EPL OIL & GAS, INC. Form SC 13D/A March 21, 2013

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 7)*

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)

March 15, 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 Reporting Person.			ebello Investors LLC	
2	Chec	Group			
			FFF	(a) p	
				(b) o	
3	SEC	Use Or	nly		
4	Sour	e of Fi	unds (See	00	
7		ictions	•	00	
			,		
5			Disclosure of	0	
	_		oceedings is		
	-		ursuant to Items		
	2(d) (or 2(e)			
6	Citiz	zenshi	p or Place of	Delaware	
Ü		nizatio		2000000	
Numb	_	7	Sole Voting Power	0	
Shares	3		•		
Benef	-	8	Shared Voting Power (see Item:	5 below) 629,426	
Owne	d by	0	C.I.D. W. D	0	
Each	tina	9	Sole Dispositive Power	0	
Repor	ung 1 With	10	Shared Dispositive Power (see I	tem 5 629,426	
1 01301	1 ** 1111	10	below)	02),420	
			,		
11	Aggr	egate A	Amount Beneficially Owned by Ea	ch 629,426	
	Repo	rting P	erson		
10					
12 Check if the Aggregate Amount in Row (11) Exc Shares			Excludes Certain		
	Snare	58		0	
13 Percent of Class Represented by Amount				1.60%	
in Row (11)					
14	Type of Reporting Person OC				

1	Names of Reporting Person.			Wexford Catalyst Inv	vestors LLC
2	Check th	he Ap	propriate Box if a M	ember of a Group	(a) n
					(a) p (b) o
3	SEC Use	e Onl	У		
4	Source of Instructi		nds (See		00
5	Check	if D	isclosure of		o
	_		ceedings is		
	Require 2(d) or 2		suant to Items		
	2(u) 01 2	2(6)			
6	Citizen Organiza	_	or Place of		Delaware
Numb	_		Sole Voting Power		0
Shares			C1 137 D	(T. 51.1)	077.760
Benefi Owned	•		Shared Voting Powe	er (see Item 5 below)	977,763
Each	9		Sole Dispositive Pov	wer	0
Repor Persor	ting 1 With 10		Shared Dispositive I below)	Power (see Item 5	977,763
11	Aggregate Amount Beneficially Owned by Each Reporting Person 977,76				
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares				
13	Percent of Class Represented by Amount in Row (11)			amount	o 2.49%
14	Type of Reporting Person				00

1	Names of R Person.	eporting	Wexford Catalys	t Trading Limited	
2	Check the A	ір			
				(a) p	
2	CECH O	1		(b) o	
3	SEC Use Or	ıly			
4	Source of F	unds		OO	
5	Check if l	Disclosure of		0	
	Legal Pro	oceedings is	}		
	Required Pu	arsuant to Items	3		
	2(d) or 2(e)				
_	a		,		
6		p or Place of		Cayman Islands	
Numb	Organization of 7	n Sole Voting P	owar	0	
Shares		Sole voting r	OWEI	U	
	icially 8	Shared Voting	g Power (see Item 5 be	low) 28,702	
Owne	•		, (-,	
Each	9	Sole Dispositi	ve Power	0	
Repor	•				
Person	n With 10	Shared Dispos below)	sitive Power (see Item	5 28,702	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 28,702				
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares				
				o	
13	Percent of Class Represented by Amount in Row (11)				
14	Type of Reporting Person CO				

1	Names of R Person.	eporting W	exford Spectrum Fund, L.P.	
2	Check the A	Appropriate Box if a Membertions)	r of a Group	
			(a) p	
•	272 X		(b) o	
3	SEC Use O	nly		
4	Source of F	unds	OO	
5	Check if	Disclosure of	0	
		oceedings is		
	_	ursuant to Items		
	2(d) or 2(e)			
6	Citizensh	Delaware		
Numb	Organization Organization Organization	n Sole Voting Power	0	
Shares		Sole voiling Fower	U	
	icially 8	Shared Voting Power (see	Item 5 below) 1,734,121	
Owne	-	· ·	, , ,	
Each	9	Sole Dispositive Power	0	
Repor	•			
Person	n With 10	Shared Dispositive Power below)	(see Item 5 1,734,121	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,734,12			
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares			
Percent of Class Represented by Amount			o nt 4.42%	
	in Row (11)			
14	Type of Reporting Person			

