

**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
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1. Name and Address of Reporting Person* <u>GOLDMAN, SACHS MANAGEMENT GP GMBH</u>  (Last) (First) (Middle) MESSETURM 60308 FRANKFURT AM MAIN  (Street) GERMANY 2M 00000  (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) 11/12/2009	
		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	11/12/2009		s		7,376,264	D	\$8.95	24,057,296	I	See footnotes <sup>(1)(2)(3)(4)(5)(6)(7)</sup>

**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 MANAGEMENT GP GMBH  
 (Last) (First) (Middle)  
 MESSETURM 60308  
 FRANKFURT AM MAIN  
 (Street)  
 GERMANY 2M 00000  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Coffeyville Acquisition II LLC  
 (Last) (First) (Middle)  
 85 BROAD STREET  
 (Street)  
 NEW YORK NY 10004  
 (City) (State) (Zip)

**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 5, 2009 (the "Underwriting Agreement"), 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 9, 2009, which offering was consummated on November 12, 2009, CA II sold 7,376,264 shares of Common Stock.

4. Of the shares of Common Stock reported herein, 24,057,096 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 23,821,799 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 12,543,608 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 6,479,505 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 4,301,376 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 497,310 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.

/s/ Yvette Kusic, Attorney-in-  
fact 11/16/2009

/s/ Yvette Kusic, Attorney-in-  
fact 11/16/2009

\*\* 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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