# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# **SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934 (AMENDMENT NO. 3)

# CVR Energy, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

12662P 10 8 (CUSIP Number)

May 26, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- ☑ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of the section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 12662P 10 8 Page 2 of 26

1	NAME	OF RE	PORTING PERSON			
<b>1</b>	Coffeyv	ille Acc	quisition LLC			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
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1	NAME	NAME OF REPORTING PERSON					
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CUSIP No. 12662P 10 8

NAME OF REPORTING PERSON 1 Kelso GP VII, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) o SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER 5 NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER EACH 7 REPORTING PERSON SHARED DISPOSITIVE POWER 8 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 TYPE OF REPORTING PERSON **12** 

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TYPE OF REPORTING PERSON

CUSIP No. 12662P 10 8

NAME OF REPORTING PERSON 1 Kelso GP VII, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) o SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER 5 NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER EACH 7 REPORTING PERSON SHARED DISPOSITIVE POWER 8 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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NAME OF REPORTING PERSON 1 KEP VI, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) o SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER 5 NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER EACH 7 REPORTING PERSON SHARED DISPOSITIVE POWER 8 0

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

TYPE OF REPORTING PERSON

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TYPE OF REPORTING PERSON

CUSIP No. 12662P 10 8

NAME OF REPORTING PERSON 1 Philip E. Berney CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) o SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States of America SOLE VOTING POWER 5 NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER EACH 7 REPORTING PERSON SHARED DISPOSITIVE POWER 8 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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TYPE OF REPORTING PERSON

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NAME OF REPORTING PERSON 1 Frank K. Bynum, Jr. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) o SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States of America SOLE VOTING POWER 5 NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER EACH 7 REPORTING PERSON SHARED DISPOSITIVE POWER 8 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11

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NAME OF REPORTING PERSON 1 James J. Connors, II CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) o SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States of America SOLE VOTING POWER 5 NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER EACH 7 REPORTING PERSON SHARED DISPOSITIVE POWER 8 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11

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Page 10 of 26

1		NAME OF REPORTING PERSON				
	Michael B. Goldberg					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
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NAME OF REPORTING PERSON 1 Frank J. Loverro CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) o SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States of America SOLE VOTING POWER 5 NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER EACH 7 REPORTING PERSON SHARED DISPOSITIVE POWER 8 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11

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CUSIP No. 12662P 10 8

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

TYPE OF REPORTING PERSON

NAME OF REPORTING PERSON 1 George E. Matelich CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) o SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States of America SOLE VOTING POWER 5 NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER EACH 7 REPORTING PERSON SHARED DISPOSITIVE POWER 8 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 10

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1	NAME	NAME OF REPORTING PERSON				
_	Church M. Moore					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
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1	NAME (	OF RE	PORTING PERSON			
	Frank T.	Frank T. Nickell				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
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1	NAME	OF RE	PORTING PERSON				
1	Stanley	Stanley de J. Osborne					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
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11	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
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	TYPE C	F REP	ORTING PERSON				
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1	NAME	OF RE	PORTING PERSON			
	David I.	David I. Wahrhaftig				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
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1	NAME (	OF RE	PORTING PERSON				
1	Thomas	Thomas R. Wall, IV					
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1			PORTING PERSON				
		Christopher L. Collins					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
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#### Amendment No. 3 to Schedule 13G

This Amendment No. 3 (the "Amendment") amends and supplements the Schedule 13G filed by Coffeyville Acquisition LLC, Kelso Investment Associates VII, L.P., Kelso GP VII, L.P., Kelso GP VII, LLC, KEP VI, LLC, Philip E. Berney, Frank K. Bynum, Jr., James J. Connors, II, Michael B. Goldberg, Frank J. Loverro, George E. Matelich, Church M. Moore, Frank T. Nickell, Stanley de J. Osborne, David I. Wahrhaftig, and Thomas R. Wall, IV on January 24, 2008, as amended on February 14, 2008 and February 15, 2011 (the "Schedule"). Except as expressly set forth herein, there have been no changes in the information set forth in the Schedule. On May 26, 2011, Coffeyville Acquisition LLC sold all of its shares of common stock of CVR Energy, Inc. This Amendment is being filed to amend disclosure in Item 4 and Item 5 of the Schedule to reflect that sale. This is an exit filing and is the final amendment to the Schedule.

