

CVR PARTNERS, LP
Form SC 13G/A
February 13, 2014

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

SCHEDULE 13G

(Amendment No. 1)

Under the Securities Exchange Act of 1934

CVR Partners, LP
(Name of Issuer)

Common Units representing Limited Partner Interests
(Title of Class of Securities)

126633106

(CUSIP Number)

December 31, 2013

(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.

Edgar Filing: CVR PARTNERS, LP - Form SC 13G/A

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).

CUSIP No. 126633106

13G

Page 2 of 18 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CVR ENERGY, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (SEE INSTRUCTIONS) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY

38,920,000

EACH 7 SOLE DISPOSITIVE POWER
 REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER
 WITH

38,920,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,920,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

53.3% (1)

(1) Based on 73,078,048 Common Units issued and outstanding as of October 29, 2013

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 126633106

13G

Page 3 of 18 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

COFFEYVILLE REFINING & MARKETING HOLDINGS, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o
 GROUP (SEE INSTRUCTIONS) (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
 NUMBER OF 5 SOLE VOTING POWER
 SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY

25,159,444

EACH 7 SOLE DISPOSITIVE POWER
 REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER
 WITH

25,159,444

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,159,444

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) o
 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

34.4% (1)

(1) Based on 73,078,048 Common Units issued and outstanding as of October 29, 2013

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 126633106

13G

Page 4 of 18 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

COFFEYVILLE REFINING & MARKETING, INC..

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (SEE INSTRUCTIONS) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY

25,159,444

EACH 7 SOLE DISPOSITIVE POWER
REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER
WITH

25,159,444

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,159,444

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

34.4% (1)

(1) Based on 73,078,048 Common Units issued and outstanding as of October 29, 2013

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 126633106

13G

Page 5 of 18 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

COFFEYVILLE NITROGEN FERTILIZERS, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (SEE INSTRUCTIONS) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY

13,760,555

EACH 7 SOLE DISPOSITIVE POWER
REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER
WITH

13,760,555

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,760,555

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.8% (1)

(1) Based on 73,078,048 Common Units issued and outstanding as of October 29, 2013

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 126633106

13G

Page 6 of 18 Pages

- 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

COFFEYVILLE RESOURCES, LLC

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (SEE INSTRUCTIONS) (b)

3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- NUMBER OF 5 SOLE VOTING POWER
 SHARES

0

- BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY

38,920,000

- EACH 7 SOLE DISPOSITIVE POWER
 REPORTING

0

- PERSON 8 SHARED DISPOSITIVE POWER
 WITH

38,920,000

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,920,000

- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

53.3% (1)

(1) Based on 73,078,048 Common Units issued and outstanding as of October 29, 2013

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 126633106

13G

Page 7 of 18 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CL JV HOLDINGS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (SEE INSTRUCTIONS) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY

26,309,920

EACH 7 SOLE DISPOSITIVE POWER
 REPORTING

0

PERSON 8 SHARED DISPOSITIVE POWER
 WITH

26,309,920

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON