

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO/A  
(Rule 14D-100) Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 13)

**CVR ENERGY, INC.**  
(Name of Subject Company (Issuer))

IEP Energy LLC  
Icahn Partners LP  
Icahn Partners Master Fund LP  
Icahn Partners Master Fund II L.P.  
Icahn Partners Master Fund III L.P.  
High River Limited Partnership  
Hopper Investments LLC  
Barberry Corp.  
Icahn Onshore LP  
Icahn Offshore LP  
Icahn Capital L.P.  
IPH GP LLC  
Icahn Enterprises Holdings L.P.  
Icahn Enterprises G.P. Inc.  
Beckton Corp.  
Carl C. Icahn  
(Names of Filing Persons)\*

Common Stock, Par Value \$0.01  
(Title of Class of Securities)

12662P108  
(CUSIP Number of Class of Securities)

Keith L. Schaitkin, Esq.  
General Counsel  
Icahn Capital LP  
767 Fifth Avenue, 47th Floor  
New York, New York 10153  
(212) 702-4380

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on behalf of Filing Persons)

CALCULATION OF FILING FEE

Transaction Valuation:

\$2,219,678,130\*

Amount of Filing Fee:

\$254,375.11\*\*

\* Calculated solely for purposes of determining the filing fee. The transaction value was calculated as follows: 73,989,271 shares of common stock of the Issuer multiplied by \$30 per share. The number of shares used in the transaction value calculation is based on the 86,573,498 shares stated to be issued and outstanding according to the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 7, 2011, less 12,584,227 shares beneficially owned, as of February 22, 2012, by the Offeror and its affiliates.

\*\* The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #3 for fiscal year 2012, issued September 29, 2011, by multiplying the transaction value by 0.0001146.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: \$254,375.11  
Form or registration no.: Schedule TO-T

Filing Party: Icahn Enterprises Holdings LP  
Date Filed: February 23, 2012

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1  
 issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3  
 amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

---

COMBINED SCHEDULE TO AND SCHEDULE 13D

\* Introductory Note: IEP Energy LLC and Icahn Enterprises Holdings L.P. are co-bidders for all purposes in the Offer. IEP Energy LLC is a wholly-owned subsidiary of Icahn Enterprises Holdings L.P.

This Amendment No. 13 amends and supplements the Tender Offer Statement on Schedule TO filed on February 23, 2012 (the "Schedule TO") relating to the offer by IEP Energy LLC, a Delaware limited liability company ("IEP Energy") and Icahn Enterprises Holdings L.P., a Delaware limited partnership ("Icahn Enterprises Holdings", and together with IEP Energy, the "Offeror"), to purchase for cash all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock") of CVR Energy, Inc., a Delaware corporation ("CVR"), including the associated rights issued pursuant to the Rights Agreement, dated as of January 13, 2012, between CVR and American Stock Transfer & Trust Company, LLC, as Rights Agent, that are issued and outstanding (the "Rights", and together with the Common Stock, the "Shares") at a price of \$30.00 per Share, without interest and less any required withholding taxes, plus one non-transferable contingent cash payment right for each Share. Both IEP Energy and Icahn Enterprises Holdings are co-bidders for all purposes in the Offer. Capitalized terms used herein and not otherwise defined have the respective meanings ascribed in the Schedule TO.

The Offer is subject to the terms and conditions set forth in the Offer to Purchase, dated February 23, 2012 (the "Offer to Purchase"). The Offer to Purchase, the related Letter of Transmittal (the "Letter of Transmittal") and Notice of Guaranteed Delivery, copies of which are attached hereto as Exhibits (a)(1)(i), (a)(1)(ii) and (a)(1)(iii), respectively, constitute the "Offer".

As permitted by General Instruction F to Schedule TO, the information set forth in the entire Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery, including all appendices, schedules, exhibits and annexes thereto, is hereby expressly incorporated by reference in response to Items 1 through 11 of this Schedule TO and is supplemented by the information specifically provided herein.

