

CVR ENERGY INC

Form 4

November 16, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)

85 BROAD ST

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CVR ENERGY INC [CVI]

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

11/12/2009

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)

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/12/2009		S		7,376,264	D	\$ 8.95
					24,057,296	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.

**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.**

SEC 1474
(9-02)

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

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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 Repor 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
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 85 BROAD ST NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V GMBH & CO. KG 85 BROAD STREET NEW YORK, NY 10004		X		
GSCP V ADVISORS, L.L.C. 85 BROAD STREET NEW YORK, NY 10004		X		
GSCP V OFFSHORE ADVISORS, L.L.C. 85 BROAD STREET NEW YORK, NY 10004		X		
GS ADVISORS V, L.L.C. 85 BROAD STREET		X		

NEW YORK, NY 10004

Signatures

/s/ Yvette Koscic,
Attorney-in-fact 11/16/2009

__Signature of Reporting Person Date

/s/ Yvette Koscic,
Attorney-in-fact 11/16/2009

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/s/ Yvette Koscic,
Attorney-in-fact 11/16/2009

__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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners V Fund, L.P. ("GS Capital"), GS Capital Partners V Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners V Institutional, L.P. ("GS Institutional"), GS Capital Partners V GmbH & Co. KG ("GS Germany", and together with GS Capital, GS Offshore and GS Institutional, the "Funds") (continued in footnote 2),

(2) GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH") and Coffeyville Acquisition II LLC ("CA II", and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, the Funds, Goldman Sachs and GS Group, the "Reporting 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 5, 2009 (the "Underwriting Agreement"), 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 9, 2009, which offering was consummated on November 12, 2009,

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CA II sold 7,376,264 shares of Common Stock.

- (4) Of the shares of Common Stock reported herein, 24,057,096 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 23,821,799 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 12,543,608 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 6,479,505 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 4,301,376 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 497,310 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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