

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Johnson Charles Douglas</u>  (Last) (First) (Middle) C/O CVR ENERGY, INC. 2277 PLAZA DRIVE, SUITE 500  (Street) SUGAR LAND TX 77479  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CVR ENERGY INC [ CVI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Commercial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 <sup>(1)</sup>	12/13/2023		M		8,220	A	\$0 <sup>(2)</sup>	8,220	D	
Common Stock <sup>(1)</sup>	12/13/2023		D		8,220	D	\$30.97 <sup>(3)</sup>	0	D	
Common Stock <sup>(4)</sup>	12/13/2023		M		4,426	A	\$0 <sup>(2)</sup>	4,426	D	
Common Stock <sup>(4)</sup>	12/13/2023		D		4,426	D	\$30.97 <sup>(3)</sup>	0	D	

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Incentive Units <sup>(1)</sup>	(2)	12/13/2023		M		8,220		(1)	(5)	Common Stock	8,220	\$0 <sup>(2)</sup>	8,220	D	
Incentive Units <sup>(4)</sup>	(2)	12/13/2023		M		4,426		(4)	(5)	Common Stock	4,426	\$0 <sup>(2)</sup>	8,851	D	
Incentive Units <sup>(6)</sup>	(2)	12/13/2023		A		17,104		(6)	(5)	Common Stock	17,104	\$0 <sup>(2)</sup>	17,104	D	

**Explanation of Responses:**

- The Incentive Units were awarded to the reporting person by CVR Energy, Inc. as compensation for services as an officer on December 8, 2021. These Incentive Units vest ratably in annual installments in December of each of the three years following the grant date, subject to the terms and conditions of the award agreement.
- Each Incentive Unit reported herein represents the right to receive upon vesting, a cash payment equal to the average closing price of a share of CVR Energy, Inc. common stock for the 10 trading days preceding the vest date.
- This price represents the average closing price of a share of CVR Energy, Inc. common stock for the 10 trading days immediately preceding the vest date.
- The Incentive Units were awarded to the reporting person by CVR Energy, Inc. as compensation for services as an officer on December 14, 2022. These Incentive Units vest ratably in annual installments in December of each of the three years following the grant date, subject to the terms and conditions of the award agreement.
- The Incentive Units expire immediately upon vest.
- The Incentive Units were awarded to the reporting person by CVR Energy, Inc. as compensation for services as an officer on December 13, 2023. These Incentive Units vest ratably in annual installments in December of each of the three years following the grant date, subject to the terms and conditions of the award agreement.

**Remarks:**

/s/ Charles Douglas Johnson 12/15/2023  
 \*\* Signature of Reporting Person Date

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

\* 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).

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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