

CVR ENERGY INC  
Form SC 13D  
May 15, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

CVR Energy, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

12662P108

(CUSIP Number)

D. E. Shaw & Co., L.P.

Attn: Compliance Department

1166 Avenue of the Americas, 9th Floor

New York, NY 10036

212-478-0000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

May 3, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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).

**SCHEDULE 13D**

**CUSIP No. 12662P108**

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1  
D. E. Shaw Valence Portfolios, L.L.C.

FEIN 13-4046559

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4  
AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6  
Delaware

NUMBER OF

7 SOLE VOTING POWER

SHARED VOTING POWER

SHARES  
BENEFICIALLY OWNED BY 8  
EACH -0- (1)

SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH 9  
-0-

SHARED DISPOSITIVE POWER

10  
-0- (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- (1)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

12  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13  
0.0% (1)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14  
OO

(1) This information is as of May 14, 2012. See Item 5 for additional details.

**CUSIP No. 12662P108**

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

D. E. Shaw Oculus Portfolios, L.L.C.

FEIN 20-0805088

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF

7 SOLE VOTING POWER

-0-

SHARED VOTING POWER

SHARES  
BENEFICIALLY OWNED BY 8  
EACH -0- (1)

SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH 9  
-0-

SHARED DISPOSITIVE POWER

10  
-0- (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- (1)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

12  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13  
0.0% (1)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14  
OO

(1) This information is as of May 14, 2012. See Item 5 for additional details.



**CUSIP No. 12662P108**

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

D. E. Shaw Heliant Portfolios, L.L.C.

FEIN 27-1490745

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF

7 SOLE VOTING POWER

-0-

SHARED VOTING POWER

SHARES  
BENEFICIALLY OWNED BY 8  
EACH -0- (1)

SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH 9  
-0-

SHARED DISPOSITIVE POWER

10  
-0- (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

12  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% (1)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

(1) This information is as of May 14, 2012. See Item 5 for additional details.



**CUSIP No. 12662P108**

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1  
D. E. Shaw Asymptote Portfolios, L.L.C.

FEIN 45-4250464

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4  
AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6  
Delaware

SOLE VOTING POWER

NUMBER OF  
7  
-0-

8 SHARED VOTING POWER

SHARES  
BENEFICIALLY OWNED BY  
EACH -0- (1)

SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH 9  
-0-

SHARED DISPOSITIVE POWER

10  
-0- (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- (1)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

12  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13  
0.0% (1)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14  
OO

(1) This information is as of May 14, 2012. See Item 5 for additional details.

**CUSIP No. 12662P108**

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1  
D. E. Shaw & Co., L.L.C.

FEIN 13-3799946

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2(a)

(b)   
3 SEC USE ONLY  
SOURCE OF FUNDS (See Instructions)

4  
AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6  
Delaware

SOLE VOTING POWER

NUMBER OF  
7  
-0-

SHARES BENEFICIALLY OWNED BY  
8 SHARED VOTING POWER

EACH

-0- (1)

SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

9

-0-

SHARED DISPOSITIVE POWER

10

-0- (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

12  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% (1)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO



(1) This information is as of May 14, 2012. See Item 5 for additional details.

**CUSIP No. 12662P108**

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

D. E. Shaw & Co., L.P.

FEIN 13-3695715

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

-0-

8 SHARED VOTING POWER

SHARES  
BENEFICIALLY OWNED BY  
EACH -0- (1)

SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH 9  
-0-

SHARED DISPOSITIVE POWER

10  
-0- (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- (1)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

12  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13  
0.0% (1)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14  
IA, PN

(1) This information is as of May 14, 2012. See Item 5 for additional details.

**CUSIP No. 12662P108**

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

David E. Shaw

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

-0-

SHARES

BENEFICIALLY OWNED BY

EACH

8 SHARED VOTING POWER

-0- (1)

SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

9

-0-

SHARED DISPOSITIVE POWER

10

-0- (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

12  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% (1)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

(1) This information is as of May 14, 2012. See Item 5 for additional details.

