

CVR Refining, LP  
Form 4  
December 29, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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 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)

1. Name and Address of Reporting Person \*  
Ball Susan M.

2. Issuer Name and Ticker or Trading Symbol  
CVR Refining, LP [CVRR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O CVR ENERGY, INC., 2277  
PLAZA DRIVE, SUITE 500

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/26/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CFO and Treasurer

(Street)  
SUGAR LAND, TX 77479

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 12/26/2015 <sup>(1)</sup>            |  | M                              | 17,475 A \$ 19.72   | 25,475  | D  |   |
| Common Units                    | 12/26/2015 <sup>(1)</sup>            |  | D                              | 17,475 D \$ 19.72   | 8,000   | D  |   |
| Common Units                    | 12/27/2015 <sup>(2)</sup>            |  | M                              | 13,216 A \$ 21.03   | 21,216  | D  |   |
| Common Units                    | 12/27/2015 <sup>(2)</sup>            |  | D                              | 13,216 D \$ 21.03   | 8,000   | D  |   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) |                            |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--------------|--------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date |   |                            |              |        |
|  |  |                                      |  | Code                           | V   | (A)  | (D)             | Title   | Amount or Number of Shares |              |        |
| Incentive Units <sup>(3)</sup>             | <u>(1)</u>   | 12/26/2015                           |  | M                              |   | 17,475   |                 | 12/26/2015  | 12/26/2015                 | Common Units | 17,475 |
| Incentive Units <sup>(3)</sup>             | <u>(2)</u>   | 12/27/2015                           |  | M                              |   | 13,216   |                 | 12/27/2015  | 12/27/2015                 | Common Units | 13,216 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Ball Susan M.<br>C/O CVR ENERGY, INC.<br>2277 PLAZA DRIVE, SUITE 500<br>SUGAR LAND, TX 77479 |               |           | CFO and Treasurer |       |

## Signatures

/s/ Susan M. Ball 12/29/2015

\*\*Signature of Reporting Person

Date

## 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) This transaction represents the cash settlement of vested Incentive Units awarded on December 26, 2014.
- (2) This transaction represents the cash settlement of vested Incentive Units awarded on December 31, 2013.
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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

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