As permitted by General Instruction G to Schedule TO, this Schedule TO is also an amendment to the joint statement on Schedule 13D filed on January 13, 2012, as amended, by Icahn Enterprises Holdings, Icahn Partners LP, a limited partnership governed by the laws of Delaware, Icahn Partners Master Fund LP, a limited partnership governed by the laws of the Cayman Islands, Icahn Partners Master Fund II LP, a limited partnership governed by the laws of the Cayman Islands, Icahn Partners Master Fund III LP, a limited partnership governed by the laws of the Cayman Islands, High River Limited Partnership, a limited partnership governed by the laws of Delaware, Hopper Investments LLC, a limited liability company governed by the laws of Delaware, Barberrry Corp., a corporation governed by the laws of Delaware, Icahn Onshore LP, a limited partnership governed by the laws of Delaware, Icahn Offshore LP, a limited partnership governed by the laws of Delaware, Icahn Capital LP, a limited partnership governed by the laws of Delaware, IPH GP LLC, a limited liability company governed by the laws of Delaware, Icahn Enterprises Holdings L.P., a limited partnership governed by the laws of Delaware, Icahn Enterprises G.P. Inc., a corporation governed by the laws of Delaware, Beckton Corp., a corporation governed by the laws of Delaware, and Carl C. Icahn (collectively, the "Icahn Entities").

**Items 1-11.**

Items 1 through 11 of the Schedule TO are hereby amended and supplemented by the addition of the following:

On May 1, 2012, the Offeror, issued a press release relating to the Offer. A copy of this press release is filed herewith as Exhibit (a)(5)(xiii) and incorporated herein by reference.

**Item 12. Exhibits**

<u>Exhibit</u>	<u>Description</u>
(a)(5)(xiii)	Press Release issued by the Offeror, dated May 1, 2012

---

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**ICAHN PARTNERS LP**

By:                                 /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

**ICAHN PARTNERS MASTER FUND LP**

By:                                 /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

**ICAHN PARTNERS MASTER FUND II LP**

By:                                 /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

**ICAHN PARTNERS MASTER FUND III LP**

By:                                 /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

**HIGH RIVER LIMITED PARTNERSHIP**

**BY: Hopper Investments LLC, its general partner**

**BY: Barberry Corp., its sole member**

By:                                 /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

**HOPPER INVESTMENTS LLC**

**BY: Barberry Corp., its sole member**

By:                                 /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

**BARBERRY CORP.**

By:                                 /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

---

**ICAHN ONSHORE LP**

By:                   /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

**ICAHN OFFSHORE LP**

By:                   /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

**ICAHN CAPITAL LP**

By:                   /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

**IPH GP LLC**

By:                   /S/ EDWARD MATTNER  
Name: **Edward Mattner**  
Title: **Authorized Signatory**

**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**

**IEP ENERGY 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 G.P. INC.**

                                  /S/ SUNGHWAN CHO

**SungHwan Cho**  
**Chief Financial Officer**

**BECKTON CORP.**

                                  /S/ EDWARD MATTNER

**Edward Mattner**  
**Authorized Signatory**

Name:                                   /S/ CARL C. ICAHN  
**Carl C. Icahn**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(i)	Offer to Purchase, dated February 23, 2012*
(a)(1)(ii)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number) *
(a)(1)(iii)	Notice of Guaranteed Delivery*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
(a)(1)(v)	Letter to Clients*
(a)(1)(vi)	Supplement to Offer to Purchase, dated April 23, 2012 *
(a)(1)(vii)	Revised Letter of Transmittal *
(a)(1)(vii)	Revised Notice of Guaranteed Delivery *
(a)(1)(ix)	Revised Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees *
(a)(1)(x)	Revised Letter to Clients *
(a)(5)(i)	Summary Advertisement as published in the New York Times, by the Offeror, on February 23, 2012*
(a)(5)(ii)	Press Release of the Offeror, dated February 16, 2012 (incorporated by reference to Exhibit 1 to the Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on February 17, 2012)*
(a)(5)(iii)	Press Release of the Offeror, dated March 9, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 1 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 9, 2012)*
(a)(5)(iv)	Press Release of the Offeror, dated March 14, 2012(incorporated by reference to Exhibit 1 to Amendment No. 2 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 14, 2012)*
(a)(5)(v)	Press Release of the Offeror, dated March 16, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 3 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 16, 2012)*
(a)(5)(vi)	Press Release of the Offeror, dated March 19, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 4 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 19, 2012)*
(a)(5)(vii)	Press Release of the Offeror, dated March 28, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 5 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 28, 2012)*
(a)(5)(viii)	Press Release of the Offeror, dated March 28, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 6 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 29, 2012)*
(a)(5)(ix)	Press Release of the Offeror, dated April 3, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 7 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on April 3, 2012)*
(a)(5)(x)	Press Release of the Offeror, dated April 3, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 8 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on April 3, 2012)*
(a)(5)(xi)	Press Release of the Offeror, dated April 19, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 10 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on April 19, 2012)*
(a)(5)(xii)	Press Release of the Offeror, dated April 23, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 11 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on April 23, 2012)*

(a)(5)(xiii)	Press Release of the Offeror, dated May 1, 2012 (filed herewith)
(b)	None.
(d)	Transaction Agreement, dated April 18, 2012, among CVR, the Offeror and the other parties listed on the signature page thereto (incorporated by reference to Exhibit A to the Supplement to the Offer to Purchase filed as Exhibit (a)(1)(vi) to the Schedule TO filed by the Offeror with the Securities and Exchange Commission on April 23, 2012).*
(g)	None.
(h)	None.