## Item 1. Security and the Issuer

This statement on Schedule 13D relates to the shares of Common Stock, par value \$0.01 per share (the “Common Shares”) of CVR Energy, Inc. (the “Issuer”). The principal executive offices of the Issuer are located at 2277 Plaza Drive, Suite 500, Sugar Land, Texas 77479.

## Item 2. Identity and Background

(a), (f) This statement is filed on behalf of D. E. Shaw Valence Portfolios, L.L.C., a Delaware limited liability company (“Valence”), D. E. Shaw Oculus Portfolios, L.L.C., a Delaware limited liability company (“Oculus”), D. E. Shaw Heliant Portfolios, L.L.C., a Delaware limited liability company (“Heliant”), D. E. Shaw Asymptote Portfolios, L.L.C., a Delaware limited liability company (“Asymptote”), D. E. Shaw & Co., L.L.C., a Delaware limited liability company (“DESCO LLC”), D. E. Shaw & Co., L.P., a Delaware limited partnership (“DESCO LP”), and David E. Shaw, a citizen of the United States of America (“David E. Shaw,” and together with Valence, Oculus, Heliant, Asymptote, DESCO LLC and DESCO LP, collectively, the “Reporting Persons”). The Reporting Persons are filing jointly, and the agreement among the Reporting Persons to file jointly is attached hereto as Exhibit 3 and incorporated herein by reference.

(b) The business address and principal office, as applicable, of all Reporting Persons is 1166 Avenue of the Americas, 9th Floor, New York, NY 10036.

(c) The principal business of Valence is that of a limited liability company focusing primarily on equity and equity-linked securities related investment strategies. The principal business of Oculus is that of a limited liability company focusing primarily on macro-oriented investment strategies. The principal business of Heliant is that of a limited liability company focusing primarily on macro-oriented investment strategies. The principal business of Asymptote is that of a limited liability company focusing primarily on equities and futures-related investment strategies. The principal business of DESCO LP is to act as an investment adviser to certain funds, including, without limitation, Valence and Oculus. DESCO LP is the managing member of Valence, D. E. Shaw Heliant Adviser, L.L.C., which in turn is the investment adviser of Heliant, D. E. Shaw Adviser, L.L.C., which in turn is the investment adviser of Asymptote, and D. E. Shaw Investment Management, L.L.C. (“DESIM”). The principal business of DESCO LLC is to act as managing member to certain entities, including, without limitation, Oculus, D. E. Shaw Heliant Manager, L.L.C., which in turn is the manager of Heliant, and D. E. Shaw Manager, L.L.C., which in turn is the manager of Asymptote. D. E. Shaw & Co., Inc., a Delaware corporation (“DESCO Inc.”), is the general partner of DESCO LP. D. E. Shaw & Co. II, Inc., a Delaware corporation (“DESCO II, Inc.”), is the managing member of DESCO LLC. David E. Shaw is the President and sole shareholder of DESCO Inc. and DESCO II, Inc.

(d), (e) During the last five years, neither any Reporting Person nor, to the best knowledge of any Reporting Person, any person named in this Item 2, has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future

violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.



### **Item 3. Source and Amount of Funds or Other Consideration**

In acquiring 1,749,640 Common Shares, Valence expended approximately \$51,660,607 (excluding commissions) of its working capital. In acquiring 2,050,122 Common Shares, Oculus expended approximately \$52,216,472 (excluding commissions) of its working capital. In acquiring 582,155 Common Shares, Heliant expended approximately \$15,250,103 (excluding commissions) of its working capital. In acquiring 28 Common Shares, Asymptote expended approximately \$850 (excluding commissions) of its working capital.

### **Item 4. Purpose of Transaction**

The Reporting Persons made purchases of the Common Shares for investment purposes, as well as for purposes of participating in the tender offer referred to in the Schedule TO filed on May 1, 2012 relating to the offer by IEP Energy LLC (the "Tender Offer"). On May 3, 2012, the Reporting Persons held 5.0% of the Common Shares. Beginning May 4, 2012, the Reporting Persons tendered the Common Shares, as described in Item 5, pursuant to the Tender Offer, which caused the Reporting Persons to cease to be the beneficial owners of more than 5.0% of outstanding shares. As of May 14, 2012, none of the Reporting Persons held any Common Shares.

