

CVR ENERGY INC
Form 4
November 29, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN, SACHS MANAGEMENT GP GMBH

(Last) (First) (Middle)

MESSETURM
60323, FRIEDRICH-EBERT-ANLAGE
49

(Street)

FRANKFURT AM MAIN
GERMANY, 2M 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CVR ENERGY INC [CVI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2010

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 ___) Other (specify below) below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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)
				(A) or (D)	Price		
Common Stock	11/24/2010		S	8,943,842 D	\$ 10.2394	15,113,454 I	See footnotes (1) (2) (3) (4) (5) (6) (7)

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

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Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

- (3) Pursuant to an underwriting agreement, dated November 18, 2010, and in connection with the registered public offering of shares of common stock, par value \$0.01 per share (the "Common Stock") of CVR Energy, Inc. (the "Company"), pursuant to the final prospectus filed by the Company on November 22, 2010, which offering was consummated on November 24, 2010, CA II sold 8,943,842 shares of Common Stock.

- (4) Of the shares of Common Stock reported herein, 15,113,254 shares of Common Stock are beneficially owned directly by CA II. The Funds are members of CA II and own common units of CA II. At this time, the Funds' common units correspond to 14,965,434 shares of Common Stock. The common units of CA II that correspond to the balance of the Common Stock owned by CA II are held by certain officers and directors of the Company.

- (5) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 200 shares of Common Stock. Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, all of the Common Stock owned directly by CA II through the Funds because (i) affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner, managing member or member of the Funds and (ii) the Funds control CA II and have the power to vote or dispose of the Common Stock owned by CA II. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of the Funds.

- (6) GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 7,880,200 shares of Common Stock by reason of the direct beneficial ownership of such shares by CA II. GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 4,070,583 shares of Common Stock by reason of the direct beneficial ownership of such shares by CA II. GS Institutional, and its general partner GS Advisors, may be deemed to beneficially own indirectly 2,702,229 shares of Common Stock by reason of the direct beneficial ownership of such shares by CA II. GS Germany, and its general partner GS GmbH, may be deemed to beneficially own indirectly 312,422 shares of Common Stock by reason of the direct beneficial ownership of such shares by CA II.

- (7) The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and 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.

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