

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)**

CVR ENERGY, INC.

(Name of Subject Company (Issuer))

Icahn Enterprises Holdings L.P.
Icahn Enterprises L.P.
Icahn Enterprises G.P. Inc.
IEP Energy Holding LLC
American Entertainment Properties Corp.
Beckton Corp.
Carl C. Icahn

(Name of Filing Persons (Offerors))

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

12662P108
(CUSIP Number of Class of Securities)

Andrew Teno
President and Chief Executive Officer
Icahn Enterprises L.P.
16690 Collins Avenue, PH-1
Sunny Isles Beach, FL 33160
(305) 422-4100

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Jesse A. Lynn, Esq.
General Counsel
Icahn Enterprises L.P.
16690 Collins Avenue, PH-1
Sunny Isles Beach, FL 33160
(305) 422-4100
and
Joshua A. Apfelroth, Esq.
Louis E. Rambo, Esq.
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
(212) 969-3438

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of this transaction, passed upon the merits or fairness of this transaction, or passed upon the adequacy or accuracy of the disclosure herein. Any

representation to the contrary is a criminal offense.

CUSIP No. 12662P108

1 NAME OF REPORTING PERSON

IEP Energy Holding LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

51,192,381

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

51,192,381

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,192,381

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDED CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.9%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 12662P108

1 NAME OF REPORTING PERSON

American Entertainment Properties Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

51,192,381

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

51,192,381

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,192,381

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDED CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.9%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 12662P108

1 NAME OF REPORTING PERSON

Icahn Enterprises Holdings L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

15,500,000

8 SHARED VOTING POWER

51,192,381

9 SOLE DISPOSITIVE POWER

15,500,000

10 SHARED DISPOSITIVE POWER

51,192,381

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,692,381

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDED CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.3%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 12662P108

1 NAME OF REPORTING PERSON

Icahn Enterprises G.P. Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

66,692,381

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

66,692,381

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,692,381

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDED CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.3%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 12662P108

1 NAME OF REPORTING PERSON

Beckton Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

66,692,381

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

66,692,381

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,692,381

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDED CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.3%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 12662P108

1 NAME OF REPORTING PERSON

Carl C. Icahn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

66,692,381

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

66,692,381

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,692,381

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDED CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

66.3%

14 TYPE OF REPORTING PERSON

IN

This Amendment No. 2 to the Tender Offer Statement on Schedule TO (this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO filed by Icahn Enterprises Holdings L.P. a Delaware limited partnership (together with its direct and indirect subsidiaries, “Icahn Enterprises,” “we,” or “us”), Icahn Enterprises L.P., Icahn Enterprises G.P. Inc., IEP Energy Holding LLC, American Entertainment Properties Corp., Becton Corp., and Carl C. Icahn (collectively, the “Filing Persons”) with the U.S. Securities and Exchange Commission (the “SEC”) on December 6, 2024, as amended and supplemented by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the Commission on December 18, 2024 (together with any subsequent amendments and supplements thereto, the “Schedule TO”) relating to an offer by Icahn Enterprises to purchase up to 17,753,322 shares of common stock, par value \$0.01 per share (the “common stock”) of the Company at a price of \$18.25 per share, net to the seller in cash, without interest, less any applicable tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 6, 2024 (the “Offer to Purchase”), and in the related Letter of Transmittal (the “Letter of Transmittal” which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, collectively constitute the “Offer”), copies of which were filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except to the extent specifically provided in this Amendment No. 2, the information set forth in the Schedule TO remains unchanged. This Amendment No. 2 is being filed to extend the expiration time of the Offer.

Items 1 through 9 and Item 11.

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

“Icahn Enterprises is extending the Expiration Time to 5:00 p.m., New York City time, on January 8, 2025. The Offer had been previously scheduled to expire at one minute after 11:59 p.m., New York City time, on January 6, 2025.”

Throughout the Schedule TO, the Offer to Purchase, the related Letter of Transmittal and other materials relating to the Offer, all references to the expiration of the Offer or to the Expiration Time are hereby amended to extend the Expiration Time of the Offer to 5:00 p.m., New York City time, on January 8, 2025.

