EPL OIL & GAS, INC. Form SC 13D/A May 16, 2013

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.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 R Person.	Deb Deb	pello Investors LLC		
2	Check the A	Check the Appropriate Box if a Member of a Group			
3	SEC Use O	nly	(b) o		
4	Source of F Instructions	•	00		
5	Legal Pr	Disclosure of occedings is ursuant to Items	o		
6	Citizensh Organizatio	ip or Place of	Delaware		
Numb	er of 7	Sole Voting Power	0		
Shares Benef Owne	icially 8	Shared Voting Power (see Item 5 b	pelow) 280,969		
Each	9	Sole Dispositive Power	0		
Repor Person	n With 10	Shared Dispositive Power (see Iter below)	m 5 280,969		
11	Aggregate A	Amount Beneficially Owned by Each Person	280,969		
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares				
13	Percent of C in Row (11)	Class Represented by Amount	0.72%		
14	Type of Rep	porting Person	00		

1	Names of Reporting Person.		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	ands (See	00			
•		ictions)					
		·					
5			Disclosure of	0			
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	2(d) (or 2(e)					
6	Citiz	zenshi	p or Place of	Delaware			
		nizatio	-				
Numb	_	7	Sole Voting Power	0			
Shares	3		-				
Benefi	icially	8	Shared Voting Power (see Ite	m 5 below) 623,615			
Owne	d by						
Each	_	9	Sole Dispositive Power	0			
Repor		10		T. 5 (22 (15			
Person	1 W1th	10	Shared Dispositive Power (se below)	e Item 5 623,615			
11	Agar	agata A	mount Panaficially Owned by	Each 622 615			
11		rting P	amount Beneficially Owned by	Each 623,615			
	Керо	itilig i	213011				
12	Chec	k if the	Aggregate Amount in Row (11) Excludes Certain			
	Share			,			
				0			
Percent of Class Represented by Amount			1.59%				
	in Ro	w (11)					
14	Type	of Pan	orting Person	00			
14	Type of Reporting Person OO						

1	Names of R Person.	eporting	Wexford Catalys	t Trading Limited
2	Check the A	qı		
	·			(a) p
				(b) o
3	SEC Use Or	nly		
4	Source of F	unds		OO
5	Check if l	Disclosure of		0
		oceedings is		
	-	ursuant to Items		
	2(d) or 2(e)			
6		p or Place of		Cayman Islands
NT 1	Organization			0
Numb		Sole Voting Po	wer	0
Shares Benefi		Sharad Vating 1	Power (see Item 5 be	elow) 18,307
Owned	•	Shared Voting I	rower (see hem 3 be	10w) 16,507
Each	9	Sole Dispositive	e Power	0
Repor				·
	With 10	Shared Disposit below)	rive Power (see Item	5 18,307
11	Aggregate A Reporting P		lly Owned by Each	18,307
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares			
				0
13	Percent of Class Represented by Amount 0.05% in Row (11)			
14	Type of Reporting Person CO			

1	Names of Reporting Person.			ord Spectrum Fund, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)			a Group
				(a) p
				(b) o
3	SEC	Use On	ly	
4	Sourc	e of Fu	unds	00
5	Chec	ck if I	Disclosure of	0
	Lega	al Pro	oceedings is	
	_		rsuant to Items	
	2(d) o	or 2(e)		
6			p or Place of	Delaware
NI	_	nization		0
Numb Shares		7	Sole Voting Power	0
Benefi		8	Shared Voting Power (see Iter	m 5 below) 1,432,534
Owne		O	Shared Voting Fower (see field	iii 3 0010W) 1,132,331
Each	J	9	Sole Dispositive Power	0
Repor	ting		1	
Persor	n With	10	Shared Dispositive Power (see below)	e Item 5 1,432,534
11		egate A	mount Beneficially Owned by erson	Each 1,432,534
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares			
13				o 3.65%
14	Type of Reporting Person PN			

