

**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): April 14, 2011 (April 13, 2011)

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 (see General Instruction A.2. below):

- 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 2.01 Completion of Acquisition or Disposition of Assets.

On April 13, 2011, CVR Partners, LP (the “Partnership”) completed its initial public offering (the “Offering”) of 22,080,000 common units representing limited partner interests at a public offering price of \$16.00 per common unit pursuant to a Registration Statement on Form S-1, as amended (File No. 333-171270). To effectuate the Offering, the Partnership, Coffeyville Resources Nitrogen Fertilizers, LLC, a direct wholly-owned subsidiary of the Partnership, CVR GP, LLC, the general partner of the Partnership that is our indirect wholly-owned subsidiary and Coffeyville Resources, LLC (“CRLLC”), our wholly-owned subsidiary, and Morgan Stanley & Co. Incorporated, Barclays Capital Inc. and Goldman, Sachs & Co., as representatives of the several underwriters named therein, entered into an Underwriting Agreement, dated April 7, 2011 (the “Underwriting Agreement”). The gross proceeds to the Partnership were \$353.3 million, of which \$135.4 million were paid as a dividend to CRLLC. The common units sold by the Underwriters to the public in the Offering represent approximately 30.2% of the Partnership common units outstanding as of the closing of the Offering. Our wholly-owned subsidiary, Coffeyville Resources, LLC (“CRLLC”), owns the remaining 69.8% of the Partnership’s common units.

The description of the Underwriting Agreement provided above is qualified in its entirety by reference to the full text of the Underwriting Agreement which is incorporated by reference into this current report on Form 8-K.

Item 8.01. Other Events.

Tender Offer

On April 14, 2011, we announced that CRLLC and Coffeyville Finance, Inc. have commenced an offer to purchase for cash up to \$100 million aggregate principal amount of CRLLC’s 9% First Lien Senior Secured Notes due 2015 and 10 7/8% Second Lien Senior Secured Notes due 2017 (collectively, the “Notes”) at a cash purchase price of 103% of the principal amount of the Notes plus accrued and unpaid interest to the date the Notes are accepted for payment pursuant to the offer. The offer will expire at 10:00 a.m., New York City time, on May 16, 2011, unless extended. The offer is being made pursuant to the indentures governing the Notes as a result of the closing of the Offering, which constitutes a “Fertilizer Business Event” under the indentures. A copy of the press release announcing the tender offer is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

Pro Forma Financial Information.

Attached as Exhibit 99.2 to this report is the unaudited pro forma consolidated balance sheet of CVR Energy as of December 31, 2010 and the unaudited pro forma consolidated statement of operations of CVR Energy for the year ended December 31, 2010 and the accompanying notes. The pro forma financial statements of CVR Energy give effect to the Offering as if it had occurred on January 1, 2010 (for the statement of operations) and December 31, 2010 (for the balance sheet).

Exhibits

A list of exhibits filed herewith is contained in the exhibit index following the signature page hereto and is incorporated by reference herein.

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: April 14, 2011

CVR ENERGY, INC.

By: /s/ Susan M. Ball
Susan M. Ball
Vice President, Chief Accounting Officer and Assistant
Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
2.1	Underwriting Agreement (incorporated by reference to Exhibit 1.1 the Current Report on Form 8-K, dated April 13, 2011, of CVR Energy, Inc.)
99.1	Press release issued April 14, 2011 by CVR Energy, Inc.
99.2	Unaudited pro forma consolidated financial statements of CVR Energy, Inc.



**CVR ENERGY COMMENCES OFFER TO PURCHASE
UP TO \$100 MILLION PRINCIPAL AMOUNT
OF FIRST LIEN SENIOR SECURED NOTES AND
SECOND LIEN SENIOR SECURED NOTES**

SUGAR LAND, Texas (April 14, 2011) — CVR Energy, Inc. (NYSE: CVI) announced today that its wholly-owned subsidiaries, Coffeyville Resources, LLC and Coffeyville Finance, Inc. (the “Issuers”), have commenced an offer to purchase up to \$100 million aggregate principal amount of their 9% First Lien Senior Secured Notes due 2015 (the “First Lien Notes”) and their 10 7/8% Second Lien Senior Secured Notes due 2017 (the “Second Lien Notes”) and, together with the First Lien Notes, the “Notes”) at a cash purchase price of 103% of the principal amount of Notes, plus accrued and unpaid interest to the date Notes are accepted for payment pursuant to the offer.

The offer will expire at 10:00 a.m., New York City time, on May 16, 2011, unless extended. In order to participate in the offer, holders must validly tender Notes prior to the expiration time. Any holder desiring to tender Notes should refer to the Offer to Purchase being circulated to holders of the Notes to ensure valid tender of such Notes.

