
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 9, 2012 (October 9, 2012)

CVR ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

001-33492
**(Commission
File Number)**

61-1512186
**(I.R.S. Employer
Identification Number)**

2277 Plaza Drive, Suite 500
Sugar Land, Texas 77479
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (281) 207-3200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On October 9, 2012, CVR Energy, Inc. (the “Company”) issued a press release announcing that its wholly-owned subsidiaries, CVR Refining, LLC and Coffeyville Finance Inc., have commenced a private offering (the “Private Offering”) of \$500 million aggregate principal amount of second lien senior secured notes due 2022 (the “Notes”). The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information filed in this Report pursuant to Item 8.01, including the information contained in Exhibit 99.1, is neither an offer to sell nor a solicitation of an offer to buy any of the Notes in the Private Offering.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

99.1 Press Release announcing the Private Offering.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 9, 2012

CVR ENERGY, INC.

By: /s/ Edmund S. Gross

Edmund S. Gross

Senior Vice President, General Counsel and
Secretary



**CVR ENERGY LAUNCHES PRIVATE PLACEMENT OF
\$500 MILLION OF SECOND LIEN SENIOR SECURED NOTES**

SUGAR LAND, Texas (October 9, 2012) – CVR Energy, Inc. (NYSE: CVI) announced that its wholly-owned subsidiaries, CVR Refining, LLC and Coffeyville Finance Inc. (the “issuers”), have commenced an offering of \$500 million aggregate principal amount of second lien senior secured notes due 2022.

The notes will be secured by substantially the same assets that secure the outstanding 10.875% second lien senior secured notes due 2017 (the “2017 notes”) issued by Coffeyville Resources, LLC and Coffeyville Finance Inc., subject to exceptions, until such time that the 2017 notes have been discharged in full.

The issuers intend to use the net proceeds from the offering to finance the purchase of the outstanding 9.0% first lien senior secured notes due 2015 (the “2015 notes”) issued by Coffeyville Resources, LLC and Coffeyville Finance Inc. pursuant to a tender offer and consent solicitation which commenced today. If any or all of the 2015 notes are not purchased in the tender offer, the issuers may use a portion of the net proceeds from the offering to finance the redemption, defeasance or discharge of the 2015 notes. This news release does not constitute a notice of redemption or an obligation to issue a notice of redemption. The issuers intend to use any remaining proceeds for general corporate purposes.

The notes will be offered and sold to qualified institutional buyers in the United States pursuant to Rule 144A and outside the United States pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The notes have not been, and will not be, registered under the Securities Act, or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and the rules promulgated thereunder.

The offering of the notes is subject to market and other conditions and there can be no assurance that the offering will be consummated on the terms described above or at all.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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Forward Looking Statements

This news release contains forward-looking statements. You can generally identify forward-looking statements by our use of forward-looking terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “explore,” “evaluate,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “seek,” “should,” or “will,” or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control. These risks and uncertainties may include, but are not limited to, the risk factors and other disclosures included in our Annual Report on Form 10-K for the year ended Dec. 31, 2011, and any subsequently filed quarterly reports on Form 10-Q. These risks may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included in this news release are made only as of the date hereof.

For further information, please contact:

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