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.o

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).

1	Names of F Person.	Reporting	Debello Investors LLC	
2	Check the	ı Group		
			(a) p	
			(b) o	
3	SEC Use C	Only		
4	Source of F	Funds (See	00	
•	Instructions	•	00	
5		Disclosure of	0	
	-	oceedings is		
	2(d) or 2(e)	Pursuant to Items		
	2(u) or 2(c)	,		
6	Citizensh	Delaware		
	Organizatio	on		
Number of 7 Sole Voting Power				
Shares			51.1.) 226.670	
Owne	icially 8	Shared Voting Power (see Iten	n 5 below) 226,679	
Each	и бу 9	Sole Dispositive Power	0	
Repor	-	Sole Dispositive Fower	Ů	
•	With 10	Shared Dispositive Power (see below)	Item 5 226,679	
11	A garagata	Amount Beneficially Owned by I	Each 226,679	
11	Reporting I		220,079	
	reporting i	Cison		
12	Check if th	e Aggregate Amount in Row (11)	Excludes Certain	
Shares				
10	D		0	
Percent of Class Represented by Amount in Pow (11)			0.58%	
	in Row (11	)		
14	Type of Re	porting Person	OO	

1	Name Perso		eporting Wexford	Catalyst Investors LLC			
2	Chec	Check the Appropriate Box if a Member of a Group					
			rrr	(a) p			
				(b) o			
3	SEC	Use Or	lly				
4	Sourc	e of Fi	inds (See	00			
•		ictions)		00			
5			Disclosure of	0			
	_		oceedings is				
	_		rsuant to Items				
	2(d) (	or 2(e)					
6	Citiz	zenshi	p or Place of	Delaware			
		nizatio	-				
Numb	_	7	Sole Voting Power	0			
Shares	3		-				
Benefi	-	8	Shared Voting Power (see Iter	n 5 below) 503,117			
Owne	d by	_		_			
Each	. •	9	Sole Dispositive Power	0			
Repor		10	al ID: '' D	L 5 500 117			
Person	1 With	10	Shared Dispositive Power (see below)	Item 5 503,117			
11	Agar	agata A	mount Danaficially Owned by I	Each 502 117			
11		rting P	Amount Beneficially Owned by I	Each 503,117			
	Керо	rung r	2150H				
12	Chec	k if the	Aggregate Amount in Row (11)	Excludes Certain			
	Shares						
				0			
Percent of Class Represented by Amount			1.28%				
	in Row (11)						
14	Type	of Ran	orting Person	00			
17	rypc	or rep	ording i croon	00			

1	Name Perso		eporting	Wexford Catalys	t Trading Limited	
2		k the A Instruc	ір			
					(a) p	
					(b) o	
3	SEC	Use Or	nly			
4	Sourc	ce of Fu	unds		00	
5	Chec	ck if I	Disclosure	of	o	
	Lega	al Pro	oceedings	is		
	Requ	ired Pu	irsuant to Ite	ms		
	2(d) o	or 2(e)				
6			p or Place	of	Cayman Islands	
	_	nizatio				
Numb		7	Sole Voting	g Power	0	
Shares		_				
Benefi	-	8	Shared Vot	ing Power (see Item 5 be	low) 14,770	
Owned	l by	0	a 1 5.	~	0	
Each		9	Sole Dispos	sitive Power	0	
Report	-	10	G1 1.D.	tot Do / To		
Person	With	10	Shared Disj below)	positive Power (see Item	5 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					
	0					
13		Percent of Class Represented by Amount 0.04% in Row (11)				
14	Type of Reporting Person CO					

1	Name Perso		eporting Wex	ford Spectrum Fund, L.P.	
2		Check the Appropriate Box if a Member of a Group (See Instructions)			
				(a) p	
				(b) o	
3	SEC	Use On	ly		
4	Sourc	e of Fu	unds	00	
5	Chec	ck if I	Disclosure of	0	
			oceedings is		
	_		rsuant to Items		
	2(d) d	or 2(e)			
6			p or Place of	Delaware	
	_	nization			
Numb		7	Sole Voting Power	0	
Shares		Ō	Chanal Wating Dames (and It	1 155 724	
Benefi Owne		8	Shared Voting Power (see It	tem 5 below) 1,155,734	
Each	u by	9	Sole Dispositive Power	0	
Repor	tino		Sole Dispositive I ower	O	
-	n With	10	Shared Dispositive Power (s below)	see Item 5 1,155,734	
11		egate A	mount Beneficially Owned berson	y Each 1,155,734	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares				
13	Percent of Class Represented by Amount in Row (11)				
14	Type of Reporting Person PN				

1	Names of Reporting Person.		Spectrum Intermedi	iate Fund Limited		
2	Check the A	appropriate Box i	f a Member of a Grou	ıp		
				(a) p		
3	SEC Has Or	Alv.		(b) o		
3	SEC Use Or	пу				
4	Source of Fu	unds (See		OO		
	Instructions	)				
5	Check if l	Disclosure of		0		
3		oceedings is		O		
	-	ursuant to Items				
	2(d) or 2(e)					
6	Citizanahi	m om Dlaga of		Covernor Island		
O	Organization	p or Place of		Cayman Island		
Numb	•	Sole Voting Po	ower	0		
Shares	3	C				
Benefi Owned	•	Shared Voting	Power (see Item 5 be	low) 1,134,600		
Each	u by 9	Sole Dispositiv	ve Power	0		
Repor						
Persor	with 10	Shared Disposition below)	itive Power (see Item	5 1,134,600		
11	Aggregate A Reporting P		ally Owned by Each	1,134,600		
	, ,					
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares					
12	D . CC	u D	1.1 A	0		
13		Percent of Class Represented by Amount 2.89% in Row (11)				
14	Type of Reporting Person CO					

