

Bley Matthew W.
Form 3
May 08, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Bley Matthew W.

(Last) (First) (Middle)

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

(Street)

SUGAR LAND,Â TXÂ 77479

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/04/2018

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

X ___ Officer ___ Other
(give title below) (specify below)

CAO and Corp. Controller

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Expiration Title Amount or
Exercisable Date Number of

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				Shares		or Indirect (I) (Instr. 5)	
Incentive Units <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Units	12,069	\$ <u>(4)</u>	D	Â

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	Â	Â	Â CAO and Corp. Controller	Â

Signatures

/s/ John R. Walter,
attorney-in-fact

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Incentive Units were awarded to the reporting person by CVR Energy, Inc., an affiliate of CVR Refining, LP and the parent of the general partner of CVR Refining, LP.
- (2) The Incentive Units awarded to the reporting person vest in three annual installments beginning on December 15, 2018.
- (3) The Incentive Units expire immediately following their vesting in three annual installments beginning on December 15, 2018.
- (4) 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.

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.