### **Item 5. Interest in Securities of the Issuer**

(a), (b) Based upon the Issuer's Form 10-Q, filed with the SEC on May 4, 2012, there were 86,808,150 Common Shares issued and outstanding as of May 1, 2012. The 1,749,640 Common Shares beneficially owned by Valence (the "Valence Shares") represent approximately 2.0% of the Common Shares issued and outstanding. The 2,050,122 Common Shares beneficially owned by Oculus (the "Oculus Shares") represent approximately 2.4% of the Common Shares issued and outstanding. The 582,155 Common Shares beneficially owned by Heliant (the "Heliant Shares") represent approximately 0.7% of the Common Shares issued and outstanding. The 28 Common Shares beneficially owned by Asymptote (the "Asymptote Shares") represent approximately 0.0% of the Common Shares issued and outstanding. The 4,381,945 Common Shares beneficially owned by DESCO LP (the "Subject Shares") represent approximately 5.0% of the Common Shares issued and outstanding. The Subject Shares are composed of (i) the Valence Shares, (ii) the Oculus Shares, (iii) the Heliant Shares, and (iv) the Asymptote Shares. DESCO LP may be deemed to have the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the Subject Shares. On May 3, 2012, the Reporting Persons beneficially owned 5.0% of the outstanding shares. DESCO LP does not own any Common Shares and directly disclaims beneficial ownership of the Subject Shares.

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the manager and investment adviser of D. E. Shaw Valence Portfolios, L.L.C., the investment adviser of D. E. Shaw Oculus Portfolios, L.L.C., and the managing member of (i) D. E. Shaw Heliant Adviser, L.L.C., which in turn is the investment adviser of D. E. Shaw Heliant Portfolios, L.L.C., and (ii) D. E. Shaw Adviser, L.L.C., which in turn is the investment adviser of D. E. Shaw Asymptote Portfolios, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the manager of D. E. Shaw Oculus Portfolios, L.L.C. and the managing member of (i) D. E. Shaw Heliant Manager, L.L.C., which in turn is the manager of D. E. Shaw Heliant Portfolios, L.L.C., and (ii) D. E. Shaw Manager, L.L.C., which in turn is the manager D. E. Shaw Asymptote Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of, the Subject Shares as described above. Therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of the Subject Shares.

As of May 14, 2012, neither any Reporting Person nor, to the best knowledge of any Reporting Person, any of the persons set forth in Item 2, owned any Common Shares.

(c) The trading dates, number of Common Shares purchased or sold, and the price per share for all transactions by the Reporting Persons in the Common Shares from March 13, 2012 through May 14, 2012, which were all brokered transactions, are set forth below:

Name	Date	Price per Share <sup>1</sup>	Number of Shares Purchased/(Sold)
Oculus	3/13/2012	26.37	100
Valence	3/13/2012	26.51 <sup>2</sup>	1,300
Valence	3/13/2012	26.65 <sup>3</sup>	(8,506)
Valence	3/14/2012	27.03 <sup>4</sup>	2,890
Valence	3/14/2012	27.06 <sup>5</sup>	(3,672)
Valence	3/15/2012	26.59	100
Valence	3/15/2012	26.87 <sup>6</sup>	(3,900)

<sup>1</sup> Where weighted average price is used for the reported transactions, the reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission, full information regarding the number of shares purchased or sold at each separate price.

<sup>2</sup> A weighted average price based on prices ranging from \$26.36 to \$26.64.

<sup>3</sup> A weighted average price based on prices ranging from \$26.29 to \$26.98.