Wells Fargo Bank, National Association, the trustee under the indentures governing the Notes, is serving as the depository for the offer. Questions regarding the offer should be directed to Wells Fargo Bank, National Association, at (800) 344-5128, option 0. Requests for documents relating to the offer should be directed to Wells Fargo Bank, National Association.

This press release is for informational purposes only and does not constitute an offer to purchase nor a solicitation of an offer to sell any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful. The offer will be made only pursuant to the Offer to Purchase, dated April 14, 2011, and related materials.

The offer is being made pursuant to the indentures governing the Notes as a result of the closing of the initial public offering of CVR Partners, LP, which constitutes a fertilizer business event as defined in the indentures governing the Notes.

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can generally identify forward-looking statements by our use of forward-looking terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “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. For a discussion of key risk factors, please see the risk factors and other disclosures included in our annual report on Form 10-K, and other filings with the Securities and Exchange Commission, which may be

obtained at the Securities and Exchange Commission's website at www.sec.gov or our website at www.cvrenergy.com as well as the risk factors and other disclosures contained in the Offer to Purchase, dated April 14, 2011. 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 press release are made only as of the date hereof. CVR Energy, Inc. undertakes no duty to update its forward-looking statements.

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About CVR Energy, Inc.

Headquartered in Sugar Land, Texas, CVR Energy, Inc.'s subsidiary and affiliated businesses include an independent refiner that operates a 115,000 barrel per day refinery in Coffeyville, Kan., and markets high value transportation fuels supplied to customers through tanker trucks and pipeline terminals; a crude oil gathering system serving central Kansas, Oklahoma, western Missouri and southwest Nebraska; an asphalt and refined fuels storage and terminal business in Phillipsburg, Kan.; and, through a limited partnership, of which it owns approximately 70% of the limited partnership's common units, an ammonia and urea ammonium nitrate fertilizer business located in Coffeyville, Kan.

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CVR ENERGY, INC. AND SUBSIDIARIES

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

The unaudited pro forma consolidated financial statements of CVR Energy, Inc. have been derived from the audited historical financial statements of CVR Energy, Inc. for the year ended and as of December 31, 2010, which are included in CVR Energy, Inc.'s Form 10-K for the year ended December 31, 2010.

The pro forma consolidated balance sheet as of December 31, 2010 and the pro forma consolidated statement of operations for the year ended December 31, 2010 have been adjusted to give effect to the following transactions:

- The interests of Coffeyville Resources, LLC ("CRLLC") and CVR Special GP, LLC ("Special GP") in CVR Partners, LP ("CVR Partners") were converted into 50,920 and 50,869,080 common units, respectively, and Special GP, a wholly-owned subsidiary of CRLLC, was merged with and into CRLLC, with CRLLC continuing as the surviving entity;
- CVR Partners offered and sold 22,080,000 common units to the public at a public offering price of \$16.00 per unit and paid related commissions and expenses;
- CVR Partners' general partner sold its incentive distribution rights, or IDRs, to CVR Partners for \$26.0 million in cash (representing fair market value), and CVR Partners extinguished such IDRs;
- CVR GP, LLC, the general partner of CVR Partners ("CVR GP") and CRLLC, entered into a second amended and restated agreement of limited partnership;
- CVR Partners entered into a new credit facility, which included a \$125.0 million term loan and a \$25.0 million revolving credit facility both due in 2016, drew the \$125.0 million term loan in full, and paid associated financing costs; and
- Coffeyville Acquisition III LLC, the then-owner of CVR GP, sold CVR GP and its non-economic general partner interest to CRLLC for nominal consideration.

The pro forma adjustments have been prepared as if the transactions described above had taken place on December 31, 2010, in the case of the pro forma balance sheet, or as of January 1, 2010, in the case of the pro forma statement of operations.

The unaudited pro forma consolidated financial statements are not necessarily indicative of the results that we would have achieved had the transactions described herein actually taken place at the dates indicated, and do not purport to be indicative of future financial position or operating results. The unaudited pro forma consolidated financial statements do not reflect the repurchase of up to \$100.0 million of CRLLC and Coffeyville Finance's outstanding notes that may be tendered pursuant to the offer to purchase dated April 14, 2011. See "Tender Offer" under Item 8.01 of this Form 8-K for a discussion of the tender offer. The unaudited pro forma consolidated financial statements should be read in conjunction with the audited financial statements of CVR Energy, Inc., the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in CVR Energy, Inc.'s Form 10-K for the year ended December 31, 2010.

The pro forma adjustments are based on available information and certain assumptions that we believe are reasonable. The pro forma adjustments and the assumptions included therein are described in the accompanying notes.

