

CVR ENERGY INC

Form 4

February 10, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**GOLDMAN, SACHS MANAGEMENT
GP GMBH**

(Last) (First) (Middle)

**MESSETURM
60323, FRIEDRICH-EBERT-ANLAGE
49**

(Street)

**FRANKFURT AM MAIN
GERMANY, 2M 00000**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CVR ENERGY INC [CVI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title ___ Other (specify
below) below)

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	02/08/2011		S		15,113,254	D	\$ 15.9963
					8,353	I	

See
footnotes
(1) (2) (3)
(4) (5) (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOLDMAN, SACHS MANAGEMENT GP GMBH MESSETURM 60323 FRIEDRICH-EBERT-ANLAGE 49 FRANKFURT AM MAIN GERMANY, 2M 00000	X
Coffeyville Acquisition II LLC 200 WEST STREET NEW YORK, NY 10282	X

Signatures

/s/ Yvette Kusic,
Attorney-in-fact 02/10/2011

**Signature of Reporting Person Date

/s/ Yvette Kusic,
Attorney-in-fact 02/10/2011

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners V Fund, L.P. ("GS Capital"), GS Capital Partners V Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners V Institutional, L.P. ("GS Institutional"), GS Capital Partners V GmbH & Co. KG ("GS Germany", and together with GS Capital, GS Offshore and GS Institutional, the "Funds") (continued in footnote 2)

(2) GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH") and Coffeyville Acquisition II LLC ("CA II", and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, the Funds, Goldman Sachs and GS Group, the "Reporting

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Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

- (3) Pursuant to an underwriting agreement, dated February 2, 2011, and in connection with the registered public offering of shares of common stock, par value \$0.01 per share (the "Common Stock") of CVR Energy, Inc. (the "Company"), pursuant to the final prospectus filed by the Company on February 4, 2011, which offering was consummated on February 8, 2011, CA II sold 15,113,254 shares of Common Stock, which represented all of the Common Stock that CAII owned.

- (4) The Funds are members of CA II and own common units of CA II. The Funds' common units corresponded to 14,965,434 shares of Common Stock. The common units of CA II that corresponded to the balance of the Common Stock owned by CA II are held by certain officers and directors of the Company. CAII no longer owns any Common Stock of the Company.

- (5) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 8,353 shares of Common Stock. CAII and the Funds do not beneficially own directly or indirectly any shares of Common Stock. Goldman Sachs and GS Group may be deemed to have beneficially owned indirectly, through certain investment partnerships that are members of and own common units of CA II, the shares of Common Stock that were sold by CA II because (i) affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner, managing member or member of those investment partnerships and (ii) those investment partnerships control CA II and had the power to vote and dispose of the Common Stock owned by CA II.

- (6) The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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