4 A weighted average price based on prices ranging from \$26.95 to \$27.15.

5 A weighted average price based on prices ranging from \$26.95 to \$27.31.

6 A weighted average price based on prices ranging from \$26.75 to \$27.04.

Oculus 3/16/2012 26.887 900  
 Valence 3/16/2012 27.068 11,407  
 Valence 3/16/2012 27.009 (3,660)  
 Valence 3/19/2012 27.1410 1,500  
 Valence 3/19/2012 27.2411 (11,316)  
 Oculus 3/20/2012 26.5412 2,000  
 Valence 3/20/2012 26.5513 1,678  
 Valence 3/20/2012 26.55 (100)  
 Oculus 3/21/2012 26.4314 1,400  
 Valence 3/21/2012 26.3915 3,900  
 Valence 3/21/2012 26.46 (200)  
 Oculus 3/22/2012 25.8816 600  
 Oculus 3/23/2012 26.2017 500  
 Valence 3/23/2012 26.8018 (4,800)  
 Valence 3/26/2012 27.2119 (5,200)  
 Oculus 3/27/2012 27.09 400  
 Valence 3/27/2012 26.18 4,776  
 Heliant 3/27/2012 26.9520 (300)  
 Oculus 3/27/2012 27.09 (400)  
 Valence 3/28/2012 26.66 36  
 Heliant 3/28/2012 26.08 (100)  
 Valence 3/28/2012 26.3521 (8,036)  
 Valence 3/29/2012 26.51 2374  
 Valence 3/29/2012 26.2122 (7,849)  
 Valence 3/30/2012 26.7823 8,400  
 Valence 3/30/2012 26.6524 (4,396)  
 Asymptote 4/2/2012 27.06 174  
 Valence 4/2/2012 27.1625 (8,856)

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7 A weighted average price based on prices ranging from \$26.77 to \$27.01.

8 A weighted average price based on prices ranging from \$26.82 to \$27.22.

9 A weighted average price based on prices ranging from \$26.82 to \$27.21.

10 A weighted average price based on prices ranging from \$27.07 to \$27.30.

11 A weighted average price based on prices ranging from \$27.07 to \$27.37.

12 A weighted average price based on prices ranging from \$26.37 to \$26.70.

13 A weighted average price based on prices ranging from \$26.45 to \$26.63.

14 A weighted average price based on prices ranging from \$26.26 to \$26.58.

15 A weighted average price based on prices ranging from \$26.16 to \$26.59.

16 A weighted average price based on prices ranging from \$25.71 to \$25.98.

17 A weighted average price based on prices ranging from \$26.18 to \$26.26.

18 A weighted average price based on prices ranging from \$26.70 to \$26.85.

19 A weighted average price based on prices ranging from \$27.12 to \$27.41.

20 A weighted average price based on prices ranging from \$26.94 to \$26.96.

21 A weighted average price based on prices ranging from \$25.93 to \$26.79.

22 A weighted average price based on prices ranging from \$26.06 to \$26.41.

23 A weighted average price based on prices ranging from \$26.75 to \$26.79.

24 A weighted average price based on prices ranging from \$26.06 to \$27.00.

25 A weighted average price based on prices ranging from \$26.71 to \$27.45.

Asymptote 4/3/2012 28.7326 1,300  
 Heliant 4/3/2012 28.6227 73,507  
 Oculus 4/3/2012 28.6228 214,133  
 Valence 4/3/2012 28.7129 70,964  
 Asymptote 4/3/2012 28.6830 (1,288)  
 Valence 4/3/2012 28.7531 (14,547)  
 Asymptote 4/4/2012 28.58 600  
 Heliant 4/4/2012 28.76 46,243  
 Oculus 4/4/2012 28.76 134,104  
 Valence 4/4/2012 28.7632 190,055  
 Asymptote 4/4/2012 28.7733 (700)  
 Asymptote 4/5/2012 28.7534 300  
 Heliant 4/5/2012 28.62 30,094  
 Oculus 4/5/2012 28.62 90,283  
 Asymptote 4/5/2012 28.7035 (300)  
 Valence 4/5/2012 28.70 (12,600)  
 Heliant 4/9/2012 28.67 17,037  
 Oculus 4/9/2012 28.67 51,113  
 Valence 4/9/2012 28.6436 188,527  
 Valence 4/9/2012 28.70 (3,400)  
 Asymptote 4/10/2012 28.51 500  
 Heliant 4/10/2012 28.48 65,569  
 Oculus 4/10/2012 28.48 196,707  
 Valence 4/10/2012 28.48 262,276  
 Asymptote 4/10/2012 28.5537 (900)  
 Valence 4/10/2012 28.5038 (10,900)  
 Asymptote 4/11/2012 28.6639 700  
 Heliant 4/11/2012 28.31 6,250  
 Oculus 4/11/2012 28.31 18,750  
 Valence 4/11/2012 28.31 25,000  
 Asymptote 4/11/2012 28.6040 (480)  
 Oculus 4/11/2012 28.16 (100)

