

ICAHN CARL C
Form 4
August 01, 2018

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 *
ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES
HOLDING 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)

08/01/2018

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 Ownership (Instr. 4)				
			Code	V	Amount	(A) or (D)	Price				
Common Units	08/01/2018		J	(6)	21,625,106	(6)	A	(6)	124,690,870	I	

Please see
all
footnotes
(1) (2) (3) (4)
(5)

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

ICAHN CARL C
C/O ICAHN ASSOCIATES HOLDING LLC
767 FIFTH AVE, SUITE 4700
NEW YORK, NY 10153

X

Signatures

/s/ Carl C. Icahn 08/01/2018

**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) CVR Refining Holdings, LLC, a Delaware limited liability company ("Holdings"), is (i) the direct beneficial owner of 97,303,764 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").

(2) 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 the direct beneficial owner of 21,625,106 Common Units. Icahn Enterprises L.P., a Delaware limited partnership ("IEP"), through subsidiaries is the beneficial owner of (i) 5,750,000 Common Units and (ii) 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.

(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 and CVR beneficially owns and IEP (by virtue of its relationship with CVR) may be deemed to

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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) Does not include 12,000 Common Units owned by Gail Golden, the spouse of Mr. Icahn. Mr. Icahn (by virtue of his relationship to Ms. Golden) may be deemed to beneficially own such Common Units. Mr. Icahn disclaims beneficial ownership of such Common Units for all purposes.

- (6) On August 1, 2018, CVR acquired 21,625,106 Common Units pursuant to its offer to exchange each Common Unit validly tendered and not properly withdrawn in the exchange offer for 0.6335 shares of CVR common stock, upon the terms and subject to the conditions set forth in the prospectus/offer to exchange and the related letter of transmittal filed by CVR with the Securities and Exchange Commission on May 29, 2018. The market value of the transaction consideration was \$23.96 per Common Unit, based on the trading price of the CVR common stock as of the expiration of the exchange offer on July 27, 2018.

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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