

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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



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

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| 1. Name and Address of Reporting Person* <u>Landreth David Lynn</u> (Last) (First) (Middle) <u>C/O CVR ENERGY, INC.</u> <u>2277 PLAZA DRIVE, SUITE 500</u> (Street) <u>SUGAR LAND TX 77479</u> (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 Officer (give title below) Other (specify below) <u>EVP Chief Commercial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2019</u> | |
| | 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 ⁽¹⁾ | 12/14/2019 | | M | | 4,547 | A | \$0 ⁽²⁾ | 11,515 | D | |
| Common Stock ⁽¹⁾ | 12/14/2019 | | D | | 4,547 | D | \$42.13 ⁽³⁾ | 6,968 | 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 | Title | Amount or Number of Shares | | | | |
| Incentive Units ⁽⁴⁾ | (2) | 12/13/2019 | | A | | 11,589 | | (4) | (5) | Common Stock | 11,589 | \$0 ⁽²⁾ | 11,589 | D | |
| Incentive Units ⁽¹⁾ | (2) | 12/14/2019 | | M | | 4,547 | | (1) | (5) | Common Stock | 4,547 | \$0 ⁽²⁾ | 9,093 | 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 14, 2018. These Incentive Units vest ratably in three annual installments beginning in December of each year 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 business days preceding the vesting date.
- This price represents the average closing price of a share of CVR Energy, Inc. common stock for the 10 business days preceding the vesting date.
- The Incentive Units were awarded to the reporting person by CVR Energy, Inc. as compensation for services as an officer on December 13, 2019. These Incentive Units vest ratably in three annual installments beginning in December of each year following the grant date, subject to the terms and conditions of the award agreement.
- The Incentive Units expire immediately upon vesting.

Remarks:

/s/ David L. Landreth 12/17/2019

** 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.

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 Number.