

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

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

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES HOLDINGS LLC</u> <u>767 FIFTH AVE., SUITE 4700</u> (Street) <u>NEW YORK NY 10153</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CVR Refining, LP [CVRR]</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>01/29/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Units	01/29/2019		J ⁽⁵⁾⁽⁶⁾		28,659,130 ⁽⁵⁾⁽⁶⁾	A	\$10.5 ⁽⁵⁾⁽⁶⁾	147,600,000	I	please see footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁷⁾
Common Units	01/29/2019		D ⁽⁵⁾⁽⁶⁾		5,750,000 ⁽⁵⁾⁽⁶⁾	D	\$10.5 ⁽⁵⁾⁽⁶⁾	147,600,000	I	please see footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁷⁾

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)	Date Exercisable	Expiration Date					

Explanation of Responses:

- CVR Refining Holdings, LLC, a Delaware limited liability company ("Holdings"), is (i) the direct beneficial owner of 97,303,764 common units representing limited partner interests of the Issuer (the "Common Units") and (ii) the indirect beneficial owner of 12,000 Common Units owned of record by its wholly owned subsidiary, CVR Refining Holdings Sub, LLC ("Holdings Sub").
- Holdings is the sole member of CVR Refining GP, LLC, a Delaware limited liability company which serves as the general partner of the Issuer (the "General Partner"). CVR Energy, Inc., a Delaware corporation ("CVR"), through subsidiaries is the beneficial owner of Holdings and, as of the completion of the Purchase (as defined below), the direct beneficial owner of 50,284,236 Common Units. Icahn Enterprises L.P., a Delaware limited partnership ("IEP"), through subsidiaries is the beneficial owner of approximately 70.8% of the outstanding shares of common stock of CVR. Carl C. Icahn through subsidiaries is the beneficial owner of (i) the general partner of IEP and (ii) approximately 91.3% of the outstanding depositary units representing limited partnership interests in IEP.
- Each of the General Partner, CVR and IEP (by virtue of their relationship to Holdings and Holdings Sub) and Mr. Icahn (by virtue of his relationship to IEP) may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the Common Units which Holdings and Holdings Sub beneficially own. Each of the General Partner, CVR, IEP and Mr. Icahn disclaims beneficial ownership of such Common Units except to the extent of their pecuniary interest therein.
- Mr. Icahn (by virtue of his relationship to IEP) may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Common Units which IEP (through its subsidiaries, American Entertainment Properties Corp. ("AEP") and Icahn Enterprises Holdings L.P. ("IEH")) and CVR beneficially owns and IEP (by virtue of its relationship with CVR) may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Common Units which CVR beneficially owns. Each of Mr. Icahn and IEP disclaim beneficial ownership of such Common Units except to the extent of his pecuniary interest therein.
- On January 29, 2019, CVR completed the purchase (the "Call Right Purchase") of 22,909,130 Common Units, which consisted of all of the issued and outstanding Common Units of the Issuer not already owned by the General Partner or the General Partner's affiliates, for a cash purchase price, determined in accordance with the Partnership's First Amended and Restated Agreement of Limited Partnership, as amended, of \$10.50 per Common Unit (the "Call Price"), or \$240,545,865 in the aggregate.
- Also on January 29, 2019, CVI completed the purchase (the "IEP Purchase" and, together with the Call Right Purchase, the "Purchase") of 2,000,000 Common Units held by AEP and 3,750,000 Common Units held by IEH for a cash purchase price per Common Unit equal to the Call Price, or \$60,375,000 in the aggregate. The aggregate number of Common Units acquired by CVR in the Purchase, including an aggregate of 5,750,000 Common Units acquired by CVR in the IEP Purchase, was 28,659,130.
- In connection with the Purchase, the Issuer has voluntarily withdrawn its Common Units from listing on the New York Stock Exchange and from registration under Section 12(b) of the Securities Exchange Act of 1934, as amended.

CARL C. ICAHN 01/29/2019

** 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.

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