

CVR PARTNERS, LP

Form 4

February 13, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GSO CAPITAL PARTNERS LP

2. Issuer Name **and** Ticker or Trading  
Symbol  
CVR PARTNERS, LP [UAN]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
345 PARK AVENUE,  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2017

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

NEW YORK, NY 10154

(City) (State) (Zip)

**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 representing Limited Partner Interests | 02/09/2017                           |                                                    | S                              |                                                                   | 1,073,031 | D          | \$ 6.1                                                                                        | 1,824,452                                                | I                                                     |
|                                                     |                                      |                                                    |                                |                                                                   |           |            |                                                                                               |                                                          | See Footnotes (1) (10) (11) (12) (13) (14)            |
| Common Units representing Limited Partner Interests | 02/09/2017                           |                                                    | S                              |                                                                   | 786,161   | D          | \$ 6.1                                                                                        | 1,336,695                                                | I                                                     |
|                                                     |                                      |                                                    |                                |                                                                   |           |            |                                                                                               |                                                          | See Footnotes (2) (10) (11) (12) (13) (14)            |

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|                                                                    |            |   |         |   |           |           |   |                                                     |
|--------------------------------------------------------------------|------------|---|---------|---|-----------|-----------|---|-----------------------------------------------------|
| Common<br>Units<br>representing<br>Limited<br>Partner<br>Interests | 02/09/2017 | S | 140,808 | D | \$<br>6.1 | 233,179   | I | See<br>Footnotes<br>(3) (10) (11)<br>(12) (13) (14) |
| Common<br>Units<br>representing<br>Limited<br>Partner<br>Interests | 02/09/2017 | S | 6,547   | D | \$<br>6.2 | 1,817,905 | I | See<br>Footnotes<br>(1) (10) (11)<br>(12) (13) (14) |
| Common<br>Units<br>representing<br>Limited<br>Partner<br>Interests | 02/09/2017 | S | 4,796   | D | \$<br>6.2 | 1,331,899 | I | See<br>Footnotes<br>(2) (10) (11)<br>(12) (13) (14) |
| Common<br>Units<br>representing<br>Limited<br>Partner<br>Interests | 02/09/2017 | S | 859     | D | \$<br>6.2 | 232,320   | I | See<br>Footnotes<br>(3) (10) (11)<br>(12) (13) (14) |
| Common<br>Units<br>representing<br>Limited<br>Partner<br>Interests |            |   |         |   |           | 1,609,706 | I | See<br>Footnotes<br>(4) (10) (11)<br>(12) (13) (14) |
| Common<br>Units<br>representing<br>Limited<br>Partner<br>Interests |            |   |         |   |           | 625,348   | I | See<br>Footnotes<br>(5) (10) (11)<br>(12) (13) (14) |
| Common<br>Units<br>representing<br>Limited<br>Partner<br>Interests |            |   |         |   |           | 2,115,513 | I | See<br>Footnotes<br>(6) (10) (11)<br>(12) (13) (14) |
| Common<br>Units<br>representing<br>Limited<br>Partner              |            |   |         |   |           | 1,133,335 | I | See<br>Footnotes<br>(7) (9) (11)<br>(12) (13) (14)  |

## Interests

Common  
Units  
representing  
Limited  
Partner  
Interests

2,625,237 I

See  
Footnotes  
(8) (9) (11)  
(12) (13) (14)

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------|

| Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|---------------------|--------------------|-------|----------------------------------------|
| Code                | V                  | (A)   | (D)                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                        | Director      | 10% Owner | Officer | Other |
| GSO CAPITAL PARTNERS LP<br>345 PARK AVENUE<br>NEW YORK, NY 10154                                       |               | X         |         |       |
| GSO Special Situations Fund LP<br>C/O GSO CAPITAL PARTNERS LP<br>345 PARK AVENUE<br>NEW YORK, NY 10154 |               | X         |         |       |
| GSO SSOMF Nitro Blocker LLC<br>C/O GSO CAPITAL PARTNERS LP<br>345 PARK AVENUE<br>NEW YORK, NY 10154    |               | X         |         |       |

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GSO Coastline Credit Partners LP  
C/O GSO CAPITAL PARTNERS LP  
345 PARK AVENUE  
NEW YORK, NY 10154

X

GSO Special Situations Overseas Master Fund Ltd.  
C/O GSO CAPITAL PARTNERS LP  
345 PARK AVENUE  
NEW YORK, NY 10154

X

Goodman Bennett J  
C/O GSO CAPITAL PARTNERS LP  
345 PARK AVENUE  
NEW YORK, NY 10154

