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# SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

**Diversified Energy Co**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**25520W107**

(CUSIP Number)

**EIG Asset Management, LLC  
Krisy Lee, Chief Compliance Officer,, 600 New Hampshire Ave NW, Suite 1200  
Washington, DC, 20037  
202-600-3300**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**03/11/2026**

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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 otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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### SCHEDULE 13D

CUSIP No.

25520W107

1	<b>Name of reporting person</b> EIG Redwood Co-Investment, L.P.
2	<b>Check the appropriate box if a member of a Group (See Instructions)</b> <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	<b>SEC use only</b>

4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.00 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	25520W107
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1	Name of reporting person EIG Energy XV Blocker Agent (Redwood), LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.00 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	25520W107
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1	Name of reporting person EIG Holdings Carry Splitter (Redwood), L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.00 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	25520W107
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1	Name of reporting person EIG Energy Fund XV, L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.00 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	25520W107
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1	Name of reporting person EIG Energy Fund XV-A, L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.00 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	25520W107
-----------	-----------

1	Name of reporting person EIG Energy Fund XVI, L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
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12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.00 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	25520W107
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1	Name of reporting person EIG Energy Fund XVI-E, L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.00 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	25520W107
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1	Name of reporting person EIG Energy Fund XVI Holdings Splitter (FourPoint), L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.00 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	25520W107
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1	Name of reporting person EIG Energy Fund XV Blocker Series C (FourPoint) LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
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) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
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12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.00 %	
14	Type of Reporting Person (See Instructions) OO	

## SCHEDULE 13D

### Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(b) Name of Issuer:

Diversified Energy Co

(c) Address of Issuer's Principal Executive Offices:

1600 Corporate Drive, Birmingham, ALABAMA , 35242.

**Item 1 Comment:** This Amendment No. 3 (this "Amendment") amends and supplements the statement on Schedule 13D originally filed with the SEC by the Reporting Persons on May 29, 2025 (the "Original Schedule 13D") as amended by Amendment No. 1 filed on September 22, 2025 ("Amendment No. 1"), and Amendment No. 2 filed on January 12, 2026 ("Amendment No. 2", together with the Original Schedule 13D and Amendment No. 1, the "Schedule 13D"). Capitalized terms used but not defined in this Amendment shall have the meanings ascribed to such terms in the Schedule 13D. Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Schedule 13D.

### Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

Underwriting Agreement

On March 9, 2026, in connection with a registered block trade of Common Stock (the "Underwritten Block Trade"), the Issuer, the Reporting Persons, and Citigroup Global Markets Inc. (the "Underwriter") entered into an underwriting agreement (the "Underwriting Agreement") pursuant to which the Reporting Persons agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Reporting Persons, subject to and upon the terms and conditions set forth therein, 7,501,585 shares of Common Stock at a price of \$14.311 per share. The Reporting Persons completed the Underwritten Block Trade on March 11, 2026.

References to and descriptions of the Underwriting Agreement set forth above in this Item 4 do not purport to be complete and are qualified in their entirety by reference to the full text of the Underwriting Agreement, which has been filed as an exhibit hereto and incorporated by reference herein.

### Item 5. Interest in Securities of the Issuer

(a) The information set forth in lines 11 and 13 of each of the cover pages hereto is incorporated by reference into this Item 5.

(b) The information (i) set forth or incorporated by reference in Item 4 of this Amendment and (ii) set forth on lines 7 through 10 of each of the cover pages hereto is incorporated by reference into this Item 5.

- (c) In connection with the Underwritten Block Trade, the Reporting Persons sold 7,501,585 shares of Common Stock. The Reporting Persons have not otherwise effected any transactions in Common Stock within the prior 60 days.
- (d) Except as otherwise described in this Amendment, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this Amendment.
- (e) As a result of the Underwritten Block Trade reported in this Amendment, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Common Stock as of March 11, 2026 and are no longer subject to the reporting requirements of Rule 13d-1(a) of the Exchange Act.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

The information set forth or incorporated by reference in Item 4 of this Amendment is incorporated by reference into this Item 6.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition at the end thereof:

5. Underwriting Agreement, dated March 9, 2026, by and among Diversified Energy Company, certain affiliates of EIG Global Energy Partners, listed on Schedule I thereto, and Citigroup Global Markets Inc., as Underwriter (incorporated by reference to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the SEC on March 12, 2026).

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**EIG Redwood Co-Investment, L.P.**

**Signature:** /s/ Kristin Kelly  
**Name/Title:** Kristin Kelly/Managing Director  
**Date:** 03/13/2026

**Signature:** /s/ Kamyar Daneshvar  
**Name/Title:** Kamyar Daneshvar/Associate General Counsel  
**Date:** 03/13/2026

**EIG Energy XV Blocker Agent (Redwood), LLC**

**Signature:** /s/ Kristin Kelly  
**Name/Title:** Kristin Kelly/Managing Director  
**Date:** 03/13/2026

**Signature:** /s/ Kamyar Daneshvar  
**Name/Title:** Kamyar Daneshvar/Associate General Counsel  
**Date:** 03/13/2026

**EIG Holdings Carry Splitter (Redwood), L.P.**

**Signature:** /s/ Kristin Kelly  
**Name/Title:** Kristin Kelly/Managing Director  
**Date:** 03/13/2026

**Signature:** /s/ Kamyar Daneshvar  
**Name/Title:** Kamyar Daneshvar/Associate General Counsel  
**Date:** 03/13/2026

**EIG Energy Fund XV, L.P.**

**Signature:** /s/ Kristin Kelly  
**Name/Title:** Kristin Kelly/Managing Director  
**Date:** 03/13/2026

**Signature:** /s/ Kamyar Daneshvar  
**Name/Title:** Kamyar Daneshvar/Associate General Counsel  
**Date:** 03/13/2026

## EIG Energy Fund XV-A, L.P.

**Signature:** /s/ Kristin Kelly  
**Name/Title:** Kristin Kelly/Managing Director  
**Date:** 03/13/2026

**Signature:** /s/ Kamyar Daneshvar  
**Name/Title:** Kamyar Daneshvar/Associate General Counsel  
**Date:** 03/13/2026

## EIG Energy Fund XVI, L.P.

**Signature:** /s/ Kristin Kelly  
**Name/Title:** Kristin Kelly/Managing Director  
**Date:** 03/13/2026

**Signature:** /s/ Kamyar Daneshvar  
**Name/Title:** Kamyar Daneshvar/Associate General Counsel  
**Date:** 03/13/2026

## EIG Energy Fund XVI-E, L.P.

**Signature:** /s/ Kristin Kelly  
**Name/Title:** Kristin Kelly/Managing Director  
**Date:** 03/13/2026

**Signature:** /s/ Kamyar Daneshvar  
**Name/Title:** Kamyar Daneshvar/Associate General Counsel  
**Date:** 03/13/2026

## EIG Energy Fund XVI Holdings Splitter (FourPoint), L.P.

**Signature:** /s/ Kristin Kelly  
**Name/Title:** Kristin Kelly/Managing Director  
**Date:** 03/13/2026

**Signature:** /s/ Kamyar Daneshvar  
**Name/Title:** Kamyar Daneshvar/Associate General Counsel  
**Date:** 03/13/2026

## EIG Energy Fund XV Blocker Series C (FourPoint) LLC

**Signature:** /s/ Kristin Kelly  
**Name/Title:** Kristin Kelly/Managing Director  
**Date:** 03/13/2026

**Signature:** /s/ Kamyar Daneshvar  
**Name/Title:** Kamyar Daneshvar/Associate General Counsel  
**Date:** 03/13/2026