#### Item 4. Ownership (a) through (c)

#### (a) Amount beneficially owned:

See Item 9 of the attached cover pages.

#### (b) Percent of class:

See Item 11 of the attached cover pages. The figures reported in Item 11 of the attached cover pages are based upon the number of outstanding shares reported in the Prospectus filed with the Securities and Exchange Commission on May 25, 2011, which reported the total outstanding shares of common stock, as of May 20, 2011, as 87,790,493.

#### (c) Number of shares as to which such person has:

#### (i) Sole power to vote or direct the vote:

See Item 5 of the attached cover pages.

#### (ii) Shared power to vote or direct the vote:

See Item 6 of the attached cover pages.

#### (iii) Sole power to dispose or to direct the disposition:

See Item 7 of the attached cover pages.

#### (iv) Shared power to dispose or to direct the disposition:

See Item 8 of the attached cover pages.

Kelso GP VII, LLC (GP VII LLC) is the general partner of Kelso GP VII, L.P. (GP VII LP). GP VII LP is the general partner of Kelso Investment Associates VII, L.P. (KIA VII). KIA VII is the majority owner of Coffeyville Acquisition LLC. Each of GP VII LLC, GP VII LP and KIA VII disclaims beneficial ownership of the securities owned of record by Coffeyville Acquisition LLC, except to the extent of their respective pecuniary interests therein, and the inclusion of these

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securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.

Each of GP VII LLC, GP VII LP and KIA VII, due to their common control, could be deemed to beneficially own each other's securities. GP VII LLC disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LP and KIA VII, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.

GP VII LP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC and KIA VII, except, in the case of KIA VII, to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes. KIA VII disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC and GP VII LP, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.

KEP VI, LLC (KEP VI) and GP VII LLC due to their common control could be deemed to beneficially own each other's securities. KEP VI disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC, GP VII LP and KIA VII, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes. Each of GP VII LLC, GP VII LP and KIA VII disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP VI, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.

KEP VI disclaims beneficial ownership of the securities owned of record by Coffeyville Acquisition LLC, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Moore, Nickell, Osborne, Wahrhaftig and Wall (the "Kelso Individuals") may be deemed to share beneficial ownership of securities owned of record or beneficially owned by GP VII LLC, GP VII LP, KIA VII, KEP VI and Coffeyville Acquisition LLC, by virtue of their status as managing members of GP VII LLC and KEP VI, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of the Kelso Individuals is the beneficial owner of these securities for purposes of Section 16 or for any other purposes.

Christopher L. Collins may be deemed to share beneficial ownership of securities owned of record or beneficially owned by KEP VI and Coffeyville Acquisition LLC by virtue of his status as a managing member of KEP VI. Mr. Collins shares investment and voting power with the Kelso Individuals with respect to ownership interests owned by KEP VI and Coffeyville Acquisition LLC but disclaims beneficial ownership of such interests, and this report shall not be deemed an admission

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that Mr. Collins is the beneficial owner of these securities for purposes of Section 16 or for any other purposes. Mr. Collins also disclaims beneficial ownership of securities owned of record by GP VII LLC, GP VII LP, KIA VII, KEP VI and Coffeyville Acquisition LLC, and this report shall not be deemed an admission that Mr. Collins is the beneficial owner of these securities for purposes of Section 16 or for any other purposes.

### Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following  $\square$ .

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# Signature.

