Bley Matthew W. Form 4 December 18, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * Bley Matthew W.

(First)

(Middle)

(Zip)

C/O CVR ENERGY, INC., 2277 PLAZA DRIVE, SUITE 500

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

CVR Refining, LP [CVRR]

3. Date of Earliest Transaction (Month/Day/Year) 12/15/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CAO and Corp. Controller

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SUGAR LAND, TX 77479

(City)	(State)	Zip) Table	e I - Non-D	erivative	Securi	ities Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of			•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any	Code	(D) (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Units (1)	12/15/2018		M	4,023	A	\$ 0 (2)	4,023	D	
Common Units (1)	12/15/2018		D	4,023	D	\$ 13.3 (3)	0	D	

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

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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. Transacti Code (Instr. 8)	5. Number out 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. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Units (1)	<u>(2)</u>	12/15/2018		M	4,023	<u>(1)</u>	<u>(4)</u>	Common Units	4,023	\$ (

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bley Matthew W. C/O CVR ENERGY, INC. 2277 PLAZA DRIVE, SUITE 500 SUGAR LAND, TX 77479

CAO and Corp. Controller

Signatures

/s/ Matthew W. Bley 12/18/2018

**Signature of Date
Reporting Person

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).
- The Incentive Units were awarded to the reporting person by CVR Energy, Inc., an affiliate of CVR Refining, LP, as compensation for (1) services as an officer on April 16, 2018. These Incentive Units vest ratably in three annual installments beginning in December of each year following the grant date, subject to the terms of the award agreement.
- (2) Each Incentive Unit reported herein represents the right to receive upon vesting, a cash payment equal to the average closing price of the common units of CVR Refining, LP for the 10 business days preceding the vesting date.
- (3) This price represents the average closing price of the common units of CVR Refining, LP for the 10 business days preceding the vesting date.
- (4) The Incentive Units expire immediately following their vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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