1	Names of Reporting Person.		Spectrum Intermedia	ate Fund Limited
2	Check the A	appropriate Box i	f a Member of a Group	_
				(a) p (b) o
3	SEC Use Or	nly		(5) 6
4	Source of Fu Instructions			00
5	Check if I	Disclosure of		0
	-	oceedings is		
	Required Pu 2(d) or 2(e)	ursuant to Items		
	2(u) or 2(e)			
6	Citizenship or Place of Cayman Isla Organization			Cayman Island
Numb	~	Sole Voting Po	wer	0
Shares				
Benef Owne	icially 8	Shared Voting	Power (see Item 5 bel	ow) 1,406,336
Each	9 9	Sole Dispositiv	e Power	0
Repor	•			
Person	n With 10	Shared Disposi below)	tive Power (see Item 5	5 1,406,336
11	Aggregate A Reporting P		ally Owned by Each	1,406,336
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares			
				0
13	Percent of Class Represented by Amount 3.58%% in Row (11)			
14	Type of Reporting Person CO			

1	Names of R Person.	Reporting Wex	ford Capital LP	
2	Check the A			
			(a) p	
3	SEC Use O	nly	(b) o	
4	Source of F	unds	OO	
5		Disclosure of oceedings is	o	
	-	ursuant to Items		
6	Citizensh Organizatio	ip or Place of	Delaware	
Numb	•	Sole Voting Power	0	
Shares				
Benef Owne	icially 8	Shared Voting Power (see Item 5 belo	ow) 3,803,709	
Each	9	Sole Dispositive Power	0	
Repor	•			
Person	n With 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			
13	Percent of Class Represented by Amount 9.69%? in Row (11)			
14	Type of Reporting Person Pi			

1	Names of Person.	of Re	porting W	exford GP LLC	
2	Check th	Check the Appropriate Box if a Member of a Group			
		•		(a) p	
3	SEC Use	o Onl	lv.	(b) o	
3	SEC US	Se Om	ry		
4	Source of	of Fu	nds (See	OO	
	Instructi	ions)			
5	Check	if D	visclosure of	0	
J			ceedings is	0	
	_		rsuant to Items		
	2(d) or 2	2(e)			
6	Citizan	n a bir	a or Dlaga of	Delaware	
O	Organiza	_	o or Place of	Delaware	
Numb	_		Sole Voting Power	0	
Shares					
Benef	•		Shared Voting Power (see Item 5 below	ow) 3,803,709	
Owne	•		Cala Diamaritima Barrara	0	
Each Repor	9 ting		Sole Dispositive Power	0	
	ung n With 10	0	Shared Dispositive Power (see Item 5	3,803,709	
1 01001	. ,,	Ü	below)	2,002,703	
1.1				2 002 700	
11	Aggrega Reportin		mount Beneficially Owned by Each	3,803,709	
	Reportin	ilg F C	18011		
12	Check if	f the	Aggregate Amount in Row (11) Exclu	des Certain	
Shares					
				0	
13	in Row (ass Represented by Amount	9.69%%	
	m Kow ((11)			
14	Type of	Repo	orting Person	OO	

CUSII 1		26883D es of Re n.	Charles E. Davidson	
2		k the A _l Instruct	opropriate Box if a Member of a G	Group
	(500)	instruct.	(Cons)	(a) p
3	SEC	Use On	ly	(b) o
4	Sourc	e of Fu	nds	00
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)			
6	Citizenship or Place of United States Organization			
Number	er of	7	Sole Voting Power	0
Shares Beneficially 8 Shared Voting Power (see Item 5 below Owned by		5 below) 3,803,709		
Each	•	9	Sole Dispositive Power	0
Report Person		10	Shared Dispositive Power (see It below)	sem 5 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			
13	Percent of Class Represented by Amount 9.69%% in Row (11)			
14	Type of Reporting Person IN			

