

CVR ENERGY INC
Form 3
October 22, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â KE P VI LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O KELSO AND COMPANY,Â 320 PARK AVENUE, 24TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/22/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CVR ENERGY INC [CVI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	31,433,360	I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	By Coffeyville Acquisition LLC

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)
		Title			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEP VI LLC C/O KELSO AND COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
BERNEY PHILIP E C/O KELSO AND COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
BYNUM FRANK K C/O KELSO AND COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
Connors James J II C/O KELSO AND COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
GOLDBERG MICHAEL B C/O KELSO AND COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
Loverro Frank J C/O KELSO AND COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
MATELICH GEORGE E C/O KELSO AND COMPANY 320 PARK AVENUE, 24T FLOOR NEW YORK, NY 10022	^ X	^ X	^	^
NICKELL FRANK T C/O KELSO AND COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
WAHRHAFTIG DAVID I C/O KELSO AND COMPANY 320 PARK AVENUE, 24TH FLOOR	^	^ X	^	^

NEW YORK, NY 10022

WALL THOMAS R IV
 C/O KELSO AND COMPANY
 320 PARK AVENUE, 24TH FLOOR
 NEW YORK, NY 10022

^ ^ X ^ ^

Signatures

KEP VI, LLC By: *	10/22/2007
**Signature of Reporting Person	Date
Philip E. Berney By: *	10/22/2007
**Signature of Reporting Person	Date
Frank K. Bynum, Jr. By: *	10/22/2007
**Signature of Reporting Person	Date
Michael B. Goldberg By: *	10/22/2007
**Signature of Reporting Person	Date
Frank J. Loverro By: *	10/22/2007
**Signature of Reporting Person	Date
Geroge E. Matelich By: *	10/22/2007
**Signature of Reporting Person	Date
Frank T. Nickell By: *	10/22/2007
**Signature of Reporting Person	Date
David I. Wahrhaftig By: *	10/22/2007
**Signature of Reporting Person	Date
Thomas R. Wall, IV By: *	10/22/2007
**Signature of Reporting Person	Date
By: * James J. Connors, II, Individually and as Attorney-in-Fact	10/22/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Kelso GP VII, LLC (GP VII LLC) is the general partner of Kelso GP VII, L.P. (GP VII LP). GP VII LP is the general partner of Kelso Investment Associates VII, L.P. (KIA VII). KIA VII is the majority owner of Coffeyville Acquisition LLC. Each of GP VII LLC, GP VII LP and KIA VII disclaims beneficial ownership of the securities owned of record by Coffeyville Acquisition LLC, except to the extent of their respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.
- (2) Each of GP VII LLC, GP VII LP and KIA VII, due to their common control, could be deemed to beneficially own each other's securities. GP VII LLC disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LP and KIA VII, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.
- (3) GP VII LP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC and KIA VII, except, in the case of KIA VII, to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any

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other purposes. KIA VII disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC and GP VII LP, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.

- (4) KEP VI, LLC (KEP VI) and GP VII LLC due to their common control could be deemed to beneficially own each other's securities. KEP VI disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC, GP VII LP and KIA VII, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes. Each of GP VII LLC, GP VII LP and KIA VII disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP VI, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.

- (5) KEP VI disclaims beneficial ownership of the securities owned of record by Coffeyville Acquisition LLC, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (6) Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig and Wall may be deemed to share beneficial ownership of securities owned of record or beneficially owned by GP VII LLC, GP VII LP, KIA VII, KEP VI and Coffeyville Acquisition LLC, by virtue of their status as managing members of GP VII LLC and KEP VI, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig and Wall is the beneficial owner of these securities for purposes of Section 16 or for any other purposes.

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Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this I

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.