

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> <hr/> (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES HOLDING LLC</u> <u>16690 COLLINS AVENUE, PH-1</u> <hr/> (Street) <u>SUNNY ISLES FL 33160</u> <u>BEACH</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CVR PARTNERS, LP [UAN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units							3,892,000	I	Please see footnotes ⁽¹⁾⁽⁴⁾	
Common Units	11/11/2024		P		10,697	A	\$71.82	66,249	I	Please see footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Common Units	11/12/2024		P		8,708	A	\$71.26	74,957	I	Please see footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Common Units	11/13/2024		P		7,927	A	\$71.51	82,884	I	Please see footnotes ⁽²⁾⁽³⁾⁽⁴⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
ICAHN CARL C

 (Last) (First) (Middle)
C/O ICAHN ASSOCIATES HOLDING LLC
16690 COLLINS AVENUE, PH-1

 (Street)
SUNNY ISLES FL 33160
BEACH

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
I EP Energy Holding LLC

(Last)	(First)	(Middle)
16690 COLLINS AVENUE, PH-1		
<hr/>		
(Street)		
SUNNY ISLES BEACH	FL	33160
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

AMERICAN ENTERTAINMENT
PROPERTIES CORP.

(Last)	(First)	(Middle)
16690 COLLINS AVENUE, PH-1		
<hr/>		
(Street)		
SUNNY ISLES BEACH	FL	33160
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- Represents common units representing limited partner interests ("Common Units") of CVR Partners, LP held directly by CVR Services, LLC ("CVR Services"). CVR Services is a direct, wholly owned subsidiary of CVR Energy Holdings, Inc. ("CVR Energy Holdings"), which is a direct, wholly owned subsidiary of CVR Energy, Inc. ("CVI"). Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings") is the sole stockholder of American Entertainment Properties Corp. ("AEP"), which is the sole member of IEP Energy Holding LLC, which together hold approximately 66% of the outstanding common stock of CVI.
- Common Units directly held by AEP.
- Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises GP Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings. Carl C. Icahn is the sole stockholder of Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Reporting Persons. In addition, Mr. Icahn is the indirect holder of approximately 86% of the outstanding depositary units representing limited partnership interests in Icahn Enterprises L.P. ("Icahn Enterprises"). Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.
- Each of IEP Energy Holding, IEP Energy, AEP, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of the Common Units except to the extent of his or its pecuniary interest therein, if any.

<u>/s/ Carl C. Icahn</u>	<u>11/13/2024</u>
<u>/s/ Ted Papapostolou, for IEP Energy Holding LLC, By: Ted Papapostolou, its Chief Financial Officer</u>	<u>11/13/2024</u>
<u>/s/ Ted Papapostolou, for American Entertainment Properties Corp., By: Ted Papapostolou, its Chief Financial Officer</u>	<u>11/13/2024</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 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).
 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.