SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Karp Eric D			2. Date of Event Requiring Staten Month/Day/Year 1/04/2016	nent 🛛	3. Issuer Name and Ticker or Trading Symbol <u>CVR PARTNERS, LP</u> [UAN]					
(Last) (First) (Middle) C/O CVR PARTNERS, LP					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
2277 PLAZA DRIVE, SUITE 500					Officer (give title below)	Other (spe below)	·	ndividual or Join blicable Line)	/Group Filing (Check	
(Street) SUGAR LAND	TX	77479						X Form filed b	y One Reporting Person y More than One erson	
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
Ex			2. Date Exerce Expiration Day/ (Month/Day/)	ate	3. Title and Amount of Secur Underlying Derivative Securi		4. Conversion or Exercise	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Evaluation of Pernonses:			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security			

Explanation of Responses:

Remarks:

No securities are beneficially owned.

/s/ John R. Walter, Attorney-in-11/10/2016

<u>fact</u>

** Signature of Reporting Person Date

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

* 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).

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

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 Number.

LIMITED POWER OF ATTORNEY

The undersigned, being a person who will be subject to the reporting obligations of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), with respect to securities of CVR Partners, LP (the "Partnership"), hereby constitutes and appoints each of John R. Walter and Susan M. Ball as the undersigned's true and lawful attorneysin-fact and agents to (i) obtain filing codes from the Securities and Exchange Commission (the "SEC") so as to permit the filing of Forms 3, 4, and 5 with the SEC by or on behalf of the undersigned pursuant to Section 16 of the Act, and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of equity securities of the Partnership and (ii) execute and file for and on behalf of the undersigned Forms 3, 4, and 5 with the SEC, and to perform all acts necessary in order to obtain such codes and/or execute and file such Forms 3, 4, and 5, as applicable, as he or she, as applicable, shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof.

This Limited Power of Attorney will remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Partnership unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed as of October 20, 2016.

/s/ Eric D. Karp Eric D. Karp