CVR Energy, Inc. and Subsidiaries
Unaudited Pro Forma Consolidated Balance Sheet
As of December 31, 2010

	<u>Actual as of December 31, 2010</u>	<u>Pro Forma Adjustments (In thousands)</u>	<u>Pro Forma as of December 31, 2010</u>
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 200,049	\$ 353,280(a)	\$ 621,273
		(28,056)(b)	
		125,000(c)	
		(3,000)(d)	
		(26,000)(e)	
Accounts receivable, net of allowance for doubtful accounts of \$722	80,169	—	80,169
Inventories	247,172	—	247,172
Prepaid expenses and other current assets	28,616	(2,089)(b)	26,527
Income tax receivable	—	—	—
Deferred income taxes	43,351	(10,034)(f)	33,317
Total current assets	599,357	409,101	1,008,458
Property, plant, and equipment, net of accumulated depreciation	1,081,312	—	1,081,312
Intangible assets, net	344	—	344
Goodwill	40,969	—	40,969
Deferred financing costs, net	10,601	3,000(d)	13,601
Insurance receivable	3,570	—	3,570
Other long-term assets	4,031	—	4,031
Total assets	\$ 1,740,184	\$ 412,101	\$ 2,152,285
LIABILITIES AND EQUITY			
Current liabilities:			
Current portion of long-term debt	\$ —	\$ —	\$ —
Note payable and capital lease obligations	8,014	—	8,014
Accounts payable	155,220	(1,415)(b)	153,805
Personnel accruals	29,151	—	29,151
Accrued taxes other than income taxes	21,266	—	21,266
Income taxes payable	7,983	13,309(f)	21,292
Deferred revenue	18,685	—	18,685
Other current liabilities	25,396	—	25,396
Total current liabilities	265,715	11,894	277,609
Long-term liabilities:			
Long-term debt, net of current portion	468,954	125,000(c)	593,954
Accrued environmental liabilities, net of current portion	2,552	—	2,552
Deferred income taxes	298,943	(23,343)(f)	344,059
		68,459(g)	
Other long-term liabilities	3,847	—	3,847
Total long-term liabilities	774,296	170,116	944,412
Commitments and contingencies			
Equity:			
CVR stockholders' equity:			
Common stock \$0.01 par value per share, 350,000,000 shares authorized, 86,435,672 shares issued	864	—	864
Additional paid-in-capital	467,871	216,658(a)	571,940
		(28,730)(b)	
		(15,400)(e)	
		(68,459)(g)	
Retained earnings	221,079	—	221,079
Treasury stock, 21,891, at cost	(243)	—	(243)
Accumulated other comprehensive income, net of tax	2	—	2
Total CVR stockholders' equity	689,573	104,069	793,642
Noncontrolling interest	10,600	136,622(a)	136,622
		(10,600)(e)	
Total equity	700,173	230,091	930,264
Total liabilities and equity	\$ 1,740,184	\$ 412,101	\$ 2,152,285

The accompanying notes are an integral part of these unaudited pro forma consolidated financial statements.

CVR Energy, Inc. and Subsidiaries
Unaudited Pro Forma Consolidated Statement of Operations
For the Year Ended December 31, 2010

	<u>Actual as of December 31, 2010</u>	<u>Pro Forma Adjustments (In thousands)</u>	<u>Pro Forma as of December 31, 2010</u>
Net sales	\$ 4,079,768	\$ —	\$ 4,079,768
Operating costs and expenses:			
Cost of product sold (exclusive of depreciation and amortization)	3,568,118	—	3,568,118
Direct operating expenses (exclusive of depreciation and amortization)	240,761	—	240,761
Selling, general and administrative expenses (exclusive of depreciation and amortization)	92,034	—	92,034
Net costs associated with flood	(970)	—	(970)
Depreciation and amortization	86,761	—	86,761
Total operating costs and expenses	<u>3,986,704</u>	<u>—</u>	<u>3,986,704</u>
Operating income	93,064	—	93,064
Other income (expense):			
Interest expense and other financing costs	(50,268)	(5,000)(a)	(56,003)
		(610)(b)	—
		(125)(c)	—
Interest income	2,211	650(d)	2,861
Gain (loss) on derivatives, net	(1,505)	—	(1,505)
Loss on extinguishment of debt	(16,647)	—	(16,647)
Other income, net	1,218	—	1,218
Total other income (expense)	<u>(64,991)</u>	<u>(5,085)</u>	<u>(70,076)</u>
Income before income taxes and noncontrolling interest	28,073	(5,085)	22,988
Income tax expense	13,783	(4,187)(e)	9,596
Net income	14,290	(898)	13,392
Less: Net income attributable to noncontrolling interest	—	4,569(f)	4,569
Net income attributable to CVR Energy, Inc.	<u>\$ 14,290</u>	<u>\$ (5,467)</u>	<u>\$ 8,823</u>
Basic earnings per share	\$ 0.17		\$ 0.10
Diluted earnings per share	\$ 0.16		\$ 0.10
Weighted-average common shares outstanding:			
Basic	86,340,342		86,340,342
Diluted	86,789,179		86,789,179

The accompanying notes are an integral part of these unaudited pro forma consolidated financial statements.

