

ICAHN CARL C
Form 4
January 29, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES HOLDINGS LLC, 767 FIFTH AVE., SUITE 4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CVR Refining, LP [CVRR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2019

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 below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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 Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D) Price			
Common Units	01/29/2019		J ⁽⁵⁾⁽⁶⁾	28,659,130 <u>(5) (6)</u>	\$ 10.5 <u>(5) (6)</u>	147,600,000 I	please see footnotes (1) (2) (3) (4) (7)
Common Units	01/29/2019		D ⁽⁵⁾⁽⁶⁾	5,750,000 <u>(5) (6)</u>	\$ 10.5 <u>(5) (6)</u>	147,600,000 I	please see footnotes (1) (2) (3) (4) (7)

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

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(3) Each of the General Partner, CVR and IEP (by virtue of their relationship to Holdings and Holdings Sub) and Mr. Icahn (by virtue of his relationship to IEP) may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the Common Units which Holdings and Holdings Sub beneficially own. Each of the General Partner, CVR, IEP and Mr. Icahn disclaims beneficial ownership of such Common Units except to the extent of their pecuniary interest therein.

(4) Mr. Icahn (by virtue of his relationship to IEP) may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Common Units which IEP (through its subsidiaries, American Entertainment Properties Corp. ("AEP") and Icahn Enterprises Holdings L.P. ("IEH")) and CVR beneficially owns and IEP (by virtue of its relationship with CVR) may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Common Units which CVR beneficially owns. Each of Mr. Icahn and IEP disclaim beneficial ownership of such Common Units except to the extent of his pecuniary interest therein.

(5) On January 29, 2019, CVR completed the purchase (the "Call Right Purchase") of 22,909,130 Common Units, which consisted of all of the issued and outstanding Common Units of the Issuer not already owned by the General Partner or the General Partner's affiliates, for a cash purchase price, determined in accordance with the Partnership's First Amended and Restated Agreement of Limited Partnership, as amended, of \$10.50 per Common Unit (the "Call Price"), or \$240,545,865 in the aggregate.

(6) Also on January 29, 2019, CVI completed the purchase (the "IEP Purchase" and, together with the Call Right Purchase, the "Purchase") of 2,000,000 Common Units held by AEP and 3,750,000 Common Units held by IEH for a cash purchase price per Common Unit equal to the Call Price, or \$60,375,000 in the aggregate. The aggregate number of Common Units acquired by CVR in the Purchase, including an aggregate of 5,750,000 Common Units acquired by CVR in the IEP Purchase, was 28,659,130.

(7) In connection with the Purchase, the Issuer has voluntarily withdrawn its Common Units from listing on the New York Stock Exchange and from registration under Section 12(b) of the Securities Exchange Act of 1934, as amended.

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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