

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

**SCHEDULE 13G  
Under the Securities Exchange Act of 1934**

CVR Energy, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

12662P108

(CUSIP Number)

May 23, 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:

Rule 13d-1(b)

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 disclosures 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 that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	NAMES OF REPORTING PERSONS Appaloosa Investment Limited Partnership I	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <span style="float: right;">(a) <input type="radio"/> (b) <input type="radio"/></span>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
<b>5</b>	<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	SOLE VOTING POWER -0-
<b>6</b>		SHARED VOTING POWER 2,258,915
<b>7</b>		SOLE DISPOSITIVE POWER -0-
<b>8</b>		SHARED DISPOSITIVE POWER 2,258,915
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,258,915	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <span style="float: right;"><input type="radio"/></span>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.61%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

1	NAMES OF REPORTING PERSONS  Palomino Fund Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <div style="float: right;">                     (a) <input type="radio"/> (b) <input type="radio"/> </div>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  British Virgin Islands	
NUMBER OF  SHARES  BENEFICIALLY  OWNED BY  EACH  REPORTING  PERSON  WITH	5	SOLE VOTING POWER  -0-
	6	SHARED VOTING POWER  3,275,696
	7	SOLE DISPOSITIVE POWER  -0-
	8	SHARED DISPOSITIVE POWER  3,275,696
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,275,696	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <div style="text-align: center;"> <input type="radio"/> </div>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.79%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO	

<b>1</b>	NAMES OF REPORTING PERSONS  Thoroughbred Fund L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <span style="float: right;">(a) <input type="radio"/> (b) <input type="radio"/></span>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	SOLE VOTING POWER  -0-
<b>6</b>	SHARED VOTING POWER  788,571	
<b>7</b>	SOLE DISPOSITIVE POWER  -0-	
<b>8</b>	SHARED DISPOSITIVE POWER  788,571	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  788,571	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <span style="float: right;"><input type="radio"/></span>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  .91%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN	

<b>1</b>	NAMES OF REPORTING PERSONS  Thoroughbred Master Ltd.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <span style="float: right;">(a) <input type="radio"/> (b) <input type="radio"/></span>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  British Virgin Islands	
<b>5</b>	<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	SOLE VOTING POWER  -0-
<b>6</b>		SHARED VOTING POWER  818,252
<b>7</b>		SOLE DISPOSITIVE POWER  -0-
<b>8</b>		SHARED DISPOSITIVE POWER  818,252
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  818,252	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <span style="float: right;"><input type="radio"/></span>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  .95%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO	

<b>1</b>	NAMES OF REPORTING PERSONS Appaloosa Management L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <span style="float: right;">(a) <input type="radio"/> (b) <input type="radio"/></span>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
<b>5</b>	<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	SOLE VOTING POWER -0-
<b>6</b>		SHARED VOTING POWER 7,141,434
<b>7</b>		SOLE DISPOSITIVE POWER -0-
<b>8</b>		SHARED DISPOSITIVE POWER 7,141,434
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,141,434	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <span style="float: right;"><input type="radio"/></span>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.26%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

<b>1</b>	NAMES OF REPORTING PERSONS  Appaloosa Partners Inc.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <span style="float: right;">(a) <input type="radio"/> (b) <input type="radio"/></span>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
<b>5</b>	<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	SOLE VOTING POWER -0-
<b>6</b>		SHARED VOTING POWER 7,141,434
<b>7</b>		SOLE DISPOSITIVE POWER -0-
<b>8</b>		SHARED DISPOSITIVE POWER 7,141,434
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  7,141,434	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <span style="float: right;"><input type="radio"/></span>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  8.26%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO	

<b>1</b>	NAMES OF REPORTING PERSONS  David A. Tepper	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <span style="float:right">(a) <input type="radio"/> (b) <input type="radio"/></span>  <input type="radio"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	SOLE VOTING POWER  -0-
	<b>6</b>	SHARED VOTING POWER  7,141,434
	<b>7</b>	SOLE DISPOSITIVE POWER  -0-
	<b>8</b>	SHARED DISPOSITIVE POWER  7,141,434
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  7,141,434	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <span style="float:right"><input type="radio"/></span>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  8.26%	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN	



**Item 1. (a) Name of Issuer**

CVR Energy, Inc.