\* Previously Filed

ICAHN COMMENTS ON CVR ENERGY TENDER OFFER

Contact: Susan Gordon, (212) 702-4309

New York, New York, May 1, 2012 – As previously announced, on April 18, 2012, Carl C. Icahn entered into an agreement with CVR Energy, Inc. regarding the tender offer by his affiliates for all outstanding shares of common stock of CVR for \$30.00 per share in cash, plus a contingent value right.

**IMPORTANT**

Shareholders are reminded that if we do not receive tenders of at least 36% of the outstanding shares (i.e., 31,661,040 shares) prior to 11:59 p.m., New York City time, on Friday May 4, 2012, then the offer will expire and no shares will be purchased.

*It is therefore critical that holders tender not later than Friday, May 4<sup>th</sup>.*

**TENDER YOUR SHARES TODAY!**

The tender offer will expire at 11:59 p.m., New York City time, on May 4, 2012. A Supplement to the Offer to Purchase and certain related documents have been mailed to CVR shareholders. Copies of the Supplement and related documents may be obtained, free of charge, at the SEC's web site at <http://www.sec.gov> and also by contacting the Information Agent for the offer:

**D.F. King & Co., Inc.**

48 Wall Street,

22nd Floor

New York, NY 10005

Banks and Brokerage Firms Please Call Collect: (212) 269-5550

All Others Call Toll Free: (800) 347-4750

Email: [information@dfking.com](mailto:information@dfking.com)

\*\*\*\*\*

NOTICE TO INVESTORS

THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO PURCHASE NOR A SOLICITATION FOR ACCEPTANCE OF THE TENDER OFFER DESCRIBED ABOVE. THE OFFER IS BEING MADE ONLY PURSUANT TO THE OFFER TO PURCHASE DATED FEBRUARY 23, 2012, AS AMENDED, AND RELATED DOCUMENTS THAT CARL C. ICAHN AND CERTAIN OF HIS AFFILIATES DISTRIBUTED TO HOLDERS OF COMMON STOCK OF CVR ENERGY, INC. AND FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ("SEC") AS EXHIBITS TO THEIR SCHEDULE TO. HOLDERS OF COMMON STOCK SHOULD READ CAREFULLY THE OFFER TO PURCHASE AND RELATED DOCUMENTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE OFFER. HOLDERS OF COMMON STOCK MAY OBTAIN A FREE COPY OF THE SCHEDULE TO, THE OFFER TO PURCHASE AND OTHER DOCUMENTS FROM THE SEC AT THE SEC'S WEB SITE AT [WWW.SEC.GOV](http://WWW.SEC.GOV).

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL C. ICAHN, HIGH RIVER LIMITED PARTNERSHIP, HOPPER INVESTMENTS LLC, BARBERRY CORP., ICAHN PARTNERS LP, ICAHN PARTNERS MASTER FUND LP, ICAHN PARTNERS MASTER FUND II L.P., ICAHN PARTNERS MASTER FUND III L.P., ICAHN ENTERPRISES G.P. INC., ICAHN ENTERPRISES HOLDINGS L.P., IPH GP LLC, ICAHN CAPITAL L.P., ICAHN ONSHORE LP, ICAHN OFFSHORE LP, BECKTON CORP. AND CERTAIN OF THEIR RESPECTIVE AFFILIATES FROM THE STOCKHOLDERS OF CVR ENERGY, INC. FOR USE AT ITS 2012 ANNUAL MEETING WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN SUCH PROXY SOLICITATION. WHEN COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF CVR ENERGY, INC AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://WWW.SEC.GOV). INFORMATION RELATING TO THE PARTICIPANTS IN A PROXY SOLICITATION IS CONTAINED IN THE PRELIMINARY PROXY STATEMENT FILED BY MR. ICAHN'S AFFILIATES WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 5, 2012.