

CVR PARTNERS, LP
 Form 3
 July 02, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>White William L</p> <p>(Last) (First) (Middle)</p> <p>C/O CVR PARTNERS, LP, 2277 PLAZA DRIVE, SUITE 500</p> <p>(Street)</p> <p>SUGAR LAND, TX 77479</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/23/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CVR PARTNERS, LP [UAN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Marketing and Operations</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Phantom Units ⁽¹⁾	12/30/2014	^ ⁽²⁾	Common Units	3,265	\$ ⁽¹⁾	D	^
Phantom Units ⁽³⁾	^ ⁽⁴⁾	^ ⁽⁵⁾	Common Units	6,522	\$ ⁽³⁾	D	^
Phantom Units ⁽⁶⁾	^ ⁽⁷⁾	^ ⁽⁸⁾	Common Units	15,244	\$ ⁽⁶⁾	D	^

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
White William L C/O CVR PARTNERS, LP 2277 PLAZA DRIVE, SUITE 500 SUGAR LAND, TX 77479	^	^	^ EVP, Marketing and Operations	^

Signatures

/s/ Susan M. Ball,
Attorney-in-fact

07/02/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Each Phantom Unit reported herein represents the right to receive upon vesting, a cash payment equal to the fair market value of one common unit of CVR Partners, LP as of the vesting date.
- (2) The Phantom Units expire immediately following payment within 30 days after their vesting.
- (3) Each Phantom Unit reported herein represents the right to receive upon vesting, one common unit of CVR Partners, LP.
- (4) The Phantom Units vest in two equal installments on December 28, 2014 and December 28, 2015.
- (5) The Phantom Units expire immediately following issuance of the Common Units upon vesting.
- (6) Each Phantom Unit reported herein represents the right to receive upon vesting, a cash payment equal to the average closing price of one common unit of CVR Partners, LP for the first 10 business days of the month in which vesting occurs.
- (7) The Phantom Units vest in three installments on December 27, 2014, December 27, 2015 and December 27, 2016.
- (8) The Phantom Units expire immediately following payment within 10 days after their vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.