

Goodman Bennett J
Form 3
December 04, 2017

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)

| | | | | | |
|---|---------|----------|---|--|---|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| GSO CAPITAL PARTNERS LP | | | (Month/Day/Year) | CVR PARTNERS, LP [UAN] | |
| (Last) | (First) | (Middle) | 11/30/2017 | | |
| 345 PARK AVENUE,, | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK, NY 10154 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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 Units representing Limited Partner Interests | 616,059 | I | See footnotes (1) (10) (11) (12) (13) (14) (15) |
| Common Units representing Limited Partner Interests | 239,333 | I | See footnotes (2) (10) (11) (12) (13) (14) (15) |
| Common Units representing Limited Partner Interests | 239,506 | I | See footnotes (3) (10) (11) (12) (13) (14) (15) |
| Common Units representing Limited Partner Interests | 2,975,156 | I | See footnotes (4) (10) (11) (12) (13) (14) (15) |
| Common Units representing Limited Partner Interests | 1,612,512 | I | See footnotes (5) (9) (11) (12) (13) (14) (15) |
| Common Units representing Limited Partner Interests | 3,629,960 | I | See footnotes (6) (9) (11) (12) (13) (14) (15) |

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| | | | |
|---|-----------|---|---|
| Common Units representing Limited Partner Interests | 1,791,813 | I | See footnotes <u>(7)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |
| Common Units representing Limited Partner Interests | 2,007,376 | I | See footnotes <u>(8)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GSO CAPITAL PARTNERS LP 345 PARK AVENUE, NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Smith J Albert III C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Steamboat Credit Opportunities Intermediate Fund LP C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| GSO Aiguille des Grands Montets Fund II LP C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| GSO Special Situations Overseas Master Fund Ltd. C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| | Â | Â X | Â | Â |

Goodman Bennett J
 C/O GSO CAPITAL PARTNERS LP
 345 PARK AVENUE
 NEW YORK, NY 10154

Signatures

| | |
|---|------------|
| GSO CAPITAL PARTNERS LP, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 12/04/2017 |
| **Signature of Reporting Person | Date |
| GSO SPECIAL SITUATIONS OVERSEAS MASTER FUND LTD., By: GSO Capital Partners LP, its investment manager By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 12/04/2017 |
| **Signature of Reporting Person | Date |
| STEAMBOAT CREDIT OPPORTUNITIES INTERMEDIATE FUND LP, By: GSO Capital Partners LP, its investment advisor, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 12/04/2017 |
| **Signature of Reporting Person | Date |
| GSO AIGUILLE DES GRANDS MONTETS FUND II LP, By: GSO Capital Partners LP, its investment manager, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 12/04/2017 |
| **Signature of Reporting Person | Date |
| BENNETT J. GOODMAN, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact | 12/04/2017 |
| **Signature of Reporting Person | Date |
| J. ALBERT SMITH III, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact | 12/04/2017 |
| **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) Reflects securities directly held by GSO Cactus Credit Opportunities Fund LP.
- (2) Reflects securities directly held by Steamboat Nitro Blocker LLC. Steamboat Nitro Blocker LLC is wholly-owned by Steamboat Credit Opportunities Intermediate Fund LP.
- (3) Reflects securities directly held by GSO Coastline Credit Partners LP.
- (4) Reflects securities directly held by GSO ADGM II Nitro Blocker LLC. GSO ADGM II Nitro Blocker LLC is wholly-owned by GSO Aiguille des Grands Montets Fund II LP.
- (5) Reflects securities directly held by GSO Palmetto Opportunistic Investment Partners LP. GSO Palmetto Opportunistic Associates LLC is the general partner of GSO Palmetto Opportunistic Investment Partners LP.
- (6) Reflects securities directly held by GSO Credit-A Partners LP. GSO Credit-A Associates LLC is the general partner of GSO Credit-A Partners LP.
- (7) Reflects securities directly held by GSO Special Situations Fund LP.
- (8) Reflects securities directly held by GSO SSOMF Nitro Blocker LLC. GSO SSOMF Nitro Blocker LLC is wholly-owned by GSO Special Situations Overseas Master Fund Ltd. (GSO SSOMF Nitro Blocker LLC, together with GSO Cactus Credit Opportunities Fund LP, Steamboat Nitro Blocker LLC, GSO Coastline Credit Partners LP, GSO ADGM II Nitro Blocker LLC, GSO Palmetto Opportunistic Investment Partners LP, GSO Credit-A Partners LP and GSO Special Situations Fund LP, the "GSO Funds").

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- (9) GSO Holdings I L.L.C. is the managing member of each of GSO Palmetto Opportunistic Associates LLC and GSO Credit-A Associates LLC. Blackstone Holdings II L.P. is a managing member of GSO Holdings I L.L.C. with respect to securities beneficially owned by GSO Palmetto Opportunistic Associates LLC and GSO Credit-A Associates LLC.
- (10) GSO Capital Partners LP serves as the investment manager or advisor of each of GSO Cactus Credit Opportunities Fund LP, Steamboat Credit Opportunities Intermediate Fund LP, GSO Coastline Credit Partners LP, GSO Aiguille des Grands Montets Fund II LP, GSO Special Situations Fund LP and GSO Special Situations Overseas Master Fund Ltd. GSO Advisor Holdings L.L.C. is the special limited partner of GSO Capital Partners LP with investment and voting power over the securities beneficially owned by GSO Capital Partners LP. Blackstone Holdings I L.P. is the sole member of GSO Advisor Holdings L.L.C.
- (11) Blackstone Holdings I/II GP Inc. is the general partner of each of Blackstone Holdings I L.P. and Blackstone Holdings II L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (12) In addition, each of Bennett J. Goodman and J. Albert Smith III may be deemed to have shared voting power and/or investment power with respect to the securities held by the GSO Funds.
- (13) Due to the limitations of the electronic filing system, GSO Cactus Credit Opportunities Fund LP, Steamboat Nitro Blocker LLC, GSO Coastline Credit Partners LP, GSO ADGM II Nitro Blocker LLC, GSO Palmetto Opportunistic Investment Partners LP, GSO Credit-A Partners LP, GSO Special Situations Fund LP, GSO SSOMF Nitro Blocker LLC, GSO Palmetto Opportunistic Associates LLC, GSO Credit-A Associates LLC, GSO Holdings I L.L.C., GSO Advisor Holdings L.L.C., Blackstone Holdings I L.P., Blackstone Holdings II L.P., Blackstone Holdings I/II GP Inc., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman are filing separate Forms 3.
- (14) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (15) Each of the Reporting Persons (other than each of GSO Funds to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by each of the GSO Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than each of the GSO Funds to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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Remarks:

The Reporting Persons are filing this Form 3 in connection with the receipt of Common Units from

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.