1	Name Perso		eporting V	Vexford Capital LP	
2		k the A Instruct	oup		
				(a) p	
	27.0			(b) o	
3	SEC	Use On	ily		
4	Sourc	ce of Fu	unds	00	
5	Chec	ck if I	Disclosure of	0	
	Lega	al Pro	oceedings is		
	Requ	ired Pu	rsuant to Items		
	2(d) o	or 2(e)			
6	C:4:-	la :	n an Diaga of	Dalamana	
6		zensni nizatior	p or Place of	Delaware	
Numb	_	1112atioi 7	Sole Voting Power	0	
Shares		,	Sole voting rower	O	
Benefi		8	Shared Voting Power (see Item 5 b	elow) 3,076,848	
Owned	-		•	, , ,	
Each		9	Sole Dispositive Power	0	
Report	_				
Person	With	10	Shared Dispositive Power (see Iten below)	n 5 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				
				0	
13	Percent of Class Represented by Amount 7.84% in Row (11)				
14	Type of Reporting Person PN				

1	Names of R Person.	Reporting W	exford GP LLC			
2	Check the A	Check the Appropriate Box if a Member of a Group				
			(a) p (b) o			
3	SEC Use O	nly	(0) 0			
4	Source of F	· · · · · · · · · · · · · · · · · · ·	OO			
	Instructions					
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	•	ursuant to Items				
	2(d) or 2(e)					
6	Citizensh Organizatio	Delaware				
Numb	•	Sole Voting Power	0			
Shares		<i>E</i> 1	_			
Benef: Owne	icially 8	Shared Voting Power (see Item 5 below	ow) 3,076,848			
Each	9	Sole Dispositive Power	0			
Repor	ting	•				
Persor	n With 10	Shared Dispositive Power (see Item 5 below)	3,076,848			
11	Aggregate A	Amount Beneficially Owned by Each Person	3,076,848			
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares					
13	Percent of Class Represented by Amount 7.84% in Row (11)					
14	Type of Reporting Person OO					

CUSII 1	P No. 2 Name Perso	es of Re	Charles E. Davidson		
2		k the A	ppropriate Box if a Member of a C	Group	
	(500)	mstruct	10113)	(a) p	
3	SEC 1	Use On	ly	(b) o	
4	Sourc	e of Fu	ands	00	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)				
6	Citizenship or Place of United Star				
Organization  Number of 7 Sole Voting Power			0		
Shares Beneficially 8 Shared Voting Power (see Item 5 belowned by		below) 3,076,848			
Each	•	9	Sole Dispositive Power	0	
Repor Persor	n With	10	Shared Dispositive Power (see It below)	em 5 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				
13	Percent of Class Represented by Amount 7.84% in Row (11)				
14	Type of Reporting Person IN				

1	Names Person.		porting J.	oseph M. Jacobs	
2	Check to	_	oppropriate Box if a Member of a Group	)	
				(a) p	
3	SEC Us	se Onl	ly	(b) o	
4	Source	of Fu	nds	OO	
5	Check	c if D	isclosure of	O	
	Legal	l Pro	ceedings is		
	•		rsuant to Items		
	2(d) or	2(e)			
6	Citize Organiz	_	United States		
Numb	0				
Shares	3				
Benefi Owne	•	8	Shared Voting Power (see Item 5 below	ow) 3,076,848	
Each	9	9	Sole Dispositive Power	0	
Repor	ting		•		
Persor	With 1	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 0 disposition of: (iv) Shared power to dispose or to direct the 503,117 disposition of: Wexford Catalyst Trading Limited 14,770 Percent of class: (a) Amount 0.04% beneficially owned: (b) Number of shares as to which the person (i) Sole power to vote or to direct the vote: 0 (ii) Shared power to vote or to direct the 14,770 (iii) Sole power to dispose or to direct the 0 disposition of: (iv) Shared power to dispose or to direct the 14,770 disposition of: Wexford Spectrum Fund, L.P. Percent of class: (a) Amount 1,155,734 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 1,155,734 vote: (iii) Sole power to dispose or to direct the 0 disposition of: (iv) Shared power to dispose or to direct the 1,155,734 disposition of: 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 1,134,600 0 (iii) Sole power to dispose or to direct the disposition of: (iv) Shared power to dispose or to direct the 1,134,600 disposition of: Wexford Capital LP Percent of class: (a) Amount 3,076,848 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:

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

(iv) Shared power to dispose or to direct the 3,076,848 disposition of:

#### 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 3,076,848

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

disposition of:

(iv) Shared power to dispose or to direct the 3,076,848

disposition of:

#### Charles E. Davidson

Percent of class: (a) Amount 3,076,848 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 3,076,848

vote:

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

disposition of:

(iv) Shared power to dispose or to direct the 3,076,848

disposition of:

#### 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 3,076,848

vote:

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

disposition of:

(iv) Shared power to dispose or to direct the 3,076,848

disposition of:

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