After reasonable 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. Date: June 8, 2011

COFFEYV	/ILLE ACQUISITION LLC
Signature:	*
By:	James J. Connors, II, its Vice President
KELSO IN Signature:	NVESTMENT ASSOCIATES VII, L.P
By:	Kelso GP VII, L.P., its General Partner, by Kelso GP VII, LLC, its General Partner, by James J. Connors, II, its Managing Member
KELSO G Signature:	P VII, L.P.
By:	Kelso GP VII, LLC, its General Partner, by James J. Connors, II, its Managing Member
KELSO G Signature:	P VII, LLC *
By:	James J. Connors, II, its Managing Member
KEP VI, L Signature:	LC *
By:	James J. Connors, II, its Managing Member
PHILIP E. Signature:	BERNEY **
FRANK K Signature:	BYNUM, JR. **

JAMES J. CONNORS, II Signature: *
MICHAEL B. GOLDBERG Signature: **
FRANK J. LOVERRO Signature: **
GEORGE E. MATELICH Signature: **
CHURCH M. MOORE Signature: **
FRANK T. NICKELL Signature: **
STANLEY DE J. OSBORNE Signature: **
DAVID I. WAHRHAFTIG Signature: **
THOMAS R. WALL, IV Signature: **
CHRISTOPHER L. COLLINS Signature: **

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\*/\*\*By: /s/ James J. Connors, II

Name: James J. Connors, II
\*\*As Attorney-in-fact

<sup>\*\*</sup> The Powers of Attorney filed with the Securities and Exchange Commission with (i) the Form 3s, dated October 22, 2007 in respect of the securities of CVR Energy, Inc. by Coffeyville Acquisition LLC, Kelso Investment Associates VII, L.P., Kelso GP VII, L.P., Kelso GP VII, LLC, KEP VI, LLC, Philip E. Berney, Frank K. Bynum, Jr., James J. Connors, II, Michael B. Goldberg, Frank J. Loverro,

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George E. Matelich, Frank T. Nickell, Stanley de J. Osborne, David I. Wahrhaftig, and Thomas R. Wall, IV., (ii) the Form 3 dated December 19, 2007 in respect of the securities of CVR Energy, Inc. by Church M. Moore, and (iii) the Schedule 13G/A dated February 15, 2011 in respect of the securities of CVR Energy, Inc. by Christopher L. Collins are hereby incorporated by reference.

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Exhibit A

# JOINT FILING STATEMENT

Pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree that the Statement on Schedule 13G and any amendments thereto to which this exhibit is attached is filed on behalf of each of them.

Date: June 8, 2011

COFFEYVILLE ACQUISITION LLC Signature: *						
By:	James J. Connors, II, its Vice President					
KELSO IN Signature:	IVESTMENT ASSOCIATES VII, L.P					
By:	Kelso GP VII, L.P., its General Partner, by Kelso GP VII, LLC, its General Partner, by James J. Connors, II, its Managing Member					
KELSO GE Signature:	P VII, L.P.					
By:	Kelso GP VII, LLC, its General Partner, by James J. Connors, II, its Managing Member					
KELSO GP VII, LLC Signature: *						
By:	James J. Connors, II, its Managing Member					
KEP VI, LLC						
Signature: By:	James J. Connors, II, its Managing Member					
PHILIP E. Signature:	BERNEY **					

		Page	26	OI	26
FRANK K. Signature:	BYNUM, JR. **				
JAMES J. ( Signature:	CONNORS, II *				
MICHAEL Signature:	B. GOLDBERG **				
FRANK J. I Signature:	LOVERRO **				
GEORGE E Signature:	E. MATELICH **				
CHURCH I Signature:	M. MOORE				
FRANK T. Signature:	NICKELL **				
STANLEY Signature:	DE J. OSBORNE **				
DAVID I. V Signature:	VAHRHAFTIG **				
THOMAS I Signature:	R. WALL, IV				
CHRISTOF Signature:	PHER L. COLLINS				

\*/\*\*By: /s/ James J. Connors, II
Name: James J. Connors, II
\*\*As Attorney-in-fact