The press release announcing the extension of the Offer is attached hereto as Exhibit (a)(5)(B) and is incorporated herein by reference.

Item 12. Exhibits.

Exhibit	Description
<u>(a)(1)(A)*</u>	<u>Offer to Purchase, dated December 6, 2024.</u>
<u>(a)(1)(B)*</u>	<u>Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).</u>
<u>(a)(1)(C)*</u>	<u>Form of Notice of Guaranteed Delivery.</u>
<u>(a)(1)(D)*</u>	<u>Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.</u>
<u>(a)(1)(E)*</u>	<u>Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.</u>
<u>(a)(1)(F)*</u>	<u>Press release issued by Icahn Enterprises L.P., dated December 6, 2024.</u>
<u>(a)(1)(G)*</u>	<u>Summary Advertisement published in the New York Times on December 6, 2024.</u>
<u>(a)(5)(A)*</u>	<u>Letter dated November 8, 2024 to the Board of Directors of the Company.</u>
<u>(a)(5)(B)</u>	<u>Press release issued by Icahn Enterprises L.P., dated January 6, 2025.</u>
<u>(b)</u>	Not applicable.
<u>(d)(1)*</u>	<u>Tender Offer Agreement (the “Tender Offer Agreement”) by and between Icahn Enterprises Holdings and the Company, dated December 6, 2024.</u>
<u>(d)(2)*</u>	<u>Form of Tax Allocation Agreement by and among American Entertainment Properties Corp., the Company and certain subsidiaries of the Company (included as Exhibit B to the Tender Offer Agreement, filed herewith as Exhibit (d)(1)).</u>
<u>(g)</u>	Not applicable.
<u>(h)</u>	Not applicable.
<u>107*</u>	<u>Filing Fee Table</u>

* Filed previously

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURES

After due 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: January 6, 2025

ICAHN ENTERPRISES HOLDINGS L.P.

BY: Icahn Enterprises G.P. Inc., its general partner

By: /s/ Ted Papapostolou

Name: Ted Papapostolou

Title: *Chief Financial Officer and Secretary*

ICAHN ENTERPRISES L.P.

BY: Icahn Enterprises G.P. Inc., its general partner

By: /s/ Ted Papapostolou

Name: Ted Papapostolou

Title: *Chief Financial Officer and Secretary*

ICAHN ENTERPRISES G.P. INC.

By: /s/ Ted Papapostolou

Name: Ted Papapostolou

Title: *Chief Financial Officer and Secretary*

IEP ENERGY HOLDING LLC

By: /s/ Ted Papapostolou

Name: Ted Papapostolou

Title: *Chief Financial Officer and Secretary*

AMERICAN ENTERTAINMENT PROPERTIES CORP.

By: /s/ Ted Papapostolou

Name: Ted Papapostolou

Title: *Chief Financial Officer, Treasurer and Secretary*

BECKTON CORP.

By: /s/ Ted Papapostolou

Name: Ted Papapostolou

Title: *Vice President*

/s/ CARL C. ICAHN

Name: Carl C. Icahn

ICAHN ENTERPRISES L.P. AND ICAHN ENTERPRISES HOLDINGS L.P. ANNOUNCE EXTENSION OF TENDER OFFER FOR UP TO 17,753,322 SHARES OF COMMON STOCK OF CVR ENERGY

SUNNY ISLES BEACH, Fla., January 6, 2025 — Icahn Enterprises L.P. (NASDAQ: IEP) (“IEP”), and Icahn Enterprises Holdings L.P. (“IEH”), today announced that the expiration time of its cash tender offer for up to 17,753,322 shares of CVR Energy, Inc.’s (NYSE: CVI) (“CVR Energy”) common stock, par value \$0.01 per share, at a price per share of \$18.25 (the “Offer”), has been extended from one minute after 11:59 p.m., New York City time, on January 6, 2025 to 5:00 p.m., New York City time, on January 8, 2025. All other terms and conditions of the Offer remain unchanged, and IEP and IEH do not intend to further extend the Offer, increase the price of the Offer or otherwise change any of the terms or conditions with respect to the Offer.

