

CVR ENERGY INC

Form 3

January 12, 2012

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES  
CORP.,Â 767 FIFTH  
AVE.,SUITE 4700

(Street)

NEW YORK,Â NYÂ 10153

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/10/2012

3. Issuer Name **and** Ticker or Trading Symbol  
CVR ENERGY INC [CVI]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner

\_\_\_\_ Officer \_\_\_\_X\_\_ Other

(give title below) (specify below)

Please see all footnotes

6. Individual or Joint/Group

Filing(Check Applicable Line)

\_\_\_\_ Form filed by One Reporting  
Person\_X\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, par value \$0.01 ("Shares") 3,829,939

I please see footnotes (1) (2) (3) (4) (5)  
(6) (7) (8)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial  
Ownership

# Edgar Filing: CVR ENERGY INC - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Call Option ("right to purchase")	12/12/2011	12/12/2013	Shares	5,819,411	\$ 12	I	Please see all footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Put Option ("obligation to purchase")	12/12/2011	12/12/2013	Please see footnote <u>(8)</u>	5,819,411	\$ 12	I	Please see all footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153	Â	Â X	Â	Please see all footnotes
HIGH RIVER LIMITED PARTNERSHIP C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVENUE, SUITE 4700 NEW YORK, NY 10153	Â	Â X	Â	Â
ICAHN PARTNERS MASTER FUND LP C/O WALKER HOUSE 87 MARY STREET GEORGE TOWN, E9 KY1-9001	Â	Â X	Â	Â
ICAHN PARTNERS MASTER FUND II L.P. C/O WALKER HOUSE 87 MARY STREET GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001	Â	Â X	Â	Â
ICAHN PARTNERS MASTER FUND III L.P. C/O WALKER HOUSE 87 MARY STREET GRAND CAYMAN, E9 KY1-9001	Â	Â X	Â	Â
ICAHN PARTNERS LP C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVENUE, SUITE 4700 NEW YORK, NY 10153	Â	Â X	Â	Â

## Signatures

/s/ Carl C. Icahn 01/12/2012

Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) High River Limited Partnership ("High River") directly beneficially owns 765,988 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 1,202,761 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 1,251,456 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 423,382 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 186,352 Shares.

(2) Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

(3) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) High River directly beneficially owns 1,163,882 call options (the "Call Options"), Icahn Partners directly beneficially owns 1,809,460 Call Options, Icahn Master directly beneficially owns 1,884,131 Call Options, Icahn Master II directly beneficially owns 667,925 Call Options, and Icahn Master III directly beneficially owns 294,013 Call Options.

(7) High River directly wrote 1,163,882 European-style put options (the "Put Options"), Icahn Partners directly wrote 1,809,460 Put Options, Icahn Master directly wrote 1,884,131 Put Options, Icahn Master II directly wrote 667,925 Put Options, and Icahn Master III directly wrote 294,013 Put Options.

(8) The Call Options reference an aggregate of 5,819,411 Shares, have an exercise price of \$12.00, expire on December 12, 2013, and provide for physical settlement. The Put Options reference an aggregate of 5,819,411 Shares, have an exercise price of \$12.00, expire on December 12, 2013, and provide that they settle in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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