

CVR PARTNERS, LP
Form 4
January 19, 2017

FORM 4

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

OMB APPROVAL

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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

(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)
01/17/2017

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10154

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

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units representing Limited Partner Interests | 01/17/2017 | | S | V Amount (A) or (D) Price | 395,890 D \$ 6.46 4,357,688 | I | See Footnotes (1) (10) (11) (12) (13) (14) |
| Common Units representing Limited Partner Interests | 01/17/2017 | | S | V Amount (A) or (D) Price | 167,409 D \$ 6.46 3,176,965 | I | See Footnotes (2) (10) (11) (12) (13) (14) |

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| | | | | | | | | |
|---|------------|---|--------|---|----------|-----------|---|--|
| Common Units representing Limited Partner Interests | 01/17/2017 | S | 51,701 | D | \$ 6.46 | 568,964 | I | See Footnotes <u>(3)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> |
| Common Units representing Limited Partner Interests | 01/18/2017 | S | 53,781 | D | \$ 6.541 | 4,303,907 | I | See Footnotes <u>(1)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> |
| Common Units representing Limited Partner Interests | 01/18/2017 | S | 39,198 | D | \$ 6.541 | 3,137,767 | I | See Footnotes <u>(2)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> |
| Common Units representing Limited Partner Interests | 01/18/2017 | S | 7,021 | D | \$ 6.541 | 561,943 | I | See Footnotes <u>(3)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> |
| Common Units representing Limited Partner Interests | | | | | | 1,609,706 | I | See Footnotes <u>(4)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> |
| Common Units representing Limited Partner Interests | | | | | | 625,348 | I | See Footnotes <u>(5)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> |
| Common Units representing Limited Partner Interests | | | | | | 2,115,513 | I | See Footnotes <u>(6)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> |
| Common Units representing Limited Partner | | | | | | 1,133,335 | I | See Footnotes <u>(7)</u> <u>(9)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> |

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.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GSO CAPITAL PARTNERS LP
345 PARK AVENUE
NEW YORK, NY 10154

X

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

X

GSO SSOMF Nitro Blocker LLC
C/O GSO CAPITAL PARTNERS LP
345 PARK AVENUE
NEW YORK, NY 10154

X

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 01/19/2017
 Date
 **Signature of Reporting Person

GSO SPECIAL SITUATIONS FUND LP, By: GSO Capital Partners LP, its investment
 manager, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory 01/19/2017
 Date
 **Signature of Reporting Person

GSO SSOMF NITRO BLOCKER LLC, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:
 Authorized Signatory 01/19/2017
 Date
 **Signature of Reporting Person

GSO COASTLINE CREDIT PARTNERS LP, By: GSO Capital Partners LP, its investment
 manager, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory 01/19/2017
 Date
 **Signature of Reporting Person

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 01/19/2017
 Date
 **Signature of Reporting Person

BENNETT J. GOODMAN, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:
 Attorney-in-Fact 01/19/2017
 Date
 **Signature of Reporting Person

J. ALBERT SMITH III, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:
 Attorney-in-Fact 01/19/2017
 Date
 **Signature of Reporting Person

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.

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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