**Item 1. (b) Address of Issuer's Principal Executive Offices**

2277 Plaza Drive, Suite 500, Sugar Land, Texas 77479

**Item 2. (a) Name of Person Filing**

This statement is being filed by and on behalf of Appaloosa Investment Limited Partnership I ("AILP"), Palomino Fund Ltd. ("Palomino"), Thoroughbred Fund L.P. ("TFLP"), Thoroughbred Master Ltd. ("TML"), Appaloosa Management L.P. ("AMLP"), Appaloosa Partners Inc. ("API") and David A. Tepper ("Mr. Tepper" and, together with AILP, Palomino, TFLP, TML, AMLP and API, the "Reporting Persons"). Mr. Tepper is the sole stockholder and the President of API. API is the general partner of, and Mr. Tepper owns a majority of the limited partnership interest in, AMLP. AMLP is the general partner of AILP and TFLP, and acts as investment advisor to Palomino and TML.

**Item 2. (b) Address of Principal Business Office or, if None, Residence**

The business address of each of the Reporting Persons is c/o Appaloosa Management L.P., 51 John F. Kennedy Parkway, Short Hills, New Jersey 07078.

**Item 2. (c) Citizenship**

AILP is a Delaware limited partnership. Palomino is a British Virgin Islands corporation. TFLP is a Delaware limited partnership. TML is a British Virgin Islands corporation. AMLP is a Delaware limited partnership. API is a Delaware corporation. Mr. Tepper is a citizen of the United States.

**Item 2. (d) Title of Class of Securities**

Common Stock, par value \$0.01 per share

**Item 2. (e) CUSIP Number**

12662P108

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K);

Not applicable as this Schedule 13G is filed pursuant to Rule 13d-1(c).

**Item 4. Ownership**

The percentages set forth in this Item 4 are based on there being 86,413,781 shares of Common Stock outstanding as of May 6, 2011, as disclosed in CVR Energy Inc.'s Form 10-Q for the period ended March 31, 2010 (filed May 10, 2011).

**AILP:**

- (a) Amount beneficially owned: 2,258,915
- (b) Percent of class: 2.61%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 2,258,915
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 2,258,915

**Palomino:**

- (a) Amount beneficially owned: 3,275,696

- (b) Percent of class: 3.79%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 3,275,696
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 3,275,696

TFLP:

- (a) Amount beneficially owned: 788,571
- (b) Percent of class: .91%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 788,571
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 788,571

TML:

- (a) Amount beneficially owned: 818,252
- (b) Percent of class: .95%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 818,252
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 818,252

AML:

- (a) Amount beneficially owned: 7,141,434
- (b) Percent of class: 8.26%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 7,141,434
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 7,141,434

API:

- (a) Amount beneficially owned: 7,141,434
- (b) Percent of class: 8.26%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 7,141,434
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 7,141,434

Mr. Tepper:

- (a) Amount beneficially owned: 7,141,434
- (b) Percent of class: 8.26%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 7,141,434
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 7,141,434

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Dated: June 2, 2011

APPALOOSA INVESTMENT LIMITED PARTNERSHIP I

By: APPALOOSA MANAGEMENT L.P., Its General Partner

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

PALOMINO FUND LTD.

By: APPALOOSA MANAGEMENT L.P., Its Investment Advisor

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

THOROUGHBRED FUND L.P.

By: APPALOOSA MANAGEMENT L.P., Its General Partner

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

THOROUGHBRED MASTER LTD.

By: APPALOOSA MANAGEMENT L.P., Its Investment Advisor

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

/s/ David A. Tepper



EXHIBIT A

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JOINT FILING AGREEMENT

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The undersigned agree that the foregoing Statement on Schedule 13G (including any and all amendments thereto) is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k) under the Act and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings.

Dated: June 2, 2011

APPALOOSA INVESTMENT LIMITED PARTNERSHIP I

By: APPALOOSA MANAGEMENT L.P., Its General Partner

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

PALOMINO FUND LTD.

By: APPALOOSA MANAGEMENT L.P., Its Investment Advisor

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

THOROUGHBRED FUND L.P.

By: APPALOOSA MANAGEMENT L.P., Its General Partner

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

THOROUGHBRED MASTER LTD.

By: APPALOOSA MANAGEMENT L.P., Its Investment Advisor

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC., Its General Partner

By: /s/ David A. Tepper  
Name: David A. Tepper  
Title: President

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper  
Name: David A. Tepper

Title: President

/s/ David A. Tepper  
David A. Tepper