

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> <hr/> (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES HOLDING LLC</u> <u>16690 COLLINS AVENUE, PH-1</u> <hr/> (Street) <u>SUNNY ISLES FL 33160</u> <u>BEACH</u> <hr/> (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) <u>01/08/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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, \$0.01 par value per share (	01/08/2025		P		878,212	A	\$18.25	67,570,593	I	Please see footnotes <sup>(1)(2)(3)(4)</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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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\*  
ICAHN CARL C  


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 (Last) (First) (Middle)  
C/O ICAHN ASSOCIATES HOLDING LLC  
16690 COLLINS AVENUE, PH-1  


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 (Street)  
SUNNY ISLES FL 33160  
BEACH  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
IEP Energy Holding LLC  


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 (Last) (First) (Middle)  
16690 COLLINS AVENUE, PH-1  


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 (Street)  
SUNNY ISLES FL 33160  
BEACH  


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 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">ICAHN ENTERPRISES HOLDINGS L.P.</a>		
(Last)	(First)	(Middle)
16690 COLLINS AVENUE, PH-1		
(Street)		
SUNNY ISLES BEACH	FL	33160
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This Form 4 is being filed by, and on behalf of, Mr. Carl C. Icahn, Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings") and IEP Energy Holding LLC ("IEP Energy Holding" and, collectively with Mr. Icahn and Icahn Enterprises Holdings L.P., the "Reporting Persons"). These Shares were acquired pursuant to the tender offer by Icahn Enterprises Holdings, together with its direct and indirect subsidiaries, commenced on December 6, 2024, as amended, for up to 17,753,322 Shares, which expired on January 8, 2025. The purchase price per share was \$18.25.

2. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of each of Icahn Enterprises L.P. ("Icahn Enterprises") and Icahn Enterprises Holdings. Icahn Enterprises Holdings is the sole stockholder of AEPC Holdings LLC ("AEPC"), which is the sole stockholder of American Entertainment Properties Corp. ("AEP"). AEP is the sole member of IEP Energy Holding LLC.

3. Mr. Icahn is the sole stockholder of Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Reporting Persons. In addition, Mr. Icahn is the indirect holder of approximately 86% of the outstanding depository units representing limited partnership interests in Icahn Enterprises. Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.

4. Each of Icahn Enterprises Holdings, AEPC, AEP, Icahn Enterprises, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, if any.

/s/ Carl C. Icahn 01/10/2025

/s/ Ted Papapostolou, for IEP  
Energy Holding LLC, By: Ted  
Papapostolou, its Chief  
Financial Officer 01/10/2025

/s/ Ted Papapostolou, for  
Icahn Enterprises Holdings  
L.P., By: Ted Papapostolou, its  
Chief Financial Officer 01/10/2025

\*\* 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.

**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.**