

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

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> <hr/> (Last) (First) (Middle) C/O ICAHN ASSOCIATES HOLDING LLC 16690 COLLINS AVENUE, SUITE PH-1 <hr/> (Street) SUNNY ISLES FL 33160 BEACH <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/18/2024	3. Issuer Name and Ticker or Trading Symbol <u>CVR PARTNERS, LP [UAN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	3,892,000	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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: 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			

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

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

 (Street)
 SUNNY ISLES FL 33160
 BEACH

 (City) (State) (Zip)

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

 (Last) (First) (Middle)
 16690 COLLINS AVENUE
 PH-1

 (Street)

SUNNY ISLES FL
BEACH

33160

(City)

(State)

(Zip)

Explanation of Responses:

1. This Form 3 is being filed by, and on behalf of, Mr. Carl C. Icahn and IEP Energy Holding LLC ("IEP Energy Holding" and, collectively with Mr. Icahn, the "Reporting Persons").
2. 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, which together hold approximately 66% of the outstanding common stock of CVI.
3. Becton 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 depository 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.
4. Each of CVR Energy Holdings, CVI, IEP Energy Holding, AEP, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own, the common units of CVR Partners, LP that CVR Services directly beneficially owns. Each of CVR Energy Holdings, CVI, IEP Energy Holding, IEP Energy, AEP, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such common units except to the extent of any pecuniary interest therein, if any.

/s/ Carl C. Icahn

03/18/2024

/s/ Ted Papapostolou, for
IEP Energy Holding LLC,

03/18/2024

By: Ted Papapostolou, its
Chief Financial Officer

** 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.