CVR ENERGY INC Form SC 13G/A February 14, 2008

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

### **SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

# **CVR Energy, Inc.**

#### (Name of Issuer)

#### Common Stock, par value \$0.01 per share

(Title of Class of Securities)

#### 12662P 108

(CUSIP Number)

#### October 22, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

#### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Coffeyville Acquisition LLC		
2.	Check the Appropriate (a) (b)	e Box if a Member of a Gro o o	up (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Delaware	f Organization	
Number of	5.		Sole Voting Power 0
Shares Beneficially Owned by	6.		Shared Voting Power 31,433,360
Each Reporting Person With	7.		Sole Dispositive Power 0
	8.		Shared Dispositive Power 31,433,360
9.	Aggregate Amount Be 31,433,360	eneficially Owned by Each	Reporting Person
10.	Check if the Aggregate	e Amount in Row (9) Exclu	ides Certain Shares (See Instructions) o
11.	Percent of Class Repre 36.5%	esented by Amount in Row	(9)
12.	Type of Reporting Per OO	rson (See Instructions)	

#### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Kelso Investment Associates VII, L.P.		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See ) o o	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organiz Delaware	zation	
Number of	5.		Sole Voting Power 0
Shares Beneficially Owned by	6.		Shared Voting Power 31,433,360
Each Reporting Person With	7.		Sole Dispositive Power 0
	8.		Shared Dispositive Power 31,433,360
9.	Aggregate Amount Beneficiall 31,433,360	y Owned by Each Reportin	g Person
10.	Check if the Aggregate Amoun	nt in Row (9) Excludes Cert	ain Shares (See Instructions) o
11.	Percent of Class Represented b 36.5%	by Amount in Row (9)	
12.	Type of Reporting Person (See PN	e Instructions)	

#### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Kelso GP VII, L.P.		
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)
	(a)	0	
	(b)	0	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Delaware	ization	
Number of	5.		Sole Voting Power 0
Shares Beneficially Owned by	6.		Shared Voting Power 31,433,360
Each Reporting Person With	7.		Sole Dispositive Power 0
	8.		Shared Dispositive Power 31,433,360
9.	Aggregate Amount Beneficial 31,433,360	ly Owned by Each Reportin	g Person
10.	Check if the Aggregate Amou	nt in Row (9) Excludes Cert	tain Shares (See Instructions) o
11.	Percent of Class Represented 1 36.5%	by Amount in Row (9)	
12.	Type of Reporting Person (See PN	e Instructions)	

### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Kelso GP VII, LLC		
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)
	(a)	0	
	(b)	0	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Delaware	zation	
	5.		Sole Voting Power 0
Number of			
Shares	6.		Shared Voting Power
Beneficially			31,433,360
Owned by			
Each	7.		Sole Dispositive Power
Reporting			0
Person With	0		
	8.		Shared Dispositive Power 31,433,360
9.	Aggregate Amount Beneficial 31,433,360	ly Owned by Each Reportin	ng Person
10.	Check if the Aggregate Amou	nt in Row (9) Excludes Cer	tain Shares (See Instructions) o
11.	Percent of Class Represented 36.5%	by Amount in Row (9)	
12.	Type of Reporting Person (See OO	e Instructions)	

#### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons KEP VI, LLC		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See ) o o	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organi Delaware	zation	
Number of	5.		Sole Voting Power 0
Shares Beneficially Owned by	6.		Shared Voting Power 31,433,360
Each Reporting	7.		Sole Dispositive Power 0
	8.		Shared Dispositive Power 31,433,360
9.	Aggregate Amount Beneficiall 31,433,360	ly Owned by Each Reportin	g Person
10.	Check if the Aggregate Amoun	nt in Row (9) Excludes Cert	tain Shares (See Instructions) o
11.	Percent of Class Represented b 36.5%	by Amount in Row (9)	
12.	Type of Reporting Person (See OO	e Instructions)	
Person With 9. 10. 11.	Aggregate Amount Beneficiall 31,433,360 Check if the Aggregate Amoun Percent of Class Represented b 36.5% Type of Reporting Person (See	nt in Row (9) Excludes Cert	Shared Dispositive Powe 31,433,360 g Person

### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Philip E. Berney		
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)
	(a)	0	
	(b)	0	
3.	SEC Use Only		
4.	Citizenship or Place of Organi	ization	
	United States of America	Luton	
	5.		Sole Voting Power
			0
Number of			
Shares	6.		Shared Voting Power
Beneficially			31,433,360
Owned by Each	7		
Reporting	7.		Sole Dispositive Power 0
Person With			0
	8.		Shared Dispositive Power
			31,433,360
9.	Aggregate Amount Beneficial 31,433,360	ly Owned by Each Reportin	ng Person
10.	Check if the Aggregate Amou	nt in Row (9) Excludes Cer	tain Shares (See Instructions) o
11.	Percent of Class Represented 1 36.5%	by Amount in Row (9)	
12.	Type of Reporting Person (Sec IN	e Instructions)	

#### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Frank K. Bynum, Jr.				
2.		Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) (b)	0 0			
3.	SEC Use Only				
4.	Citizenship or Place of Organ United States of America	ization			
Number of	5.		Sole Voting Power 0		
Shares Beneficially Owned by	6.		Shared Voting Power 31,433,360		
Each Reporting Person With	7.		Sole Dispositive Power 0		
	8.		Shared Dispositive Power 31,433,360		
9.	Aggregate Amount Beneficia 31,433,360	lly Owned by Each Reportin	ng Person		
10.	Check if the Aggregate Amou	unt in Row (9) Excludes Cer	rtain Shares (See Instructions) o		
11.	Percent of Class Represented 36.5%	by Amount in Row (9)			
12.	Type of Reporting Person (Se IN	e Instructions)			

#### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons James J. Connors, II		
2.	Check the Appropriate Box if a	a Member of a Group (See I	Instructions)
	(a) (b)	0 0	
3.	SEC Use Only		
4.	Citizenship or Place of Organiz United States of America	zation	
Number of	5.		Sole Voting Power 0
Shares Beneficially Owned by	6.		Shared Voting Power 31,433,360
Each Reporting Person With	7.		Sole Dispositive Power 0
	8.		Shared Dispositive Power 31,433,360
9.	Aggregate Amount Beneficiall 31,433,360	y Owned by Each Reportin	g Person
10.	Check if the Aggregate Amour	nt in Row (9) Excludes Cert	ain Shares (See Instructions) o
11.	Percent of Class Represented b 36.5%	by Amount in Row (9)	
12.	Type of Reporting Person (See IN	Instructions)	

### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Michael B. Goldberg			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) (b)	0 0		
3.	SEC Use Only			
4.	Citizenship or Place of Organiz United States of America	zation		
	5.		Sole Voting Power 0	
Number of Shares Beneficially Owned by	6.		Shared Voting Power 31,433,360	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 31,433,360	
9.	Aggregate Amount Beneficiall 31,433,360	y Owned by Each Reportin	g Person	
10.	Check if the Aggregate Amoun	nt in Row (9) Excludes Cert	tain Shares (See Instructions)	
11.	Percent of Class Represented b 36.5%	by Amount in Row (9)		
12.	Type of Reporting Person (See IN	Instructions)		

10

### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Frank J. Loverro			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) (b)	0 0		
3.	SEC Use Only			
4.	Citizenship or Place of Organiz United States of America	zation		
Number of	5.		Sole Voting Power 0	
Number of Shares Beneficially Owned by	6.		Shared Voting Power 31,433,360	
Each Reporting Person With	7.		Sole Dispositive Power 0	
	8.		Shared Dispositive Power 31,433,360	
9.	Aggregate Amount Beneficially 31,433,360	y Owned by Each Reportin	g Person	
10.	Check if the Aggregate Amoun	nt in Row (9) Excludes Cert	ain Shares (See Instructions) o	
11.	Percent of Class Represented b 36.5%	y Amount in Row (9)		
12.	Type of Reporting Person (See IN	Instructions)		

#### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons George E. Matelich		
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)
	(a)	0	
	(b)	0	
3.	SEC Use Only		
4.	Citizenship or Place of Organi United States of America	zation	
	5.		Sole Voting Power 0
Number of			
Shares	6.		Shared Voting Power
Beneficially			31,433,360
Owned by			
Each	7.		Sole Dispositive Power
Reporting			0
Person With			
	8.		Shared Dispositive Power
			31,433,360
9.	Aggregate Amount Beneficiall 31,433,360	ly Owned by Each Reportin	ng Person
10.	Check if the Aggregate Amoun	nt in Row (9) Excludes Cert	tain Shares (See Instructions) o
11.	Percent of Class Represented b 36.5%	by Amount in Row (9)	
12.	Type of Reporting Person (See IN	e Instructions)	

### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Church M. Moore		
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)
	(a)	0	
	(b)	0	
3.	SEC Use Only		
4.	Citizenship or Place of Organi United States of America	ization	
	5.		Sole Voting Power 0
Number of Shares Beneficially	6.		Shared Voting Power 31,433,360
Owned by Each Reporting Person With	7.		Sole Dispositive Power 0
	8.		Shared Dispositive Power 31,433,360
9.	Aggregate Amount Beneficial 31,433,360	ly Owned by Each Reportir	ng Person
10.	Check if the Aggregate Amou	nt in Row (9) Excludes Cer	tain Shares (See Instructions) o
11.	Percent of Class Represented 1 36.5%	by Amount in Row (9)	
12.	Type of Reporting Person (See IN	e Instructions)	

### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Frank T. Nickell			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0		
	(b)	0		
3.	SEC Use Only			
4.	Citizenship or Place of Organization United States of America			
	5.		Sole Voting Power 0	
Number of				
Shares	6.		Shared Voting Power	
Beneficially			31,433,360	
Owned by				
Each	7.		Sole Dispositive Power	
Reporting			0	
Person With				
	8.		Shared Dispositive Power	
			31,433,360	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 31,433,360			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9) 36.5%			
12.	Type of Reporting Person (See IN	e Instructions)		

### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Stanley de J. Osborne				
2.		Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) (b)	0 0			
3.	SEC Use Only				
4.	Citizenship or Place of Organization United States of America				
	5.		Sole Voting Power 0		
Number of Shares Beneficially Owned by Each Reporting Person With	6.		Shared Voting Power 31,433,360		
	7.		Sole Dispositive Power 0		
	8.		Shared Dispositive Power 31,433,360		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 31,433,360				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row (9) 36.5%				
12.	Type of Reporting Person (See IN	e Instructions)			

#### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons David I. Wahrhaftig		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See ) o o	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organization United States of America		
	5.		Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	6.		Shared Voting Power 31,433,360
	7.		Sole Dispositive Power 0
	8.		Shared Dispositive Power 31,433,360
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 31,433,360		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11.	Percent of Class Represented by Amount in Row (9) 36.5%		
12.	Type of Reporting Person (See IN	Instructions)	

16

### CUSIP No. 12662P 10 8

1.	Names of Reporting Persons Thomas R. Wall, IV				
2.	Check the Appropriate Box if	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)				
	(b)	0			
3.	SEC Use Only				
4.	Citizenship or Place of Organization United States of America				
	5.		Sole Voting Power 0		
Number of					
Shares	6.		Shared Voting Power		
Beneficially			31,433,360		
Owned by					
Each	7.		Sole Dispositive Power		
Reporting			0		
Person With					
	8.		Shared Dispositive Power		
			31,433,360		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 31,433,360				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row (9) 36.5%				
12.	Type of Reporting Person (See IN	e Instructions)			

Amendment No. 1 to Schedule 13G

The Schedule 13G (the Schedule ) filed by Coffeyville Acquisition LLC, Kelso Investment Associates VII, L.P., Kelso GP VII, L.P., Kelso GP VII, LLC, KEP VI, LLC, Philip E. Berney, Frank K. Bynum, Jr., James J. Connors, II, Michael B. Goldberg, Frank J. Loverro, George E. Matelich, Church M. Moore, Frank T. Nickell, Stanley de J. Osborne, David I. Wahrhaftig, and Thomas R. Wall, IV on January 24, 2008 is hereby amended and supplemented as set forth below in this Amendment No. 1 to the Schedule (the Amendment ). The Amendment is being filed to provide disclosure in Item 8 of the Schedule.

#### Item 8.

#### Identification and Classification of Members of the Group

Both Kelso Investment Associates VII, L.P. (KIA VII) and KEP VI, LLC (KEP VI, and together with KIA VII, the Kelso Funds) are members of Coffeyville Acquisition LLC. The Kelso Funds own over 95.78% of the interests of Coffeyville Acquisition LLC. Coffeyville Acquisition LLC is a party to a Stockholders Agreement, dated as of October 16, 2007, by and among CVR Energy, Inc. (the Company), Coffeyville Acquisition LLC and Coffeyville Acquisition II LLC.

The Stockholders Agreement provides that each of Coffeyville Acquisition LLC and Coffeyville Acquisition II LLC have the right to appoint two members to the Company's board of directors and requires the parties to vote their Common Stock for directors that are designated in accordance with the provisions of the Stockholders Agreement. The Stockholders Agreement also contains certain provisions r