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26 A weighted average price based on prices ranging from \$28.47 to \$28.85.

27 A weighted average price based on prices ranging from \$28.35 to \$28.96.

28 A weighted average price based on prices ranging from \$28.35 to \$28.96.

29 A weighted average price based on prices ranging from \$28.39 to \$28.71.

30 A weighted average price based on prices ranging from \$28.46 to \$28.85.

31 A weighted average price based on prices ranging from \$28.46 to \$28.80.

32 A weighted average price based on prices ranging from \$28.48 to \$28.87.

33 A weighted average price based on prices ranging from \$28.55 to \$28.84.

34 A weighted average price based on prices ranging from \$28.72 to \$28.81.

35 A weighted average price based on prices ranging from \$28.61 to \$28.74.

36 A weighted average price based on prices ranging from \$28.62 to \$28.67.

37 A weighted average price based on prices ranging from \$28.41 to \$28.70.

38 A weighted average price based on prices ranging from \$28.40 to \$28.80.

39 A weighted average price based on prices ranging from \$28.54 to \$28.70.

40 A weighted average price based on prices ranging from \$28.58 to \$28.62.

Asymptote 4/12/2012 28.4641 800  
 Heliant 4/12/2012 28.26 8,625  
 Oculus 4/12/2012 28.26 25,875  
 Valence 4/12/2012 28.2242 40,800  
 Asymptote 4/12/2012 28.6043 (700)  
 Valence 4/12/2012 28.3044 (54,985)  
 Asymptote 4/13/2012 28.3845 400  
 Heliant 4/13/2012 28.28 24,750  
 Oculus 4/13/2012 28.28 74,250  
 Valence 4/13/2012 28.28 99,000  
 Asymptote 4/13/2012 28.4246 (400)  
 Oculus 4/13/2012 28.3647 (700)  
 Asymptote 4/16/2012 28.2948 1,200  
 Heliant 4/16/2012 27.95 11,050  
 Oculus 4/16/2012 27.95 33,150  
 Valence 4/16/2012 27.9249 50,294  
 Asymptote 4/16/2012 28.3850 (1,200)  
 DESIM 4/16/2012 27.6251 (300)  
 Asymptote 4/17/2012 28.20 400  
 Heliant 4/17/2012 28.01 5,312  
 Oculus 4/17/2012 28.01 15,938  
 Valence 4/17/2012 27.9952 25,750  
 Asymptote 4/17/2012 27.97 (100)  
 DESIM 4/17/2012 28.0453 (1,000)  
 Heliant 4/18/2012 27.91 4,125  
 Oculus 4/18/2012 27.91 12,375  
 Valence 4/18/2012 27.91 16,500  
 Asymptote 4/18/2012 27.8554 (300)  
 DESIM 4/18/2012 27.9355 (200)  
 Oculus 4/18/2012 27.85 (200)  
 Asymptote 4/19/2012 30.0556 17,200

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41 A weighted average price based on prices ranging from \$28.36 to \$28.56.

42 A weighted average price based on prices ranging from \$28.02 to \$28.26.

43 A weighted average price based on prices ranging from \$28.52 to \$28.64.

44 A weighted average price based on prices ranging from \$28.17 to \$28.38.

45 A weighted average price based on prices ranging from \$28.35 to \$28.40.

46 A weighted average price based on prices ranging from \$28.40 to \$28.42.



47 A weighted average price based on prices ranging from \$28.29 to \$28.39.

48 A weighted average price based on prices ranging from \$28.04 to \$28.42.

49 A weighted average price based on prices ranging from \$27.44 to \$28.42.

50 A weighted average price based on prices ranging from \$28.25 to \$28.42.

51 A weighted average price based on prices ranging from \$27.52 to \$27.79.

52 A weighted average price based on prices ranging from \$27.85 to \$28.17.

53 A weighted average price based on prices ranging from \$27.92 to \$28.25.

54 A weighted average price based on prices ranging from \$27.83 to \$27.89.

55 A weighted average price based on prices ranging from \$27.84 to \$28.02.

56 A weighted average price based on prices ranging from \$29.98 to \$30.20.

DESIM 4/19/2012 30.12 100  
 Valence 4/19/2012 30.1057 30,420  
 Asymptote 4/19/2012 30.0758 (17,600)  
 Oculus 4/19/2012 30.1459 (6,800)  
 DESIM 4/19/2012 30.16 (400)  
 Valence 4/19/2012 30.1560 (13,155)  
 Asymptote 4/20/2012 30.16 500  
 DESIM 4/20/2012 30.17 100  
 Valence 4/20/2012 30.06 300  
 Asymptote 4/20/2012 30.16 (100)  
 Oculus 4/20/2012 30.17 (300)  
 DESIM 4/20/2012 30.1361 (1,100)  
 Asymptote 4/23/2012 30.1362 1,373  
 Valence 4/23/2012 30.0863 11,989  
 Asymptote 4/23/2012 30.06 (100)  
 Asymptote 4/24/2012 30.0964 200  
 Valence 4/24/2012 30.1465 13,355  
 Asymptote 4/24/2012 30.0966 (1,500)  
 Valence 4/24/2012 30.20 (8,000)  
 Asymptote 4/25/2012 30.12 400  
 Valence 4/25/2012 30.1367 22,271  
 Asymptote 4/25/2012 30.1568 (400)  
 Asymptote 4/26/2012 30.1469 1,500  
 Valence 4/26/2012 30.1570 25,646  
 Asymptote 4/26/2012 30.1671 (1,200)  
 Valence 4/26/2012 30.20 (1,196)  
 Asymptote 4/27/2012 30.1972 1,949  
 Valence 4/27/2012 30.2473 16,801  
 Asymptote 4/27/2012 30.2074 (2,200)

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57 A weighted average price based on prices ranging from \$29.95 to \$30.20.

