CVR Refining, LP Form 4 January 09, 2014

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** 

obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* JERNIGAN WYATT E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Middle)

CVR Refining, LP [CVRR]

(Check all applicable)

C/O CVR ENERGY, INC., 2277

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2013

Director 10% Owner X\_ Officer (give title Other (specify below)

PLAZA DRIVE, SUITE 500

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

EVP, Crude Oil Acq. & Pet. Mkt

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SUGAR LAND, TX 77479

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. P Underlying Securities (Instr. 3 and 4)

Der

Sec

#### Edgar Filing: CVR Refining, LP - Form 4

(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) (Ins Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date **Expiration Title** Amount Exercisable Date or Number of Shares Incentive Common (3) (4) 24,230 (2) 12/31/2013 Α 24,230 Units (1) Units

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JERNIGAN WYATT E C/O CVR ENERGY, INC. 2277 PLAZA DRIVE, SUITE 500 SUGAR LAND, TX 77479

EVP, Crude Oil Acq. & Pet. Mkt

### **Signatures**

/s/ Edmund S. Gross, Attorney-in-fact

01/09/2014 Date

\*\*Signature of Reporting Person

#### **Explanation of Responses:**

- \* 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).
- (1) The Incentive Units were awarded to the reporting person by CVR Energy, Inc., an affiliate of CVR Refining, LP and the parent of the general partner of CVR Refining, LP.
- (2) Each Incentive Unit reported herein represents the right to receive upon vesting, a cash payment equal to the average closing price of the common units of CVR Refining, LP for the first 10 business days of the month in which the vesting date occurs.
- (3) The Incentive Units awarded to the reporting person vest in three annual installments beginning on December 27, 2014.
- (4) The Incentive Units expire immediately following their vesting in three equal installments beginning on December 27, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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