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	001-33492	61-1512186
(State or other jurisdiction of incorporation)	(Commission File Number)	(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))

Item 7.01. Regulation FD Disclosure.

The Company is disclosing under Item 7.01 of this Current Report on Form 8-K certain information with respect to the Company that has not previously been reported to the public. This information is attached hereto as Exhibit 99.1 and is incorporated by reference herein. The information in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto are being furnished and will not, except to the extent required by applicable law or regulation, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor will any of such information or exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as expressly set forth by specific reference in such filing.

Item 8.01. Other Events.

On October 9, 2012, the Company announced the launch of a tender offer and consent solicitation for its 9% First Lien Senior Secured Notes due 2015, by its wholly-owned subsidiary, Coffeyville Resources, LLC. The Tender Offer is set to expire on November 5, 2012.

The full text of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Certain information with respect to the Company that has not previously been reported to the public.

99.2 Press Release announcing the Tender Offer.

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

Exhibit 99.1

Certain Information With Respect to the Company That Has Not Previously Been Reported to the Public

The inclusion of the information presented below should not be viewed as a determination that such information is material.

The information herein includes pro forma condensed combined financial statements of CVR Refining, LP (“Refining LP”), an indirect wholly-owned subsidiary of CVR Energy, Inc. (“CVR Energy”). Refining LP’s historical combined financial statements reflect the historical combined financial and operating results of the petroleum refining and related logistics business of CVR Energy.

Refining LP’s unaudited pro forma combined financial statements give pro forma effect, where applicable, to the following:

- the acquisition by Coffeyville Resources, LLC (“CRLLC”) on December 15, 2011 of all of the issued and outstanding shares of Gary-Williams Energy Corporation (subsequently converted to Gary-Williams Energy Company, LLC and now known as Wynnewood Energy Company, LLC), which owns the refinery in Wynnewood, Oklahoma; and
- the issuance and sale of $500 million aggregate principal amount of second lien senior secured notes due 2022 of CVR Refining, LLC, a subsidiary of CRLLC and Coffeyville Finance Inc. offered in a private placement launched on October 9, 2012 and the use of the proceeds therefrom to repurchase the outstanding 9.0% first lien senior secured notes due 2015 (the “Existing First Lien Notes”) issued by CRLLC and Coffeyville Finance Inc. in a tender offer and consent solicitation commenced on October 9, 2012.

The unaudited pro forma combined balance sheet as of June 30, 2012 assumes the events listed above occurred as of June 30, 2012. The unaudited pro forma combined statements of operations data for the year ended December 31, 2011 and the six months ended June 30, 2011 and 2012 assume the events listed above occurred as of January 1, 2011.

The information herein also includes summary pro forma combined financial data for the year ended December 31, 2011, the six months ended June 30, 2011 and June 30, 2012 and the twelve months ended June 30, 2012. The summary pro forma combined financial data presented for the year ended December 31, 2011 and the six months ended June 30, 2011 and 2012 is derived from Refining LP’s unaudited pro forma combined financial statements included elsewhere in this document.

The summary pro forma combined financial data presented for the twelve months ended June 30, 2012 is calculated by adding data derived from Refining LP’s pro forma combined statement of operations for the year ended December 31, 2011 and Refining LP’s pro forma combined statement of operations for the six months ended June 30, 2012 and subtracting data derived from the pro forma combined statement of operations for the six months ended June 30, 2011.

Forward Looking Statements

This document 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 CVR Energy’s Annual Report on Form 10-K for the year ended December 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 document are made only as of the date hereof.

