EPL OIL & GAS, INC. Form SC 13D/A July 15, 2013

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 11)*

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)

July 8, 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 Person. | | porting | Debello Investors LLC |
|--------|------------------|-----------|--------------------------------------|-----------------------|
| 2 | Check t | ı Group | | |
| | | | . 1 | (a) p |
| 2 | CEC II. | a a O m l | L. | (b) o |
| 3 | SEC Us | se On | ıy | |
| 4 | Source | of Fu | nds (See | OO |
| | Instruct | tions) | | |
| 5 | Chack | if D | Disclosure of | 0 |
| 3 | | | ceedings is | O |
| | _ | | rsuant to Items | |
| | 2(d) or | | | |
| ź | ~·· | | D1 0 | ~ . |
| 6 | Organiz | _ | o or Place of | Delaware |
| Numb | • | | Sole Voting Power | 0 |
| Shares | | ' | Sole Volling Fower | · · |
| Benef | icially 8 | 3 | Shared Voting Power (see Item | n 5 below) 159,265 |
| Owne | • | | | |
| Each | 9 |) | Sole Dispositive Power | 0 |
| Repor | tıng 1 With 1 | 10 | Showed Diamonitive Dovver (see | Itam 5 150 265 |
| Person | 1 With 1 | 10 | Shared Dispositive Power (see below) | Item 5 159,265 |
| 11 | A ggrag | rata A | mount Beneficially Owned by E | Each 159,265 |
| 11 | Reporti | | | facii 139,203 |
| | | 8 | | |
| 12 | | if the | Aggregate Amount in Row (11) | Excludes Certain |
| | Shares | | | |
| 13 | Percent | t of Cl | ass Represented by Amount | 0 0.41% |
| 1.5 | in Row | | ass represented by runount | 0.7170 |
| | | . / | | |
| 14 | Type of | f Repo | orting Person | 00 |

| 1 | Name Perso | | eporting We | xford Catalyst Investors LLC | |
|---------|--|----------|---------------------------|------------------------------|--|
| 2 | Check the Appropriate Box if a Member of a Group | | | | |
| | | | | (a) p | |
| 2 | ara: | | | (b) o | |
| 3 | SEC | Use Or | ily | | |
| 4 | Sourc | e of Fu | inds (See | 00 | |
| | | ctions | • | | |
| | | | | | |
| 5 | | | Disclosure of | О | |
| | _ | | oceedings is | | |
| | _ | | irsuant to Items | | |
| | 2(u) (| or 2(e) | | | |
| 6 | Citiz | zenshi | p or Place of | Delaware | |
| | | nizatio | - | | |
| Numb | er of | 7 | Sole Voting Power | 0 | |
| Shares | S | | | | |
| Benefi | - | 8 | Shared Voting Power (see | ee Item 5 below) 353,490 | |
| Owne | d by | 0 | | 0 | |
| Each | tin a | 9 | Sole Dispositive Power | 0 | |
| Repor | ung i With | 10 | Shared Dispositive Power | er (see Item 5 353,490 | |
| 1 (1801 | 1 ** 1111 | 10 | below) | 1 (See Helli 3 333,490 | |
| | | | , | | |
| 11 | Aggre | egate A | amount Beneficially Owne | d by Each 353,490 | |
| | Repo | rting P | erson | | |
| 10 | CI. | | | (11) F. 1.1. G | |
| 12 | | | Aggregate Amount in Ro | w (11) Excludes Certain | |
| | Share | es | | 0 | |
| 13 | Perce | ent of C | lass Represented by Amou | o int 0.90% | |
| 10 | | w (11) | russ represented by rimor | 3.70 / 6 | |
| | | . , | | | |
| 14 | Type | of Rep | orting Person | 00 | |

