

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GOLDMAN SACHS GROUP INC</u> (Last) (First) (Middle) <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/24/2010</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/24/2010		s		8,943,842	D	\$10.2394	15,113,454	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾

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)		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)					

1. Name and Address of Reporting Person*
GOLDMAN SACHS GROUP INC
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GSCP V OFFSHORE ADVISORS, L.L.C.
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GSCP V ADVISORS, L.L.C.
 (Last) (First) (Middle)
200 WEST STREET
 (Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GS CAPITAL PARTNERS V GMBH & CO. KG

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GS CAPITAL PARTNERS V FUND, L.P.

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GS ADVISORS V, L.L.C.

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GOLDMAN SACHS & CO

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City)	(State)	(Zip)
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Explanation of Responses:

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 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.

<u>/s/ Yvette Kusic, Attorney-in-fact</u>	<u>11/29/2010</u>
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<u>/s/ Yvette Kusic, Attorney-in-fact</u>	<u>11/29/2010</u>

** 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.