58 A weighted average price based on prices ranging from \$29.97 to \$30.21.

59 A weighted average price based on prices ranging from \$30.11 to \$30.16.

60 A weighted average price based on prices ranging from \$30.14 to \$30.17.

61 A weighted average price based on prices ranging from \$30.08 to \$30.16.

62 A weighted average price based on prices ranging from \$30.04 to \$30.15.

63 A weighted average price based on prices ranging from \$30.03 to \$30.15.

64 A weighted average price based on prices ranging from \$30.07 to \$30.11.

65 A weighted average price based on prices ranging from \$30.05 to \$30.17.

66 A weighted average price based on prices ranging from \$30.05 to \$30.15.

67 A weighted average price based on prices ranging from \$30.05 to \$30.17.

68 A weighted average price based on prices ranging from \$30.10 to \$30.17.

69 A weighted average price based on prices ranging from \$30.12 to \$30.15.

70 A weighted average price based on prices ranging from \$30.10 to \$30.18.

71 A weighted average price based on prices ranging from \$30.14 to \$30.17.

72 A weighted average price based on prices ranging from \$30.15 to \$30.30.

73 A weighted average price based on prices ranging from \$30.15 to \$30.48.

74 A weighted average price based on prices ranging from \$30.18 to \$30.27.

Valence 4/30/2012 30.2975 6,784  
 Asymptote 5/1/2012 30.3376 800  
 Valence 5/1/2012 30.2577 20,700  
 Asymptote 5/1/2012 30.2378 (600)  
 Oculus 5/1/2012 30.2779 (200)  
 Valence 5/2/2012 30.1380 14,828  
 Asymptote 5/2/2012 30.1981 (200)  
 Oculus 5/2/2012 30.2182 (200)  
 Heliant 5/3/2012 30.03 135,813  
 Oculus 5/3/2012 30.03 407,437  
 Valence 5/3/2012 30.0383 557,267  
 Oculus 5/3/2012 30.0484 (600)  
 Heliant 5/4/2012 30.04 2,425  
 Oculus 5/4/2012 30.04 7,275  
 DESIM 5/4/2012 30.05 2,800  
 Valence 5/4/2012 30.0685 49,734  
 Valence 5/4/2012 30.0686 (3,832)

(d) No person other than the Reporting Persons or any of the persons set forth in Item 2 has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Subject Shares.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Common Stock on May 7, 2012.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

As a result of tendering Subject Shares pursuant to the Tender Offer described in Item 4, each of the Reporting Persons acquired one non-transferable contingent cash payment right (the "Right") in exchange for each Common Share tendered, resulting in Valence holding 1,749,640 Rights, Oculus holding 2,050,122 Rights, Heliant holding 582,155 Rights, and Asymptote holding 28 Rights.

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75 A weighted average price based on prices ranging from \$30.25 to \$30.36.

76 A weighted average price based on prices ranging from \$30.18 to \$30.36.

77 A weighted average price based on prices ranging from \$30.16 to \$30.37.

78 A weighted average price based on prices ranging from \$30.17 to \$30.34.

79 A weighted average price based on prices ranging from \$30.18 to \$30.36.

80 A weighted average price based on prices ranging from \$30.07 to \$30.22.

81 A weighted average price based on prices ranging from \$30.17 to \$30.21.

82 A weighted average price based on prices ranging from \$30.20 to \$30.21.

83 A weighted average price based on prices ranging from \$30.02 to \$30.13.

84 A weighted average price based on prices ranging from \$30.03 to \$30.05.

85 A weighted average price based on prices ranging from \$30.04 to \$30.07.

86 A weighted average price based on prices ranging from \$30.06 to \$30.07.

Except as set forth in Items 3, 4, 5 and 6 and the agreements incorporated herein by reference and set forth as exhibit hereto, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 or between such persons and any other person with respect to any securities of the Issuer.

**Item 7. Material to be filed as Exhibits**

Exhibit 1 Power of Attorney, granted by David E. Shaw relating to D. E. Shaw & Co., Inc., in favor of the signatories hereto, among others, dated December 15, 2011.

Exhibit 2 Power of Attorney, granted by David E. Shaw relating to D. E. Shaw & Co. II, Inc., in favor of the signatories hereto, among others, dated December 15, 2011.

Exhibit 3 Joint Filing Agreement, by and among the Reporting Persons, dated May 15, 2012.

**SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct. Powers of Attorney, dated December 15, 2011, granted by David E. Shaw in favor of Nathan Thomas, are attached hereto as Exhibit 1 and Exhibit 2 and incorporated herein by reference.

Dated: May 15, 2012

D. E. Shaw Valence  
Portfolios, L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Authorized Signatory

D. E. Shaw Oculus  
Portfolios, L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Authorized Signatory

D. E. Shaw Heliant  
Portfolios, L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Authorized Signatory

D. E. Shaw Asymptote  
Portfolios, L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Authorized Signatory

D. E. Shaw & Co., L.L.C.

By: /s/ Nathan Thomas  
Nathan Thomas  
Authorized Signatory

D. E. Shaw & Co., L.P.

By: /s/ Nathan Thomas  
Nathan Thomas  
Chief Compliance Officer

David E. Shaw

By: /s/ Nathan Thomas  
Nathan Thomas  
Attorney-in-Fact for David E. Shaw