

PYTOSH MARK A

Form 4

December 18, 2018

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PYTOSH MARK A

(Last) (First) (Middle)

C/O CVR REFINING, LP, 2277
PLAZA DRIVE, SUITE 500

(Street)

SUGAR LAND, TX 77479

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CVR Refining, LP [CVRR]

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

12/15/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP - Corporate Services

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

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 Ownership (Instr. 4)
Common Units ⁽¹⁾	12/15/2018		M	V Amount (A) or (D) Price 11,000 A \$ 0 (2)	11,000	D	
Common Units ⁽¹⁾	12/15/2018		D	11,000 D \$ 13.3 0 (3)		D	
Common Units ⁽⁴⁾	12/16/2018		M	14,878 A \$ 0 (2)	14,878	D	
Common Units ⁽⁴⁾	12/16/2018		D	14,878 D \$ 13.3 0 (3)		D	
	12/18/2018		M	6,849 A	6,849	D	

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Common Units <u>(5)</u>					\$ 0 <u>(2)</u>	
Common Units <u>(5)</u>	12/18/2018	D	6,849	D	\$ 13 <u>(3)</u>	0 D

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

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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)		8. P Deri Secr (Ins		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Units ⁽¹⁾	<u>(2)</u>	12/15/2018		M		11,000		<u>(1)</u>	<u>(6)</u>	Common Units	11,000	\$
Incentive Units ⁽⁴⁾	<u>(2)</u>	12/16/2018		M		14,878		<u>(4)</u>	<u>(6)</u>	Common Units	14,878	\$
Incentive Units ⁽⁵⁾	<u>(2)</u>	12/18/2018		M		6,849		<u>(5)</u>	<u>(6)</u>	Common Units	6,849	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PYTOSH MARK A
C/O CVR REFINING, LP
2277 PLAZA DRIVE, SUITE 500
SUGAR LAND, TX 77479

EVP - Corporate Services

Signatures

/s/ Mark A.
Pytosh 12/18/2018

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).

- The Incentive Units were awarded to the reporting person by CVR Energy, Inc., an affiliate of CVR Refining, LP, as compensation for
- (1) services as an officer on December 29, 2017. These Incentive Units vest ratably in three annual installments beginning in December of each year following the grant date, subject to the terms of the award agreement.
- (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 10 business days preceding the vesting date.
- (3) This price represents the average closing price of the common units of CVR Refining, LP for the 10 business days preceding the vesting date.
- The Incentive Units were awarded to the reporting person by CVR Energy, Inc., an affiliate of CVR Refining, LP, as compensation for
- (4) services as an officer on December 31, 2016. These Incentive Units vest ratably in three annual installments beginning in December of each year following the grant date, subject to the terms of the award agreement.
- The Incentive Units were awarded to the reporting person by CVR Energy, Inc., an affiliate of CVR Refining, LP, as compensation for
- (5) services as an officer on December 18, 2015. These Incentive Units vest ratably in three annual installments beginning in December of each year following the grant date, subject to the terms of the award agreement.
- (6) The Incentive Units expire immediately following their vesting.

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

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