
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. 5)

CVR REFINING, LP

(Name of Subject Company (Issuer))

CVR ENERGY, INC.

IEP ENERGY LLC

IEP ENERGY HOLDING LLC

AMERICAN ENTERTAINMENT PROPERTIES CORP.

ICAHN BUILDING LLC

ICAHN ENTERPRISES HOLDINGS L.P.

ICAHN ENTERPRISES G.P. INC.

BECKTON CORP.

CARL C. ICAHN

(Name of Filing Persons (Offerors))

Common Units

(Title of Class of Securities)

12663P107

(CUSIP Number of Class of Securities)

Melissa M. Buhrig

Executive Vice President, General Counsel and Secretary

CVR Energy, Inc.

2277 Plaza Drive, Suite 500

Sugar Land, Texas 77479

(281) 207-3200

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

Copies to:

Julie Allen, Esq.

Proskauer Rose LLP

11 Times Square

New York, NY 10036

(212) 969-3155

Calculation of Filing Fee

Transaction valuation*

\$795,843,735

Amount of filing fee**

\$99,082.55

*Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the market value of the common units of CVR Refining, LP to be received by CVR Energy, Inc. in the exchange offer and was calculated as the product of (i) 37,154,236 common units of CVR Refining, LP, which is the maximum number of common units that may be exchanged pursuant to the exchange offer, and (ii) the average of the high and low sales prices of common units of CVR Refining, LP as reported on the New York Stock Exchange on May 25, 2018 (\$21.42).

**The amount of the filing fee, calculated in accordance with Rule 0-11(b) and Rule 1-11(d) of the Securities Exchange Act of 1934, as amended and Fee Rate Advisory #1 for Fiscal Year 2018 equals \$124.50 per \$1,000,000 of the aggregate value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$99,082.55

Form or Registration No.: Form S-4

Filing Party: CVR Energy, Inc.

Date Filed: May 29, 2018

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:

This Amendment No. 5 to the Tender Offer Statement on Schedule TO amends and supplements the Schedule TO filed with the Securities and Exchange Commission (the "SEC") on May 29, 2018, as amended and supplemented by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the Commission on June 8, 2018, Amendment No. 2 to the Tender Offer Statement on Schedule TO filed with the Commission on June 14, 2018, Amendment No. 3 to the Tender Offer Statement on Schedule TO filed with the Commission on June 18, 2018 and Amendment No. 4 to the Tender Offer Statement on Schedule TO filed with the Commission on July 27, 2018 (as amended and supplemented from time to time, the "Schedule TO") and relates to the offer by CVR Energy, Inc. ("CVR Energy") to exchange up to 37,154,236 common units (the "common units") of CVR Refining, LP ("CVR Refining") in exchange for shares of CVR Energy common stock at an exchange ratio of one common unit for 0.6335 shares of CVR Energy common stock, par value \$0.01 per share, upon the terms and subject to the conditions set forth in the prospectus/offer to exchange, dated June 18, 2018 (as amended or supplemented from time to time, the "prospectus/offer to exchange") and in the accompanying letter of transmittal (the "Letter of Transmittal" which, together with the prospectus/offer to exchange collectively constitute the "offer"), copies of which are annexed to and filed with this Schedule TO as Exhibits (a)(4) and (a)(1) (A), respectively.

CVR Energy filed with the SEC a Registration Statement on Form S-4 dated May 29, 2018, as amended by Amendment No. 1 on June 14, 2018, of which the prospectus/offer to exchange forms a part, relating to the offer. All the information set forth in the prospectus/offer to exchange is incorporated by reference into the Schedule TO, and the Schedule TO is further amended and supplemented as set forth below.

Items 1 through 12.

Items 1 through 12 of the Schedule TO are hereby amended and supplemented by adding the following:

"The offer expired at 5:00 p.m. New York City time, on Friday, July 27, 2018. Subject to the terms and conditions of the offer, each common unit that was accepted for exchange pursuant to the offer will be exchanged for 0.6335 shares of CVR Energy common stock.

Based on the count by American Stock Transfer & Trust Co., LLC, the exchange agent for the offer, a total of 21,625,106 common units were validly tendered and not properly withdrawn in the offer (including 3,416,020 common units that were tendered through notices of guaranteed delivery), which, together with the common units owned by CVR Energy and its affiliates (including affiliates of Icahn Enterprises L.P.), represent approximately 84.5% of CVR Refining's outstanding common units. All of the common units that were validly tendered and not properly withdrawn have been accepted in the offer and will be exchanged for an estimated 13,699,505 shares of CVR Energy common stock in accordance with the terms of the offer and applicable law.

The press release announcing the results of the offer is attached hereto as Exhibit (a)(5)(F) and is incorporated herein by reference."

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.

CVR ENERGY, INC.

