



#30378

Back to Infomemo Search

DATE: MARCH 19, 2012

SUBJECT: CVR ENERGY, INC. – EXTENDED TENDER OFFER
OPTION SYMBOL: CVI
FUTURE SYMBOLS: CVI1C/CVI1D
DATE: 4/2/12 (formerly 3/23/12)
Update

CVR Energy, Inc. (CVI) is the subject of an Extended Offer to Purchase (The "Offer"), as described below:

PURCHASER: IEP Energy LLC, a wholly owned subsidiary of Icahn Enterprises Holdings L.P.

SECURITY TO BE PURCHASED: CVR Energy, Inc. (CVI) Common Shares

QUANTITY: All CVR Energy, Inc. (CVI) Common Shares

OFFER TERMS: See Below

EXPIRATION: 5:00 P.M., New York City Time, on Monday, April 2, 2012 (formerly March 23, 2012) unless extended

DEPOSITARY: The Colbent Corporation

GUARANTY PERIOD*: Three (3) New York Stock Exchange (NYSE) Trading Days

*Under the terms of this Offer, shares not immediately available may nevertheless be tendered provided they are tendered under a properly executed "Notice of Guaranteed Delivery", and valid delivery is subsequently made within the specified "guaranty period". In all cases it is the sole responsibility of the person tendering to comply with all terms and conditions of the Offer.

OFFER TERMS

Each CVI Common Share may be tendered for \$30.00 cash plus one non-transferable contingent cash payment right (CCP) for each share of Common Stock of CVR Energy, Inc. accepted in the offer. The Offer to Purchase states that a CCP represents the non-transferrable right to receive an additional net cash payment if a definitive agreement for the sale of CVR Energy Inc. is executed within **fifteen months (formerly nine months)** following the expiration of the offer and such transaction closes. The payment would equal the net amount in excess of \$30.00 per share for which CVI shares are sold.

EXERCISE CONSIDERATIONS

As indicated below, CVI options will not be adjusted to reflect the expiration of the Offer and will not call for the delivery of the contingent cash payment right (CCP). Call holders who wish to ensure entitlement to the CCP may exercise their options sufficiently in advance of the expiration of the Offer and tender the CVI shares received into the Offer.

ADJUSTMENT POLICY FOR TENDERS

Interpretation .03 to Article VI, Section 11A, of OCC's By-Laws states the following:

Adjustments will not be made to reflect a tender offer or exchange offer to the holders of the underlying security whether such offer is made by the issuer of the underlying security or by a third person or whether the offer is for cash, securities or other property. This policy will apply without regard to whether the price of the underlying security may be favorably or adversely affected by the offer or whether the offer may be deemed to be coercive. Outstanding options ordinarily will be adjusted to reflect a merger, consolidation or similar event that becomes effective following the completion of a tender offer or exchange offer.

Under this interpretation, CVI options will not be adjusted to reflect the expiration of the Offer.

POSSIBLE CONTRACT ADJUSTMENT

The IEP Energy LLC Offer to Purchase is being made with intention to acquire controlling interest in CVI Common Shares sufficient to effect a subsequent sale of the company. If and when such sale is announced and consummated, the Securities Committee will consider the appropriateness of a contract adjustment to CVI options, pursuant to the terms of such sale.

CVI options will not be adjusted to require delivery of the contingent cash payment rights (CCP).

DELIVERY SETTLEMENT AND PROTECT PROVISIONS

Option contracts which are exercised will require the settlement of all component securities included in the contract deliverable at the time of the option contract exercise, including rights, warrants, or similar instruments. Additional entitlements (such as due bills, eligibility to participate in tender offers, elections, etc.) may also automatically attach to securities deliverable upon option exercise. Conversely, securities not included in the contract deliverable at the time of the option exercise not associated with the underlying deliverable securities, may preclude call exercisers from realizing the benefit of such entitlements. (See also "Special Risks - Valuation Disparity".) Except in unusual cases, securities deliverable as a result of equity option exercise are settled through National Securities Clearing Corporation ("NSCC").

Rights and obligations of Members with respect to securities settling at NSCC as a result of an option exercise/assignment are governed by the rules of NSCC. NSCC has its own rules which enable purchasers of securities to protect themselves for value which may be lost if timely delivery is not made to them of securities subject to specific deadlines, such as the expiration of a tender offer, rights subscription, election, or similar event. These rules are generally called "protect" or "liability notice" procedures, and are intended to protect purchasers by binding the delivering parties to liability if such value is lost because timely delivery is not effected. Purchasers of securities must observe the rules and procedures of NSCC to avail themselves of such "protect" provisions of NSCC. Questions regarding these provisions should be addressed to NSCC.

SPECIAL RISKS

Writers of call options and holders of short positions in physically-settled security futures at maturity who are uncovered with respect to deliverable securities subject to deadlines or cut-off times (such as expirations of tender offers, rights subscriptions, elections, or similar events) should be aware of a risk associated with the timing of their possible assignments or physically-settled security futures delivery obligations: Equity option exercise settlement and settlement of physically-settled security futures delivery obligations normally occurs 3 business days after the option exercise date or the security-futures maturity date. An uncovered call writer or uncovered short futures holder who has an obligation to deliver, and who waits until after assignment or futures maturity to effect purchase of the underlying security, may not be able to effect timely delivery by a regular-way purchase (3 business-day settlement) or call option exercise (3 business-day settlement after exercise). Such uncovered writer or short futures holder may nevertheless be subject to liability under the protect provisions of NSCC (see above) with respect to his delivery obligation, because he cannot make timely delivery. Additionally, Cash Markets (same-day, or less-than-3-business-day settlement) may not be available, or may be expensive for buyers of the underlying security.

DISCLAIMER

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by a panel of The OCC Securities Committee pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The adjustment panel is comprised of representatives from OCC and each exchange which trades the affected option. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

CATEGORY: CONTRACT ADJUSTMENT

For questions regarding this memo, call 1-888-OPTIONS or email options@theocc.com.