1	Names of Reporting Person.		Spectrum Intermedia	ate Fund Limited	
2	Check the A	appropriate Box i	f a Member of a Grou	(a) p	
3	SEC Use On	nly		(b) o	
4	Source of Finstructions	·		00	
5	Legal Pr	Disclosure of occeedings is ursuant to Items		0	
6	Citizenshi Organizatio	Cayman Island			
Number of 7 Sole Voting Power Shares			0		
Benef	icially 8	Shared Voting	Power (see Item 5 bel	low) 1,702,403	
Each Repor	1		re Power	0	
•	n With 10	Shared Disposi below)	tive Power (see Item	5 1,702,403	
11	Aggregate Amount Beneficially Owned by Each 1,702,403 Reporting Person				
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares				
13	Percent of Class Represented by Amount 4.34% in Row (11)				
14	Type of Reporting Person CO				

1	Names of Reporting Wes	xford Capital LP			
2	Check the Appropriate Box if a Member of a Group (See Instructions)	o			
		(a) p			
		(b) o			
3	SEC Use Only				
4	Source of Funds	OO			
5	Check if Disclosure of	0			
	Legal Proceedings is				
	Required Pursuant to Items				
	2(d) or 2(e)				
		ъ. 1			
6	Citizenship or Place of	Delaware			
Numb	Organization er of 7 Sole Voting Power	0			
Shares	\mathcal{E}	0			
	icially 8 Shared Voting Power (see Item 5 below	ow) 5,109,723			
Owne	•	5,105,725			
Each	9 Sole Dispositive Power	0			
Repor	*				
	No With 10 Shared Dispositive Power (see Item 5 below)	5,109,723			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,109,723				
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares				
13	Percent of Class Represented by Amount 13.03% in Row (11)				
14	Type of Reporting Person PN				

1	Names Person.		porting W	Vexford GP LLC			
2	Check	Check the Appropriate Box if a Member of a Group					
		•		(a) p			
2	CEC II	ام م ام م	1	(b) o			
3	SEC U	se On	ıy				
4	Source	of Fu	nds (See	OO			
	Instruc	tions)					
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	2(d) or						
6		-	p or Place of	Delaware			
Numb	Organi	zation 7		0			
Shares		/	Sole Voting Power	U			
		8	Shared Voting Power (see Item 5 belo	ow) 5,109,723			
Owne	d by						
Each	_	9	Sole Dispositive Power	0			
Repor		4.0					
Persoi	n With 1	10	Shared Dispositive Power (see Item 5 below)	5,109,723			
11	Aggreg	rate A	mount Beneficially Owned by Each	5,109,723			
11	Reporti			3,107,723			
	•	C					
12 Check if the Aggregate Amount in Row (11) E			Aggregate Amount in Row (11) Exclu	des Certain			
Shares							
13	Percent of Class Represented by Amount			13.03%			
in Row (11)			Topicsented by Timount	13.03 /0			
				00			
14	Type of Reporting Person						

CUSII 1		26883D es of Re on.	Charles E. Davidson		
2		k the A	ppropriate Box if a Member of a G	roup	
	(SCC)	mstruct	ions)	(a) p	
3	SEC	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	Citiz	United States			
Organization Number of 7 Sole Voting Power			0		
Shares Beneficially 8 Shared Voting Power (see Item 5 bound by		below) 5,109,723			
Each	•	9	Sole Dispositive Power	0	
Repor Persor	ung 1 With	10	Shared Dispositive Power (see Ite below)	em 5 5,109,723	
11 Aggregate Amount Beneficially Owned by Each 8,109,722 Reporting Person 5,109,722					
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 IN				

