SEC Form 4

FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursu	nt to Section 16(a) of the Securities Exchange Act of 1934
	oction 30(h) of the Investment Company Act of 19/0

1. Name and Add <u>Conaway Je</u>	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>CVR ENERGY INC</u> [CVI]		ationship of Reporting P < all applicable) Director	10% Owner				
(Last) C/O CVR ENI	(First) ERGY, INC.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2023	X	Officer (give title below) VP, CAO & Corp	Other (specify below) b. Controller				
2277 PLAZA DRIVE, SUITE (Street) SUGAR LAND TX		E 500 77479	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	· · · · · · · · · · · · · · · · · · ·					
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication							
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

Table 1- Non-Derivative Securities Acquired, Disposed of, of Deriencially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock ⁽¹⁾	08/16/2023		М		465	A	\$0 ⁽²⁾	465	D	
Common Stock ⁽¹⁾	08/16/2023		D		465	D	\$36.59 ⁽³⁾	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)															
Title of Derivative Gecurity 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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	rities lired r osed) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	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				
ncentive Jnits ⁽¹⁾	(2)	08/16/2023		М			465	(1)	(4)	Common Stock	465	\$0 ⁽²⁾	0	D	

Explanation of Responses:

1. The Incentive Units were awarded to the reporting person by CVR Energy, Inc. on August 19, 2020 as compensation for service as an employee of one of its affiliates. These Incentive Units vest ratably in three annual installments in August of each year following the grant date, subject to the terms and conditions of the award agreement.

2. 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 immediately preceding the vest date.

3. 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.

4. The Incentive Units expire immediately upon vest.

Remarks:

/s/ Jeffrey D. Conaway

** Signature of Reporting Person

08/18/2023

Date

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

 \ast 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.