

CVR PARTNERS, LP
Form 3
April 07, 2011

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CVR ENERGY INC		(Month/Day/Year)	CVR PARTNERS, LP [UAN]	
(Last)	(First)	(Middle)	04/07/2011	
2277 PLAZA DRIVE,Â SUITE 500			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
SUGAR LAND,Â TXÂ 77479			(Check all applicable)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> 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)
Common Units representing Limited Partner Interests	0	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CVR ENERGY INC 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479	X	X		
Coffeyville Refining & Marketing Holdings, Inc. 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479	X	X		
Coffeyville Refining & Marketing, Inc. 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479	X	X		
Coffeyville Nitrogen Fertilizers, Inc. 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479	X	X		
Coffeyville Resources, LLC 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479	X	X		
CL JV Holdings, LLC 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479	X	X		
Coffeyville Terminal, Inc. 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479	X	X		
Coffeyville Pipeline, Inc. 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479	X	X		
Coffeyville Crude Transportation, Inc. 2277 PLAZA DRIVE SUITE 500 SUGAR LAND, TX 77479	X	X		

Signatures

CVR Energy, Inc., By: Susan M. Ball	04/07/2011
<u> </u> **Signature of Reporting Person	Date
Coffeyville Refining & Marketing Holdings, Inc., By: Susan M. Ball	04/07/2011
<u> </u> **Signature of Reporting Person	Date
Coffeyville Refining & Marketing, Inc., By: Susan M. Ball	04/07/2011
<u> </u> **Signature of Reporting Person	Date
Coffeyville Nitrogen Fertilizers, Inc., By: Susan M. Ball	04/07/2011
<u> </u> **Signature of Reporting Person	Date
Coffeyville Resources, LLC, By: Susan M. Ball	04/07/2011
<u> </u> **Signature of Reporting Person	Date
CL JV Holdings, LLC, By: Susan M. Ball	04/07/2011
<u> </u> **Signature of Reporting Person	Date
Coffeyville Terminal, Inc., By: Susan M. Ball	04/07/2011
<u> </u> **Signature of Reporting Person	Date
Coffeyville Pipeline, Inc., By: Susan M. Ball	04/07/2011
<u> </u> **Signature of Reporting Person	Date
Coffeyville Crude Transportation, Inc., By: Susan M. Ball	04/07/2011
<u> </u> **Signature of Reporting Person	Date

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) This filing is being made by CVR Energy, Inc. ("CVR Energy"), Coffeyville Nitrogen Fertilizers, Inc. ("CNF"), Coffeyville Refining & Marketing Holdings, Inc. ("CRM Holdings"), Coffeyville Refining & Marketing, Inc. ("CRM"), CL JV Holdings, LLC ("CL JV"), Coffeyville Resources, LLC ("CRLLC"), Coffeyville Terminal, Inc. ("CT"), Coffeyville Pipeline, Inc. ("CP") and Coffeyville Crude Transportation, Inc. ("CCT").
- (2) CNF and CRM Holdings are direct, wholly-owned subsidiaries of CVR Energy. CRM is a direct, wholly-owned subsidiary of CRM Holdings. CT, CP and CCT are direct, wholly-owned subsidiaries of CRM. CRM owns 69% of the outstanding equity interests in CL JV, and CNF owns 31% of the outstanding equity interests in CL JV. CL JV directly owns 67.6% of the outstanding equity interests in CRLLC, CNF directly owns 14.4% of the outstanding equity interests in CRLLC, CRM directly owns 16.04% of the outstanding equity interests in CRLLC, CT directly owns .49% of the outstanding equity interests in CRLLC, CP directly owns .49% of the outstanding equity interests in CRLLC, and CCT directly owns .98% of the outstanding equity interests in CRLLC.
- (3) As of April 7, 2011, CRLLC directly owned 100% of the outstanding units of CVR Partners, LP (the "Partnership"). All other reporting persons' ownership of the Partnership's outstanding units was indirect through CRLLC. Pursuant to the Amended and Restated Contribution, Assignment and Assumption Agreement (the "Contribution Agreement") entered into by and among CRLLC, CVR GP, LLC, Coffeyville Acquisition III, LLC, CVR Special GP, LLC, and the Partnership entered into prior to the effectiveness of the Partnership's Registration Statement on Form S-1 (File No. 333-171270) with respect to the Partnership's common units representing limited partner interests (the "Common Units"), CRLLC has agreed to exchange its existing equity interests in the Partnership for 50,920,000 Common Units at the closing of the Partnership's initial public offering (the "Offering").
- (4) If the Partnership increases or decreases the number of Common Units to be sold to the public through the underwriters, the Partnership will correspondingly decrease or increase the number of Common Units to be issued to CRLLC. In connection with the Offering, the Partnership has granted the underwriters thereto a 30-day over allotment option. In accordance with the Contribution Agreement, in the event that some or all of the option is not exercised, the Partnership shall issue Common Units to CRLLC in an amount equal to the portion of the option not exercised by the underwriters.

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The reporting persons disclaim beneficial ownership of all Common Units reported herein in excess of their pecuniary interest, if any, and (5) this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.