1	Name: Persor	s of Re n.	oseph M. Jacobs		
2		the A _l	p		
				(a) p	
				(b) o	
3	SEC U	Jse On	ly		
4	Source	e of Fu	ands	OO	
5	Chec	k if D	Disclosure of	0	
			oceedings is		
	•		rsuant to Items		
	2(d) o				
6			p or Place of	United States	
	_	ization			
Numb		7	Sole Voting Power	0	
Shares					
Beneficially 8 Shared Voting Power (see Item 5 below			ow) 5,109,723		
Owned Each	•	9	Sole Dispositive Power	0	
Repor		7	Sole Dispositive I owel	U	
-	n With	10	Shared Dispositive Power (see Item 5 below)	5,109,723	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,109,723				
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares				
				0	
13	Percent of Class Represented by Amount 13.03% in Row (11)				
14	Type of Reporting Person IN				

This Amendment No. 7 to Schedule 13D (the "Amendment No. 7") 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, 200, Amendment No. 4 filed on September 29, 2009, Amendment No. 5 filed on December 4, 2012 and Amendment No. 6 filed on December 31, 2012 (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. 7, 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 11, 2013 and March 18, 2013, the Purchasing Entities filed Form 144's indicating their respective intention to sell up to an aggregate of 900,000 shares of Common Stock. As of the close of business on March 21, 2013, 541,758 shares of Common Stock have been sold.

Item 5. Interest in Securities of the Issuer

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

Since the date of the Amendment No. 6 to the Statement, the Reporting Persons sold an aggregate of 541,758 shares of Common Stock in open market transactions at an average price of \$28.14 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 39,218,719 shares of Common Stock issued and outstanding as of February 28, 2013 as reported in the Company's Form 10-K filed with the Commission on March 7, 2013) are as follows:

Debello Investors LLC

(a) Amount Percent of class: 1.60% 629,426

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 629,426

vote:

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

disposition of:

(iv) Shared power to dispose or to direct the 629,426 disposition of:

Wexford Catalyst Investors LLC

(a) Amount 977,763 Percent of class: 2.49%

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 977,763

vote:

(iii) Sole power to dispose or to direct the 0 disposition of: (iv) Shared power to dispose or to direct the 977,763 disposition of: Wexford Catalyst Trading Limited 28,702 Percent of class: 0.07% (a) Amount 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 28,702 (iii) Sole power to dispose or to direct the 0 disposition of: (iv) Shared power to dispose or to direct the 28,702 disposition of: Wexford Spectrum Fund, L.P. Percent of class: (a) Amount 1,734,121 4.42% 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 1,734,121 vote: (iii) Sole power to dispose or to direct the 0 disposition of: (iv) Shared power to dispose or to direct the 1,734,121 disposition of: Spectrum Intermediate Fund Limited (a) Amount 1,702,403 Percent of class: 4.34% 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 1,702,403 0 (iii) Sole power to dispose or to direct the disposition of: (iv) Shared power to dispose or to direct the 1,702,403 disposition of: Wexford Capital LP Percent of class: (a) Amount 5,109,723 13.03% beneficially owned: (b) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: 0 5,109,723

(ii) Shared power to vote or to direct the

vote:

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

disposition of:

(iv) Shared power to dispose or to direct the 5,109,723

disposition of:

Wexford GP LLC

(a) Amount 5,109,723 Percent of class: 13.03%

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 5,109,723

vote:

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

disposition of:

(iv) Shared power to dispose or to direct the 5,109,723

disposition of:

Charles E. Davidson

(a) Amount 5,109,723 Percent of class: 13.03%

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 5,109,723

vote:

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

disposition of:

(iv) Shared power to dispose or to direct the 5,109,723

disposition of:

Joseph M. Jacobs

(a) Amount 5,109,723 Percent of class: 13.03%

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 5,109,723

vote:

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

disposition of:

(iv) Shared power to dispose or to direct the 5,109,723

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. 7 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: March 21, 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