

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Wright Michael H. Jr.</u>			2. Issuer Name and Ticker or Trading Symbol <u>CVR ENERGY INC [ CVI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>EVP &amp; Chief Operating Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O CVR ENERGY, INC. <u>2277 PLAZA DRIVE, SUITE 500</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>SUGAR LAND TX</u>	<u>77479</u>		Rule 10b5-1(c) Transaction Indication					
(City)	(State)	(Zip)	<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock<sup>(1)</sup></u>	<u>02/21/2024</u>		<u>M</u>		<u>6,613</u>	<u>A</u>	<u>\$0<sup>(2)</sup></u>	<u>6,613</u>	<u>D</u>	
<u>Common Stock<sup>(1)</sup></u>	<u>02/21/2024</u>		<u>D</u>		<u>6,613</u>	<u>D</u>	<u>\$34.92<sup>(3)</sup></u>	<u>0</u>	<u>D</u>	

**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						Title
<u>Incentive Units<sup>(1)</sup></u>	<u>(2)</u>	<u>02/21/2024</u>		<u>M</u>		<u>6,613</u>		<u>(1)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>6,613</u>	<u>\$0<sup>(2)</sup></u>	<u>6,613</u>	<u>D</u>	

**Explanation of Responses:**

- The Incentive Units were awarded to the reporting person by CVR Energy, Inc. as compensation for services as an officer on February 16, 2022. These Incentive Units vest ratably in annual installments in February of each of the three years following the grant date, subject to the terms and conditions of the award agreement.
- Each Incentive Unit reported herein represents the right to receive upon vesting, a cash payment equal to the average closing price of a share of CVR Energy, Inc. common stock for the 10 trading days preceding the vest date.
- This price represents the average closing price of a share of CVR Energy, Inc. common stock for the 10 trading days immediately preceding the vest date.
- The Incentive Units expire immediately upon vest.

**Remarks:**

/s/ Michael H. Wright, Jr.      02/23/2024

\*\* 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.