INDEX TO FINANCIAL STATEMENTS

CVR REFINING, LP

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

CVR Refining, LP

Unaudited Pro Forma Condensed Combined Balance Sheet
As of June 30, 2012
(dollars in thousands)

	Historical	Pro Forma Adjustments		Pro Forma
ASSETS				
Current assets:				
Cash and cash equivalents	$ 29,409	$ 500,000	a	$ 33,124
		(9,000)	b	
		(477,226)	c	
		(10,059)	c	
Accounts receivable, net of allowance for doubtful accounts of $1,275 at June 30, 2012 and on a pro forma basis, including $739 from affiliate at June 30, 2012 and on a pro forma basis	210,471	—		210,471
Inventories	491,984	—		491,984
Prepaid expenses and other current assets including $788 due from affiliates at June 30, 2012 and on a pro forma basis	56,277	902	b	53,840
		(3,339)	c	
Insurance receivable	1,926			1,926
Total current assets	790,067	1,278		791,345
Property, plant and equipment, net	1,320,094	—		1,320,094
Deferred financing costs, net	14,752	8,098	b	16,961
		(5,889)	c	
Insurance receivable	4,076	—		4,076
Other long-term assets, including $595 due from affiliates at June 30, 2012 and on a pro forma basis	4,819	—		4,819
Total assets	$2,133,808	$ 3,487		$2,137,295
LIABILITIES AND DIVISIONAL EQUITY				
Current liabilities:				
Capital lease obligations	$ 1,018	$ —		$ 1,018
Accounts payable, including $127 due to affiliates at June 30, 2012 and on a pro forma basis	369,384	—		369,384
Personnel accruals	8,748	—		8,748
Accrued taxes other than income taxes	29,099	—		29,099
Accrued expenses and other current liabilities, including $149 due to affiliates at June 30, 2012 and on a pro forma basis	37,367	(10,059)	c	27,308
Total current liabilities	445,616	(10,059)		435,557
Long-term liabilities:				
Long-term debt and capital lease obligations, net of current portion	726,911	500,000	a	772,484
		(447,050)	c	
		(7,377)	d	
Accrued environmental liabilities, net of current portion	1,373	—		1,373
Other long-term liabilities, including $1,405 due to affiliates at June 30, 2012 and on a pro forma basis	2,620	—		2,620
Total long-term liabilities	730,904	45,573		776,477
Commitments and contingencies				
Divisional equity	957,288	(39,404)	c	925,261
		7,377	d	
Total liabilities and divisional equity	$2,133,808	$ 3,487		$2,137,295

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

CVR Refining LP

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Six Months Ended June 30, 2011
(dollars in thousands)

	Historical	(c) Pro Forma Adjustments to Give Effect to the Gary Williams Acquisition	Pro Forma Adjustments to Give Effect to the Refinancing of Notes		Pro Forma
Net sales	$2,488,659	$1,274,436	$ —		$3,763,095
Operating costs and expenses:					
Cost of product sold (exclusive of depreciation and amortization)	2,053,764	1,080,767	—		3,134,531
Direct operating expenses (exclusive of depreciation and amortization)	89,464	45,924	—		135,388
Selling, general and administrative expenses (exclusive of depreciation and amortization)	22,312	8,188	—		30,500
Depreciation and amortization	33,882	14,501	—		48,383
Total operating costs and expenses	2,199,422	1,149,380	—		3,348,802
Operating income	289,237	125,056	—		414,293
Other income (expense):					
Interest expense and other financing costs	(26,357)	(2,778)	(3,867)	a	(32,586)
			416	b	
Realized gain (loss) on derivatives, net	(18,364)	(9,028)			(27,392)
Unrealized gain/(loss) on derivatives, net	3,190	(24,944)			(21,754)
Loss on extinguishment of debt	(2,078)	—			(2,078)
Other income, net	703	(651)			52
Total other income (expense)	(42,906)	(37,401)	(3,451)		(83,758)
Net income	$ 246,331	$ 87,655	$ (3,451)		$ 330,535

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

CVR Refining, LP

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Six Months Ended June 30, 2012
(dollars in thousands)