| 1 | Names of R Person. | Reporting | Wexford Catalys | t Trading Limited |
|--------|-----------------------------|----------------------|------------------------|-------------------|
| 2 | Check the A | up | | |
| | | | | (a) p |
| | | | | (b) o |
| 3 | SEC Use O | nly | | |
| 4 | Source of F | funds | | 00 |
| 5 | Check if | Disclosure of | • | o |
| | Legal Pr | oceedings is | | |
| | Required P | ursuant to Items | | |
| | 2(d) or 2(e) | | | |
| 6 | Citizanch | ip or Place of | • | Cayman Islands |
| U | Organizatio | _ | | Cayman Islands |
| Numb | • | Sole Voting P | ower | 0 |
| Shares | | Sole voting i | o wei | O . |
| Benef | icially 8 | Shared Voting | g Power (see Item 5 be | elow) 10,376 |
| Owne | d by | | | |
| Each | 9 | Sole Dispositi | ve Power | 0 |
| Repor | | | | |
| Persor | n With 10 | Shared Disposibelow) | sitive Power (see Item | 5 10,376 |
| 11 | Aggregate . | Amount Benefici | ially Owned by Each | 10,376 |
| | Reporting I | Person | | |
| 12 | Check if the | e Aggregate Am | ount in Row (11) Excl | udes Certain |
| | Shares | | | |
| 10 | | 31 B | 11 4 | 0 |
| 13 | Percent of C in Row (11) | Class Represente) | d by Amount | 0.03% |
| 14 | Type of Re | porting Person | | СО |
| | 7 1 | | | |

| 1 | Names of Person. | Reporting Wexford Spectrum | n Fund, L.P. | | |
|--------|---|---|--------------|--|--|
| 2 | Check the (See Instru | | | | |
| | • | | (a) p | | |
| | | | (b) o | | |
| 3 | SEC Use | Only | | | |
| 4 | Source of | Funds | OO | | |
| 5 | Check if | f Disclosure of | 0 | | |
| | | roceedings is | | | |
| | - | Pursuant to Items | | | |
| | 2(d) or 2(e | 2) | | | |
| | | | | | |
| 6 | | hip or Place of | Delaware | | |
| N7 1 | Organizati | | 0 | | |
| Numb | | Sole Voting Power | 0 | | |
| Shares | | Shorad Vating Dower (see Item 5 below) | 912 022 | | |
| Owne | <i>-</i> | Shared Voting Power (see Item 5 below) | 812,022 | | |
| Each | a by 9 | Sole Dispositive Power | 0 | | |
| Repor | _ | Sole Dispositive Fower | O . | | |
| | n With 10 | Shared Dispositive Power (see Item 5 below) | 812,022 | | |
| 11 | Aggregate Reporting | e Amount Beneficially Owned by Each Person | 812,022 | | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | | | |
| 13 | Percent of in Row (1 | Class Represented by Amount 1) | o 2.07% | | |
| 14 | Type of R | eporting Person | PN | | |

| 1 | Names of R Person. | eporting | Spectrum Intermedi | ate Fund Limited |
|---------------------------|--|--------------------------|----------------------|------------------|
| 2 | Check the A | appropriate Box is | f a Member of a Grou | (a) p |
| 3 | SEC Use On | nly | | (b) o |
| 4 | Source of Finstructions | • | | 00 |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | | | |
| 6 | Citizenship or Place of Cay Organization | | | Cayman Island |
| Numb | er of 7 | Sole Voting Po | wer | 0 |
| Shares Benefi Owned | icially 8 | Shared Voting | Power (see Item 5 be | low) 797,170 |
| Each | 9 | Sole Dispositiv | e Power | 0 |
| Repor Persor | ting n With 10 | Shared Disposi below) | tive Power (see Item | 5 797,170 |
| 11 | Aggregate A Reporting P | | illy Owned by Each | 797,170 |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | | |
| 13 | Percent of Class Represented by Amount 2.03% in Row (11) | | | |
| 14 | Type of Rep | porting Person | | CO |

| 1 | Name Perso | | eporting W | exford Capital LP |
|-----------------|--|----------|---|-------------------|
| 2 | Check (See) | pup | | |
| | | | | (a) p |
| | | | | (b) o |
| 3 | SEC | Use On | ıly | |
| 4 | Sourc | e of Fu | unds | 00 |
| 5 | Chec | ck if I | Disclosure of | 0 |
| | Lega | al Pro | oceedings is | |
| | _ | | irsuant to Items | |
| | • | or 2(e) | | |
| | | | | |
| 6 | | | p or Place of | Delaware |
| | _ | nization | | 0 |
| - 10 1 | | | | 0 |
| Shares | | 0 | Chand Wether Description 5 h | -1 2.174.061 |
| Benefi Owned | • | 8 | Shared Voting Power (see Item 5 be | elow) 2,174,961 |
| Each | абу | 9 | Sole Dispositive Power | 0 |
| Report | ting | | Sold Bispositive 1 a wei | v |
| Person | _ | 10 | Shared Dispositive Power (see Item below) | 2,174,961 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 2,174,961 | | | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | | |
| | | | | 0 |
| 13 | Percent of Class Represented by Amount in Row (11) 5.54% | | | |
| 14 | Type | of Rep | orting Person | PN |

