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CVR PARTNERS, LP Form 3 April 11, 2016

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, response... 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CVR PARTNERS, LP [UAN] RENTECH, INC. (Month/Day/Year) 04/04/2016 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 10877 WILSHIRE BLVD. 10TH (Check all applicable) **FLOOR** (Street) 6. Individual or Joint/Group 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person LOS ANGELESÂ 90024 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) By Rentech Nitrogen Holdings, Common Units (1) 7,187,630 I Inc. $\underline{^{(2)}}$ Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Expiration Title Exercisable Date

Amount or Security Number of Shares Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RENTECH, INC.

10877 WILSHIRE BLVD. 10TH FLOOR Â Â Â Â LOS ANGELESÂ 90024

Signatures

/s/ Colin M. Morris, Authorized Person

04/11/2016

**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).
 - Acquired pursuant to the Agreement and Plan of Merger, dated August 9, 2015, by and among CVR Partners, LP ("CVR Partners"), Lux Merger Sub 1 LLC, Lux Merger Sub 2 LLC, Rentech Nitrogen Partners, L.P. and Rentech Nitrogen GP, LLC ("Rentech
- (1) Nitrogen"), pursuant to which each outstanding common unit representing a limited partner interest in Rentech Nitrogen, other than certain units held by affiliates of CVR Partners, were converted into the right to receive 1.04 newly issued common unit representing a limited partner interest in CVR Partners and \$2.57 in cash.
- (2) Rentech Nitrogen Holdings, Inc. is a directly, wholly-owned subsidiary of Rentech Development Corporation. Rentech Development Corporation is a direct, wholly-owned subsidiary of Rentech, Inc.

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Remarks:

The reporting person disclaims beneficial ownership of all Common Units in excess of its pecuniaryA

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.

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