1	Names of R Person.	Leporting Jo	oseph M. Jacobs	
2	Check the A	Appropriate Box if a Member of a Group etions))	
			(a) p	
			(b) o	
3	SEC Use O	nly		
4	Source of F	unds	OO	
5	Check if	Disclosure of	O	
	Legal Pr	oceedings is		
	-	ursuant to Items		
	2(d) or 2(e)			
6		ip or Place of	United States	
NT 1	Organizatio		0	
Numb		Sole Voting Power	0	
Shares		Sharad Vating Dayyar (saa Itam 5 hale	2 202 700	
Owned	icially 8	Shared Voting Power (see Item 5 below	ow) 3,803,709	
Each	9 9	Sole Dispositive Power	0	
Repor	-	Solo Bispositive Tower	O .	
•	With 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			
			O	
13	Percent of Class Represented by Amount 9.69%% in Row (11)			
14	Type of Reporting Person IN			

This Amendment No. 8 to Schedule 13D (the "Amendment No. 8") 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 and Amendment No. 7 filed on March 21, 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. 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 Transaction

Item 4 is hereby amended by adding the following paragraph:

On March 27, 2013, a Form 144 was filed by the Purchasing Entities indicating their intention to sell up to an aggregate amount of 370,000 shares of Common Stock. Since the date of the last Amendment to the Statement and as of the close of business on May 16, 2013, the Purchasing Entities sold 848,386 shares of Common stock under open Form 144 filings.

On April 30, 2013, Marc McCarthy, an employee of Wexford Capital LP, received a Restricted Stock Award for his service on the Board of Directors for 3,061 shares of Common Stock, one half of these shares vest immediately, the remaining half vest one day after the next annual meeting. All shares have been assigned to Wexford Capital LP.

On May 9, 2013, the Company filed a shelf registration statement on Form S-3 (File No.333-188501) (the "Registration Statement") registering 7,489,596 shares of Common Stock to be offered and sold by certain selling stockholders named therein, of which an aggregate of 4,382,746 shares of Common Stock were registered for resale by the Reporting Persons. As of the close of business on May 16, 2013, the Purchasing Entities sold 462,268 shares of Common Stock 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 16, 2013 and since the date of the Amendment No. 7 to the Statement, the Reporting Persons sold an aggregate of 1,310,654 shares of Common Stock in open market transactions at an average price of \$32.7546 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 39,256,817shares 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 280.969 Percent of class: 0.72%

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 280,969

vote:

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

disposition of:

(iv) Shared power to dispose or to direct the 280,969 disposition of:

Wexford Catalyst Investors LLC

(a) Amount 623,615 Percent of class: 1.59%

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 623,615

vote:

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

disposition of:

(iv) Shared power to dispose or to direct the $\,623,\!615$

disposition of:

Wexford Catalyst Trading Limited

(a) Amount 18,307 Percent of class: 0.05%

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 18,307

vote:

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

disposition of:

(iv) Shared power to dispose or to direct the 18,307

disposition of:

Wexford Spectrum Fund, L.P.

(a) Amount 1,432,534 Percent of class: 3.65%

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 1,432,534

vote.

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

disposition of:

(iv) Shared power to dispose or to direct the 1,432,534

disposition of:

Spectrum Intermediate Fund Limited

(a) Amount 1,406,336 Percent of class: 3.58%%

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 1,406,336

vote:

0

(iii) Sole power to dispose or to direct the disposition of: (iv) Shared power to dispose or to direct the 1,406,336 disposition of: Wexford Capital LP (a) Amount 3,803,709 Percent of class: 9.69%% beneficially owned: (b) Number of shares as to which the person (i) Sole power to vote or to direct the vote: 0 3,803,709 (ii) Shared power to vote or to direct the 0 (iii) Sole power to dispose or to direct the disposition of: (iv) Shared power to dispose or to direct the 3,803,709 disposition of: Wexford GP LLC 3,803,709 Percent of class: (a) Amount 9.69%% 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 3,803,709 vote: (iii) Sole power to dispose or to direct the 0 disposition of: (iv) Shared power to dispose or to direct the 3,803,709 disposition of: Charles E. Davidson (a) Amount 3,803,709 Percent of class: 9.69%% 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 3,803,709 vote: 0 (iii) Sole power to dispose or to direct the disposition of: (iv) Shared power to dispose or to direct the 3,803,709 disposition of: Joseph M. Jacobs (a) Amount Percent of class: 3,803,709 9.69%% beneficially owned: (b) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: 0 3,803,709

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