The full terms and conditions of the Offer are discussed in the Offer to Purchase, dated December 6, 2024 (the “Offer to Purchase”), and the associated Letter of Transmittal and other materials relating to the Offer that were filed with the Securities and Exchange Commission (the “SEC”) and distributed to CVR Energy’s stockholders.

Broadridge Corporate Issuer Solutions, LLC, the depositary and paying agent for the Offer, has informed IEP that as of 6:00 p.m., New York City time, on January 6, 2025, approximately 960,479 shares have been tendered in the Offer, including 700,244 shares tendered by guaranteed delivery. The number of shares tendered may change significantly prior to the expiration time.

None of CVR Energy, the Special Committee - Strategic of its Board, IEP or IEH or their affiliates, the information agent nor the depositary and paying agent, are making any recommendation to stockholders as to whether to tender or refrain from tendering their shares in the Offer. Stockholders must decide how many shares they will tender. In doing so, stockholders should read carefully the information in the Offer to Purchase and the other offer documents.

D.F. King & Co., Inc. is serving as Information Agent for the Offer. Copies of the Offer to Purchase, Letter of Transmittal and other related materials are available free of charge from D.F. King & Co., Inc., toll free at (866) 207-3626 or via email at CVREnergy@dfking.com, or on the SEC’s website, at www.sec.gov. CVR Energy’s other public filings with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, are also available for free on the SEC’s website at www.sec.gov.

THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY. THE OFFER IS MADE ONLY PURSUANT TO THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS THAT IEH HAS DISTRIBUTED TO CVR ENERGY’S STOCKHOLDERS. IEH HAS FILED A TENDER OFFER STATEMENT ON SCHEDULE TO WITH THE SEC. CVR ENERGY’S STOCKHOLDERS SHOULD READ THESE MATERIALS AND THE DOCUMENTS INCORPORATED THEREIN BY REFERENCE CAREFULLY AND IN THEIR ENTIRETY BEFORE MAKING ANY DECISION WITH RESPECT TO THE OFFER AS THEY CONTAIN IMPORTANT INFORMATION ABOUT THE OFFER.

About CVR Energy

Headquartered in Sugar Land, Texas, CVR Energy is a diversified holding company primarily engaged in the renewables, petroleum refining and marketing businesses as well as in the nitrogen fertilizer manufacturing business through its interest in CVR Partners, LP. CVR Energy subsidiaries serve as the general partner and own approximately 37% of the common units of CVR Partners, LP.

About IEP and IEH

Icahn Enterprises L.P. (NASDAQ: IEP), a master limited partnership, is a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Energy, Automotive, Food Packaging, Real Estate, Home Fashion and Pharma.

Icahn Enterprises Holdings L.P. (“IEH”) is a Delaware limited partnership. IEP owns a 99% limited partner interest in IEH, and each of IEP and IEH are indirectly controlled by Carl C. Icahn.

Cautionary Statement Regarding Forward-Looking Statements

This press release may contain “forward-looking statements” within the meaning of the federal securities laws. In this context, forward-looking statements often address expected future business and financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “see,” “will,” “would,” “target,” and similar expressions, and variations or negatives of these words. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about the consummation of the Offer and the anticipated benefits thereof, and the terms of the related tender offer agreement. Such statements involve risks, uncertainties and assumptions. If such risks or uncertainties materialize or such assumptions prove incorrect, the results of the Offer or the business of CVR Energy could differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including any statements regarding the expected benefits and costs of the Offer; the expected timing of the completion of the Offer; the ability of IEP to complete the Offer considering the various conditions to the Offer, some of which are outside the parties control; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the Offer may not be timely completed, if at all; that, prior to the completion of the transaction, CVR Energy’s business may not perform as expected due to transaction-related uncertainty or other factors; and other risks that are described in CVR Energy’s latest Annual Report on Form 10-K and its other filings with the SEC. IEP does not intend to update you concerning any future revisions to any forward-looking statements to reflect events or circumstances occurring after the date of this press release, except to the extent necessary to amend and promptly disseminate revised information in the event that our existing disclosure regarding the Offer materially changes or as otherwise required by law or applicable rule or regulation.
