

CVR Refining, LP
Form SC 13D/A
January 17, 2019
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

CVR Refining, LP
(Name of Issuer)

Common Units
(Title of Class of Securities)

12663P107
(CUSIP Number)

Jesse A. Lynn, Esq.
Icahn Enterprises L.P.
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4300
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 17, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box //.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

Item 1. Security and Issuer

The Schedule 13D filed with the Securities and Exchange Commission on January 25, 2013 (the "Initial 13D") by the Reporting Persons with respect to the common units ("Common Units") representing limited partner interests in CVR Refining, LP (the "Issuer") is hereby amended to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Initial 13D.

Item 4. Purpose of Transaction

Item 4 of the Initial 13D is hereby amended to add the following:

On January 17, 2019, CVR Refining GP, LLC (the "General Partner"), the general partner of the Issuer, notified the Issuer that (1) the General Partner has assigned to CVR Energy, Inc. ("CVI") its right pursuant to Section 15.1(a) of the Issuer's First Amended and Restated Agreement of Limited Partnership, as amended (the "Limited Partnership Agreement") to purchase all of the issued and outstanding Common Units not already owned by the General Partner or its affiliates (the "Call Right") and (2) CVI has elected to exercise the Call Right and purchase all of the issued and outstanding Common Units not already owned by the General Partner or its affiliates for a cash purchase price, determined in accordance with the Limited Partnership Agreement, of \$10.50 per unit (the "Call Price"), or \$240,545,865 in the aggregate.

Also, on January 17, 2019, CVI entered into a purchase agreement (the "Purchase Agreement") with American Entertainment Properties Corp. ("AEP") and Icahn Enterprises Holdings L.P. ("IEP"), pursuant to which, on January 29, 2019, all of the Common Units held by AEP and IEP will be purchased by CVI for a cash price per unit equal to the Call Price, or \$60,375,000 in the aggregate. The description of the Purchase Agreement above is qualified in its entirety by reference to the full text of the agreement, attached hereto as Exhibit 1, which is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Initial 13D is hereby amended to add the following:

The description of the Purchase Agreement set forth in Item 2 above is incorporated by reference into this Item 6.

Item 7. Material to be Filed as Exhibits

Exhibit
No.

1	Purchase Agreement, dated as of January 17, 2019, by and among CVR Energy, Inc., American Entertainment Properties Corp. and Icahn Enterprises Holdings L.P.
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SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 17, 2019

CVR REFINING HOLDINGS, LLC

By: /s/ Susan M. Ball

Name: Susan M. Ball

Title: Chief Financial Officer and Treasurer

COFFEYVILLE RESOURCES, LLC

By: /s/ Susan M. Ball

Name: Susan M. Ball

Title: Chief Financial Officer and Treasurer

COFFEYVILLE REFINING & MARKETING, INC.

By: /s/ Susan M. Ball

Name: Susan M. Ball

Title: Chief Financial Officer and Treasurer

COFFEYVILLE REFINING & MARKETING HOLDINGS, INC.

By: /s/ Susan M. Ball

Name: Susan M. Ball

Title: Chief Financial Officer and Treasurer

CVR ENERGY, INC.

By: /s/ Susan M. Ball

Name: Susan M. Ball

Title: Chief Financial Officer and Treasurer

IEP ENERGY LLC

By: IEP Energy Holding LLC

By: American Entertainment Properties Corp., its sole member

By: /s/ SungHwan Cho

Name: SungHwan Cho

Title: Chief Financial Officer

IEP ENERGY HOLDING LLC

By: American Entertainment Properties Corp., its sole member

By: /s/ SungHwan Cho

Name: SungHwan Cho

Title: Chief Financial Officer

AMERICAN ENTERTAINMENT PROPERTIES CORP.

By: /s/ SungHwan Cho

Name: SungHwan Cho

Title: Chief Financial Officer

ICAHN BUILDING LLC

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

By: /s/ SungHwan Cho

Name: SungHwan Cho

Title: Chief Financial Officer

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc., its general partner

By: /s/ SungHwan Cho

Name: SungHwan Cho

Title: Chief Financial Officer

ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho

Name: SungHwan Cho

Title: Chief Financial Officer

BECKTON CORP.

By: /s/ Edward E. Mattner

Name: Edward E. Mattner

Title: Authorized Signatory

/s/ Carl C. Icahn

CARL C. ICAHN

[Signature Page of Amendment No. 10 to Schedule 13D – CVR Refining, LP]