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ICAHN CA Form 4													
January 29													
FOR	\mathbf{M} 4 UNITED	STATES	SECU	RITIE	S A	NI	DEXCHAI	NGF	COM	MISSION			ROVAL
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OM Nui	mber:	3235-0287		
Check this box if no longer									Exp	oires:	January 31, 2005		
subject to Section 16. Form 4 or				S CHANGES IN BENEFICIAL OWNER SECURITIES						SHIP OF	Estimated average burden hours per response		erage
Form 5 obligat may co <i>See</i> Ins 1(b).	ions Section 17	(a) of the I	Public I	Utility H	Iold	lin	Securities Ex og Company ompany Act	Act	of 193	t of 1934, 5 or Section	I		
(Print or Type	e Responses)												
1. Name and ICAHN C.	2. Issuer Hume und Hener of Humang							5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Che						(Check	ck all applicable)			
C/O ICAH HOLDING SUITE 47	(Month/Day/Year) 01/29/2019				below	Director X_ 10% Owner Officer (give title Other (specify below)							
	(Street)			nendment [onth/Day/			Original			idividual or Joi icable Line)	int/Gi	roup Filing(Check
NEW YO	RK, NY 10153		×	ý	,	·			_X_	Form filed by Or Form filed by Mo			
(City)	(State)	(Zip)	Та	ble I - No	on-D	eri	ivative Securi	ties A	cquired	l, Disposed of,	or B	eneficially	Owned
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		Date, if	f Transaction or Disp Code (Instr.			Disposed of (D) Securit astr. 3, 4 and 5) Benefic Owned Follow Report			5. Amount of Securities Beneficially Owned Following Reported	Ownership	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v		Amount	(A) or (D)	Price	Transaction(s (Instr. 3 and 4		(Instr. 4)	
Common Units	01/29/2019			J <u>(5)(6)</u>			28,659,130 5) (6)	A	\$ 10.5 (5) (6)	147,600,00	00]	I	please see footnotes (1) (2) (3) (4) (7)
Common Units	01/29/2019			D(5)(6)			5,750,000 5) (6)	D	\$ 10.5 (5) (6)	147,600,00	00]	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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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	(Month/Day/Year) rivative curities quired or posed D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
ICAHN CARL C C/O ICAHN ASSOCIA 767 FIFTH AVE., SUIT NEW YORK, NY 1015	TE 4700		Х					
Signatures								
CARL C. ICAHN	01/29/2019							
**Signature of	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).

CVR Refining Holdings, LLC, a Delaware limited liability company ("Holdings"), is (i) the direct beneficial owner of 97,303,764 (1) common units representing limited partner interests of the Issuer (the "Common Units") and (ii) the indirect beneficial owner of 12,000 Common Units owned of record by its wholly owned subsidiary, CVR Refining Holdings Sub, LLC ("Holdings Sub").

Holdings is the sole member of CVR Refining GP, LLC, a Delaware limited liability company which serves as the general partner of the Issuer (the "General Partner"). CVR Energy, Inc., a Delaware corporation ("CVR"), through subsidiaries is the beneficial owner of Holdings and, as of the completion of the Purchase (as defined below), the direct beneficial owner of 50,284,236 Common Units. Icahn

(2) Enterprises L.P., a Delaware limited partnership ("IEP"), through subsidiaries is the beneficial owner of approximately 70.8% of the outstanding shares of common stock of CVR. Carl C. Icahn through subsidiaries is the beneficial owner of (i) the general partner of IEP and (ii) approximately 91.3% of the outstanding depositary units representing limited partnership interests in IEP.

Reporting Person

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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.

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

(4) 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.

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.

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. 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.