| 1 | Names of R Person. | Names of Reporting Wex Person. | | | |
|---------------|--|---|---------------|--|--|
| 2 | Check the Appropriate Box if a Member of a Group | | | | |
| | | | (a) p | | |
| 3 | SEC Use O | nly | (b) o | | |
| 4 | Source of F Instructions | · · · · · · · · · · · · · · · · · · · | 00 | | |
| | instructions | , | | | |
| 5 | | Disclosure of | О | | |
| | _ | oceedings is | | | |
| | 2(d) or 2(e) | ursuant to Items | | | |
| | 2(u) or 2(c) | | | | |
| 6 | Citizenship or Place of Delawar Organization | | | | |
| Numb | ~ | Sole Voting Power | 0 | | |
| Shares | S | Ç | | | |
| Benefi | • | Shared Voting Power (see Item 5 belo | ow) 2,174,961 | | |
| Owned Each | a by 9 | Sole Dispositive Power | 0 | | |
| Repor | - | Sole Dispositive I ower | O | | |
| | With 10 | Shared Dispositive Power (see Item 5 below) | 2,174,961 | | |
| 11 | Aggregate A | Amount Beneficially Owned by Each Person | 2,174,961 | | |
| 12 | Check if the Shares | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | | |
| 13 | | Percent of Class Represented by Amount 5.54% in Row (11) | | | |
| 14 | Type of Rep | porting Person | 00 | | |

| CUSIF | No. 2 | 26883D | 1081 | | | |
|--------------------------------------|--|---|--|-----------|--------------|--|
| 1 | Name Perso | | eporting (| Charles E | . Davidson | |
| 2 | | Check the Appropriate Box if a Member of a Group (See Instructions) | | | | |
| | (,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | | (a) p | |
| | | | | | (b) o | |
| 3 | SEC | Use On | ly | | | |
| 4 | Sourc | ce of Fu | nds | | 00 | |
| 5 | Chec | ck if E | Disclosure of | | 0 | |
| | Lega | al Pro | ceedings is | | | |
| | Requ | ired Pu | rsuant to Items | | | |
| | 2(d) o | or 2(e) | | | | |
| 6 | Citizenship or Place of United States Organization | | | | nited States | |
| Number of 7 Sole Voting Power Shares | | | 0 | | | |
| Benefi | | 8 | Shared Voting Power (see Item 5 | helow) | 2,174,961 | |
| Owned | • | O | Shared Voting Fower (see Item 5) | 001011) | 2,171,701 | |
| Each | J | 9 | Sole Dispositive Power | | 0 | |
| Report | ting | | • | | | |
| Person | With | 10 | Shared Dispositive Power (see Iterbelow) | m 5 | 2,174,961 | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 2,174,961 | | | | | |
| 12 | | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | | | |
| 13 | | ent of Cow (11) | lass Represented by Amount | | o 5.54% | |
| 14 | Type of Reporting Person IN | | | | | |

| 1 | Name Perso | | eporting Jo | oseph M. Jacobs | | |
|--------|--|-----------------------------|--|-----------------|--|--|
| 2 | | k the A Instruct | ppropriate Box if a Member of a Group tions) | | | |
| | | | | (a) p | | |
| | | | | (b) o | | |
| 3 | SEC | Use On | ıly | | | |
| 4 | Sourc | e of Fu | unds | 00 | | |
| 5 | Chec | ck if I | Disclosure of | o | | |
| | Lega | al Pro | oceedings is | | | |
| | Requ | ired Pu | rsuant to Items | | | |
| | 2(d) o | or 2(e) | | | | |
| 6 | Citic | .anahi | m on Dlago of | United States | | |
| 6 | | nization | p or Place of | United States | | |
| Numb | _ | 7 | Sole Voting Power | 0 | | |
| Shares | | , | Sole voting rower | O . | | |
| Benefi | | 8 | Shared Voting Power (see Item 5 belo | w) 2,174,961 | | |
| Owned | - | | Č , | , , , , | | |
| Each | • | 9 | Sole Dispositive Power | 0 | | |
| Report | ting | | | | | |
| Person | With | 10 | Shared Dispositive Power (see Item 5 below) | 2,174,961 | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 2,174,961 | | | | | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | | | | |
| | | | | O | | |
| 13 | | ent of C w (11) | lass Represented by Amount | 5.54% | | |
| 14 | Type | Type of Reporting Person IN | | | | |

