

Landreth David Lynn  
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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Landreth David Lynn

(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 & Chief Commercial Officer

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)
			Code	V	Amount	(A) or (D) Price			
Common Units <u>(1)</u>	12/15/2018		M		12,748	A \$ 0 <u>(2)</u>	12,748	D	
Common Units <u>(1)</u>	12/15/2018		D		12,748	D \$ 13.3 <u>(3)</u>	0	D	
Common Units <u>(4)</u>	12/16/2018		M		16,295	A \$ 0 <u>(2)</u>	16,295	D	
Common Units <u>(4)</u>	12/16/2018		D		16,295	D \$ 13.3 <u>(3)</u>	0	D	
	12/18/2018		M		7,501	A	7,501	D	

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Common Units <u>(5)</u>					\$ 0 <u>(2)</u>	
Common Units <u>(5)</u>	12/18/2018	D	7,501	D	\$ 13 <u>(3)</u>	0 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.**

SEC 1474  
(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. Pr Deri Secu (Inst		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units <u>(1)</u>	<u>(2)</u>	12/15/2018		M		12,748		<u>(1)</u>	<u>(6)</u>	Common Units	12,748	\$
Phantom Units <u>(4)</u>	<u>(2)</u>	12/16/2018		M		16,295		<u>(4)</u>	<u>(6)</u>	Common Units	16,295	\$
Phantom Units <u>(5)</u>	<u>(2)</u>	12/18/2018		M		7,501		<u>(5)</u>	<u>(6)</u>	Common Units	7,501	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Landreth David Lynn C/O CVR REFINING, LP 2277 PLAZA DRIVE, SUITE 500 SUGAR LAND, TX 77479	EVP & Chief Commercial Officer

## Signatures

/s/ David L.  
Landreth 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).

(1) The Phantom Units were awarded to the reporting person by CVR Refining, LP as compensation for services as an officer on December 29, 2017. These Phantom 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 Phantom 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.

(4) The Phantom Units were awarded to the reporting person by CVR Refining, LP as compensation for 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.

(5) The Phantom Units were awarded to the reporting person by CVR Refining, LP as compensation for services as an officer on December 18, 2015. These Phantom 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 Phantom 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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