CVR ENERGY, INC. AND SUBSIDIARIES
NOTES TO THE UNAUDITED PRO FORMA
CONSOLIDATED FINANCIAL STATEMENTS

(1) Pro Forma Balance Sheet Adjustments and Assumptions

(a) Reflects (1) the issuance by CVR Partners, LP (CVR Partners) of 19,200,000 common units to the public at an initial public offering price of \$16.00 per common unit resulting in aggregate gross proceeds of \$307.2 million and (2) the exercise by the underwriters of their option to sell 2,880,000 common units at \$16.00 per common unit to cover over-allotments resulting in aggregate gross proceeds of \$46.1 million, for a total of \$353.3 million. Associated with this transaction is the entry to record the noncontrolling interest at approximately 30.2% of the total partners' capital carrying value at CVR Partners, with the excess recorded to additional paid-in-capital for CVR Energy.

(b) Reflects the payment of underwriting commissions of \$24.7 million and other estimated offering expenses of \$4.0 million for a total of \$28.7 million which will be allocated to the newly issued public common units of CVR Partners and recorded in additional paid-in-capital for CVR Energy. Of the \$4.0 million in estimated offering costs, \$0.7 million had been prepaid and \$1.4 million had been accrued.

(c) Reflects term debt incurred by CVR Partners of \$125.0 million.

(d) Reflects the estimated deferred financing costs of \$3.0 million associated with the new credit facility of CVR Partners.

(e) Reflects the purchase of the incentive distribution rights of the managing general partner interest of CVR Partners (\$26.0 million) which represents the fair market value.

(f) Reflects an increase to income taxes payable primarily due to the taxable gain on distributions from CVR Partners to CRLLC in excess of CRLLC's tax basis in CVR Partners. The change in deferred tax assets and deferred tax liabilities is due to the reclassification of the net book versus tax basis difference associated with the investment in CVR Partners to a noncurrent deferred tax liability in conjunction with the initial public offering of CVR Partners. Deferrals historically were recorded based upon each separate component of the book versus tax basis difference of CVR Partners' assets and liabilities.

(g) Reflects the deferred tax liability recorded associated with the difference between the book carrying value of CVR Energy's investment in CVR Partners and the tax basis resulting from gains recorded in additional paid-in-capital.

(2) Pro Forma Statement of Operations Adjustments and Assumptions

(a) Reflects the inclusion of interest expense relating to the new credit facility of CVR Partners at an assumed rate of 4.0% with no balance outstanding under the revolver.

(b) Reflects the amortization of related debt issuance costs of the new credit facility of CVR Partners over a five year term.

(c) Reflects the commitment fee of 0.50% on the estimated unused portion of the \$25.0 million revolving credit facility of CVR Partners.

(d) Reflects the inclusion of interest income earned on the average cash balance of CVR Partners.

(e) Reflects adjustments attributable to the noncontrolling interest and the reduction in pre-tax income.

(f) Reflects the removal of net income attributable to the noncontrolling interest.

(3) Pro Forma Net Income per Common Share

Pro forma net income per common share is determined by dividing the pro forma net income that has been adjusted for adjustments of interest expense, interest income, income tax expense and income attributable

CVR ENERGY, INC. AND SUBSIDIARIES
NOTES TO THE UNAUDITED PRO FORMA
CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

to the noncontrolling interest by the weighted average common shares outstanding to determine both the basic and diluted net income per common share. The pro forma adjustments do not impact the weighted average shares outstanding.

(4) Incremental Post-IPO Costs

Upon completion of CVR Partners' initial public offering, CVR Partners anticipates incurring incremental general and administrative expenses as a result of being a publicly traded limited partnership, such as costs associated with SEC reporting requirements, including annual and quarterly reports to unitholders, tax return and Schedule K-1 preparation and distribution, independent auditor fees, investor relations activities and registrar and transfer agent fees. It is estimated that these incremental general and administrative expenses will be approximately \$3.5 million per year. The unaudited pro forma consolidated financial statements do not reflect the \$3.5 million in incremental expenses.