This Amendment No. 11 to Schedule 13D (the "Amendment No. 11") 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, Amendment No. 8 filed on May 16, 2013, Amendment No. 9 filed on May 30, 2013 and Amendment No. 10 filed on June 13, 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. 11, 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. 10 to the Statement, an additional 476,377 shares of Common Stock were sold by the Purchasing Entities under the Registration Statement.

On June 1, 2013, Marc McCarthy, an employee of Wexford Capital LP, received one quarter of the annual retainer payable in Common Stock of the Company for his service on the Board of Directors. 690 shares were granted, all of which were assigned to Wexford Capital LP.

On June 18, 2013, Mr. McCarty, resigned from the Board of Directors of the Company.

Item 5. Interest in Securities of the Issuer

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

As of July 15, 2013 and since the date of the Amendment No. 10 to the Statement, the Reporting Persons sold an aggregate of 476,377 shares of Common Stock in open market transactions at an average price of \$29.89 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 39,265,544 shares of Common Stock issued and outstanding as of May 6, 2013, and determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended, as reported in the Company's S-3ASR filed with the Commission on May 10, 2013) are as follows:

Debello Investors LLC

(a) Amount 159,265 Percent of class: 0.41%

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: 159,265

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

of:

(iv) Shared power to dispose or to direct the 159,265

disposition of:

Wexford Catalyst Investors LLC

353,490 Percent of class: 0.90%

| (a) Amount beneficially owned: (b) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: (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 disposition of: | 0 353,490 n 0 353,490 | |
|---|--------------------------------|-------|
| Wexford Catalyst Trading Limited (a) Amount 10,376 Percent of classeneficially owned: (b) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: (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 disposition of: | 0 10,376 | 0.03% |
| Wexford Spectrum Fund, L.P. (a) Amount 812,022 Percent of clabeneficially owned: (b) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: (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 disposition of: | 0 812,022 | 2.07% |
| Spectrum Intermediate Fund Limited (a) Amount 797,170 Percent of classeneficially owned: (b) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: (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 disposition of: | 0 797,170 | 2.03% |
| Wexford Capital LP (a) Amount 2,174,961 Percent of clabeneficially owned: (b) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: (ii) Shared power to vote or to direct the vote: (iii) Sole power to dispose or to direct the disposition of: | 0 2,174,961 | 5.54% |

(iv) Shared power to dispose or to direct the 2,174,961 disposition of:

Wexford GP LLC

(a) Amount 2,174,961 Percent of class: 5.54%

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: 2,174,961

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

of:

(iv) Shared power to dispose or to direct the 2,174,961

disposition of:

Charles E. Davidson

(a) Amount 2,174,961 Percent of class: 5.54%

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: 2,174,961

(iii) Sole power to dispose or to direct the disposition $\boldsymbol{0}$

of:

(iv) Shared power to dispose or to direct the 2,174,961

disposition of:

Joseph M. Jacobs

(a) Amount 2,174,961 Percent of class: 5.54%

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: 2,174,961

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

of:

(iv) Shared power to dispose or to direct the 2,174,961

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 and as reported in Amendment No.8, Amendment No.9 and Amendment No.10, the Reporting Persons have not effected any transactions in the Common Stock during the 60 days preceding the date of

this Amendment No. 11 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 July 15, 2013

DEBELLO INVESTORS LLC

By: /s/ Arthur H. Amron Name: Arthur H. Amron

Title: Vice President and

Assistant Secretary

WEXFORD CATALYST INVESTORS

LLC

By: /s/ Arthur H. Amron Name: Arthur H. Amron

Title: Vice President and

Assistant Secretary

WEXFORD CATALYST TRADING LIMITED

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.,

its GP

By: Wexford Spectrum Advisors GP

LLC, its GP

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

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/ Charles E. Davidson CHARLES E. DAVIDSON

/s/ Joseph M. Jacobs JOSEPH M. JACOBS