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CVR ENERGY INC
Form DFAN14A
February 23, 2012

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant []

Filed by a Party other than the Registrant [x]

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to 240.14a-12

CVR Energy, Inc.
(Name of Registrant as Specified In Its Charter)

Icahn Partners LP
Icahn Partners Master Fund LP
Icahn Partners Master Fund II L.P.
Icahn Partners Master Fund III L.P.
High River Limited Partnership
Hopper Investments LLC
Barberry Corp.
Icahn Onshore LP
Icahn Offshore LP
Icahn Capital L.P.
IPH GP LLC
Icahn Enterprises Holdings L.P.
Icahn Enterprises G.P. Inc.
Beckton Corp.
Carl C. Icahn

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.
 - 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4) Proposed maximum aggregate value of transaction:
 - 5) Total fee paid:

Fee paid previously with preliminary materials.

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[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

On February 23, 2012, entities affiliated with Carl C. Icahn filed a Tender Offer Statement on Schedule TO (the "Schedule TO") relating to the third-party tender offer by IEP Energy LLC, a Delaware limited liability company (the "Offeror") and Icahn Enterprises Holdings LP, a Delaware limited partnership, who is a co-bidder, to purchase all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of CVR Energy, Inc. (the "Company"), including the associated rights issued pursuant to the Rights Agreement, dated as of January 13, 2012, between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent, that are issued and outstanding (the "Rights" and, together with the Common Stock, the "Shares"), for \$30.00 per share in cash, without interest, less any applicable withholding taxes, plus one non-transferable contingent cash payment right for each share, (the "Offer Price"), upon the terms and subject to the conditions set forth in the Offer to Purchase (which is incorporated by reference herein as Exhibit (a)(1)(i)), dated February 23, 2012 (as it may be amended or supplemented from time to time, the "Offer to Purchase") and in the related letter of transmittal (which is incorporated by reference herein as Exhibit (a)(1)(ii)) (which, together with any amendments or supplements hereto or thereto, collectively constitute the "Offer").

All information set forth in the Offer and the Schedule TO, including all schedules and annexes thereto, and the exhibits to the Schedule TO, is incorporated by reference herein.

EXHIBITS

- (a)(1)(i) Offer to Purchase, dated February 23, 2012*
- (a)(1)(ii) Letter of Transmittal*
- (a)(1)(iii) Notice of Guaranteed Delivery*
- (a)(1)(iv) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
- (a)(1)(v) Letter to Clients*
- (a)(5)(i) Summary Advertisement as published in the New York Times, by the Offeror, on February 23, 2012*
- (a)(5)(ii) Press Release of the Offeror, dated February 16, 2012**
- (b) None.
- (d) None.
- (g) None.
- (h) None.

* Incorporated by reference to the Exhibits filed with the Schedule TO-T filed by the Offeror with the Securities and Exchange Commission on February 23, 2012

** Incorporated by reference to Exhibit 1 to the Schedule TO-C filed by

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the Offeror with the Securities and Exchange Commission on February 17, 2012

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL C. ICAHN, HIGH RIVER LIMITED PARTNERSHIP, HOPPER INVESTMENTS LLC, BARBERRY CORP., ICAHN PARTNERS LP, ICAHN PARTNERS MASTER FUND LP, ICAHN PARTNERS MASTER FUND II L.P., ICAHN PARTNERS MASTER FUND III L.P., ICAHN ENTERPRISES G.P. INC., ICAHN ENTERPRISES HOLDINGS L.P., IPH GP LLC, ICAHN CAPITAL L.P., ICAHN ONSHORE LP, ICAHN OFFSHORE LP, BECKTON CORP. AND CERTAIN OF THEIR RESPECTIVE AFFILIATES FROM THE STOCKHOLDERS OF CVR ENERGY, INC. FOR USE AT ITS 2012 ANNUAL MEETING WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN SUCH PROXY SOLICITATION. WHEN COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF CVR ENERGY, INC AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). INFORMATION RELATING TO THE PARTICIPANTS IN A PROXY SOLICITATION IS CONTAINED IN EXHIBIT 1 TO THE SCHEDULE 14A FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 16, 2012.