wexford Spectrum Fund, L.P.

(a) Amount 1,155,734 Percent of class: 2.94%
beneficially owned:

(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: 1,155,734

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 1,155,734

Spectrum Intermediate Fund Limited

(a) Amount 1,134,600 Percent of class: 2.89%
beneficially owned:

(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: 1,134,600

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 1,134,600

Wexford Capital LP

(a) Amount 3,076,848 Percent of class: 7.84%
beneficially owned:

(b) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
3,076,848

- (ii) Shared power to vote or to direct the vote:
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 3,076,848

Wexford GP LLC

- (a) Amount 3,076,848 Percent of class: 7.84%
beneficially owned:
- (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: 3,076,848
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 3,076,848

Charles E. Davidson

- (a) Amount 3,076,848 Percent of class: 7.84%
beneficially owned:
- (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: 3,076,848
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 3,076,848

Joseph M. Jacobs

- (a) Amount 3,076,848 Percent of class: 7.84%
beneficially owned:
- (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: 3,076,848
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 3,076,848

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. 9 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 30, 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