X

Smith J Albert III  
C/O GSO CAPITAL PARTNERS LP  
345 PARK AVENUE  
NEW YORK, NY 10154

X

## Signatures

GSO CAPITAL PARTNERS LP, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:  
Authorized Signatory

02/13/2017

\_\_Signature of Reporting Person

Date

GSO SPECIAL SITUATIONS FUND LP, By: GSO Capital Partners LP, its investment  
manager, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory

02/13/2017

\_\_Signature of Reporting Person

Date

GSO SSOMF NITRO BLOCKER LLC, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:  
Authorized Signatory

02/13/2017

\_\_Signature of Reporting Person

Date

GSO COASTLINE CREDIT PARTNERS LP, By: GSO Capital Partners LP, its investment  
manager, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory

02/13/2017

\_\_Signature of Reporting Person

Date

GSO SPECIAL SITUATIONS OVERSEAS MASTER FUND LTD., By: GSO Capital  
Partners LP, its investment manager, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:  
Authorized Signatory

02/13/2017

\_\_Signature of Reporting Person

Date

BENNETT J. GOODMAN, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:  
Attorney-in-Fact

02/13/2017

\_\_Signature of Reporting Person

Date

J. ALBERT SMITH III, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:  
Attorney-in-Fact

02/13/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

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- (1) Reflects securities directly held by GSO Special Situations Fund LP.
- (2) Reflects securities directly held by GSO SSOMF Nitro Blocker LLC. GSO SSOMF Nitro Blocker LLC is wholly-owned by GSO Special Situations Overseas Master Fund Ltd.
- (3) Reflects securities directly held by GSO Coastline Credit Partners LP.
- (4) Reflects securities directly held by GSO Cactus Credit Opportunities Fund LP.
- (5) Reflects securities directly held by Steamboat Nitro Blocker LLC. Steamboat Nitro Blocker LLC is wholly-owned by Steamboat Credit Opportunities Intermediate Fund LP.
- (6) Reflects securities directly held by GSO ADGM II Nitro Blocker LLC. GSO ADGM II Nitro Blocker LLC is wholly-owned by GSO Aiguille des Grands Montets Fund II LP.
- (7) Reflects securities directly held by GSO Palmetto Opportunistic Investment Partners LP. GSO Palmetto Opportunistic Associates LLC is the general partner of GSO Palmetto Opportunistic Investment Partners LP.  
Reflects securities directly held by GSO Credit-A Partners LP. GSO Credit-A Associates LLC is the general partner of GSO Credit-A Partners LP. (GSO Credit-A Partners LP, together with GSO Special Situation Fund LP, GSO SSOMF Nitro Blocker LLC, GSO Cactus Credit Opportunities Fund LP, Steamboat Nitro Blocker LLC, GSO Coastline Credit Partners LP, GSO ADGM II Nitro Blocker LLC and GSO Palmetto Opportunistic Investment Partners LP, the "GSO Funds").
- (8) GSO Holdings I L.L.C. is the managing member of each of GSO Palmetto Opportunistic Associates LLC and GSO Credit-A Associates LLC. Blackstone Holdings II L.P. is a managing member of GSO Holdings I L.L.C. with respect to securities beneficially owned by GSO Palmetto Opportunistic Associates LLC and GSO Credit-A Associates LLC.  
GSO Capital Partners LP serves as the investment manager or advisor of each of GSO Cactus Credit Opportunities Fund LP, Steamboat Credit Opportunities Intermediate Fund LP, GSO Coastline Credit Partners LP, GSO Aiguille des Grands Montets Fund II LP, GSO Special Situations Fund LP and GSO Special Situations Overseas Master Fund Ltd. GSO Advisor Holdings L.L.C. is the special limited partner of GSO Capital Partners LP with investment and voting power over the securities beneficially owned by GSO Capital Partners LP. Blackstone Holdings I L.P. is the sole member of GSO Advisor Holdings L.L.C.
- (9) Blackstone Holdings I/II GP Inc. is the general partner of each of Blackstone Holdings I L.P. and Blackstone Holdings II L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (10) In addition, each of Bennett J. Goodman and J. Albert Smith III may be deemed to have shared voting power and/or investment power with respect to the securities held by the GSO Funds.
- (11) Due to the limitations of the electronic filing system, GSO Advisor Holdings L.L.C., Blackstone Holdings I L.P., Blackstone Holdings I/II GP Inc., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman are filing a separate Form 4.
- (12) Each of the Reporting Persons disclaims beneficial ownership of the securities held by each of the GSO Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (13) Each of the Reporting Persons disclaims beneficial ownership of the securities held by each of the GSO Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (14) Each of the Reporting Persons disclaims beneficial ownership of the securities held by each of the GSO Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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

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