By: /s/ David L. Lamp
Name: David L. Lamp
Title: President and Chief Executive Officer

IEP ENERGY LLC

By: IEP Energy Holding LLC
By: American Entertainment Properties Corp., its sole member

By: /s/ SungHwan Cho
Name: SungHwan Cho
Title: Chief Financial Officer

IEP ENERGY HOLDING LLC

By: American Entertainment Properties Corp., its sole member

By: /s/ SungHwan Cho
Name: SungHwan Cho
Title: Chief Financial Officer

AMERICAN ENTERTAINMENT PROPERTIES CORP.

By: /s/ SungHwan Cho
Name: SungHwan Cho
Title: Chief Financial Officer

ICAHN BUILDING LLC

By: Icahn Enterprises Holdings L.P., its sole member
By: Icahn Enterprises G.P. Inc., its general partner

By: /s/ SungHwan Cho
Name: SungHwan Cho
Title: Chief Financial Officer

ICAHN ENTERPRISES HOLDINGS L.P.

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

By: /s/ SungHwan Cho
Name: SungHwan Cho
Title: Chief Financial Officer

ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho
Name: SungHwan Cho
Title: Chief Financial Officer

BECKTON CORP.

By: /s/ Keith Cozza
Name: Keith Cozza
Title: Secretary and Treasurer

/s/ Carl C. Icahn
CARL C. ICAHN



CVR Energy Announces Results of Exchange Offer

CVR Energy will exchange 21,625,106 common units of CVR Refining for an estimated 13,699,505 shares of CVR Energy common stock

SUGAR LAND, Texas (July 30, 2018)— CVR Energy, Inc. (NYSE: CVI) (“CVR Energy”) today announced the results of its offering to exchange shares of CVR Energy common stock for up to 37,154,236 common units of CVR Refining, LP (“CVR Refining”) (the “Exchange Offer”). The Exchange Offer expired at 5:00 p.m., New York City time, on July 27, 2018.

Based on the count by American Stock Transfer & Trust Co., LLC, the exchange agent for the Exchange Offer, a total of 21,625,106 common units of CVR Refining were validly tendered and not properly withdrawn in the Exchange Offer (including 3,416,020 common units that were tendered through notices of guaranteed delivery), which, together with the common units owned by CVR Energy and its affiliates (including affiliates of Icahn Enterprises L.P.), represent approximately 84.5% of CVR Refining’s outstanding common units. All of the common units that were validly tendered and not properly withdrawn have been accepted in the Exchange Offer and will be exchanged for an estimated 13,699,505 shares of CVR Energy common stock in accordance with the terms of the Exchange Offer and applicable law.

The exchange agent will promptly exchange all of the tendered common units for an estimated 13,699,505 shares of CVR Energy common stock at the exchange ratio of one common unit for 0.6335 shares of CVR Energy common stock.

D.F. King & Co., Inc. acted as information agent for the Exchange Offer. Any questions regarding the Exchange Offer may be directed to the information agent toll free at (866) 387-7321 or via email at CVR@dfking.com.

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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.

Cautionary Statement Regarding Forward-Looking Statements

This press release may contain “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. 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,” 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 commencement and consummation of the proposed Exchange Offer and the anticipated benefits thereof. Such statements involve risks, uncertainties and assumptions. If such risks or uncertainties materialize or such assumptions prove incorrect, the results 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 completion of the Exchange Offer 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, after the completion of the Exchange Offer, the businesses of CVR Energy or CVR Refining may not perform as expected; and other risks that are described in CVR Energy’s and CVR Refining’s latest Annual Reports on Form 10-K and their other filings with the SEC. Neither CVR Energy nor CVR Refining assume any obligation and do not intend to update these forward-looking statements.

About CVR Energy, Inc.

Headquartered in Sugar Land, Texas, CVR Energy is a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing industries through its holdings in two limited partnerships, CVR Refining, LP and CVR Partners, LP. CVR Energy subsidiaries serve as the general partner and own 66 percent of the common units of CVR Refining and 34 percent of the common units of CVR Partners.

About CVR Refining, LP

Headquartered in Sugar Land, Texas, CVR Refining, LP is an independent downstream energy limited partnership that owns refining and related logistics assets in the Midcontinent United States. CVR Refining’s subsidiaries operate a complex full coking medium-sour crude oil refinery with a capacity of 132,000 barrels per calendar day (bpcd) in Coffeyville, Kansas, and a complex crude oil refinery with a capacity of 74,500 bpcd in Wynnewood, Oklahoma. CVR Refining’s subsidiaries also operate and invest in supporting logistics assets, including approximately 570 miles of owned, leased and joint venture pipelines, approximately 130 crude oil transports, a network of strategically located crude oil gathering tank farms, and approximately 6.4 million barrels of owned and leased crude oil storage capacity.

For further information, please contact:

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