	Historical	Pro Forma Adjustments (in thousands)		Pro Forma
Net sales	$4,128,113	$ —		$4,128,113
Operating costs and expenses:				
Cost of product sold (exclusive of depreciation and amortization)	3,496,909	—		3,496,909
Direct operating expenses (exclusive of depreciation and amortization)	164,286	—		164,286
Selling, general and administrative (exclusive of depreciation and amortization)	46,311	—		46,311
Depreciation and amortization	52,897			52,897
Total operating costs and expenses	3,760,403	—		3,760,403
Operating income	367,710	—		367,710
Other income (expense):				
Interest expense and other financing costs	(37,827)	5,167	a	(32,919)
		(309)	b	
Realized loss on derivative, net	(27,155)	—		(27,155)
Unrealized gain (loss) on derivatives, net	(81,281)	—		(81,281)
Loss on extinguishment of debt	—	—		—
Other income, net	710	—		710
Total other income (expense)	(145,553)	4,858		(140,695)
Income before income tax expense	222,157	4,858		227,015

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

CVR Refining LP

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Year Ended December 31, 2011
(dollars in thousands)

	Historical	(d) Pro Forma Adjustments to Give Effect to the Gary Williams Acquisition	Pro Forma Adjustments to Give Effect to the Refinancing of Notes		Pro Forma
Net sales	$4,752,814	$2,645,531	$ —		$7,398,345
Operating costs and expenses:					
Cost of product sold (exclusive of depreciation and amortization)	3,927,620	2,198,404	—		6,126,024
Direct operating expenses (exclusive of depreciation and amortization)	247,665	97,388	—		345,053
Selling, general and administrative expenses (exclusive of depreciation and amortization)	50,982	21,684	—		72,666
Depreciation and amortization	69,852	29,002	—		98,854
Total operating costs and expenses	4,296,119	2,346,478	—		6,642,597
Operating income	456,695	299,053	—		755,748
Other income (expense):					
Interest expense and other financing costs	(52,995)	(5,300)	(7,000)	a	(64,532)
			763	b	
Realized loss on derivatives, net	(7,182)	(41,822)			(49,004)
Unrealized gain/(loss) on derivatives, net	85,262	98			85,360
Loss on extinguishment of debt	(2,078)	—			(2,078)
Other income, net	578	122			700
Total other income (expense)	23,585	(46,902)	(6,237)		(29,554)
Net income	$ 480,280	$ 252,151	$ (6,237)		$ 726,194

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

CVR Refining, LP

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

AS OF AND FOR THE SIX MONTHS ENDED JUNE 30, 2011 AND 2012 AND FOR THE YEAR ENDED DECEMBER 31, 2011
(dollars in thousands)

(1) Organization and Basis of Presentation

The unaudited pro forma condensed combined financial statements of CVR Refining, LP (the "Partnership") have been derived from the audited and unaudited historical combined financial statements of CVR Refining, LP. The historical combined financial statements are comprised of the financial statements relating to the operating subsidiaries of Coffeyville Resources, LLC ("CRLLC"), a wholly-owned subsidiary of CVR Energy, Inc.

The unaudited pro forma condensed combined financial statements are not necessarily indicative of the results that the Partnership 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 pro forma adjustments have been prepared as if the transactions described below had taken place on June 30, 2012, in the case of the pro forma combined balance sheet, or as of January 1, 2011, in the case of the pro forma combined statement of operations for June 30, 2011, December 31, 2011 and June 30, 2012.

The unaudited pro forma condensed combined financial statements reflect the following transactions:

- The Partnership's acquisition of Gary-Williams Energy Corporation at December 15, 2011 and the inclusion of the January 1, 2011 through December 15, 2011 pro forma financial results.
- The issuance of $500.0 million of senior notes and the use of proceeds to repurchase the 9.0% senior secured notes due 2015.

(2) Pro Forma Balance Sheet Adjustments and Assumptions

a) Reflects the issuance of $500.0 million principal amount of new notes by CVR Refining, LLC recorded at face amount.

b) Reflects the estimated deferred financing costs, including professional fees incurred, of $9.0 million associated with the new notes which includes $0.9 million of current and $8.1 million of long-term deferred costs.

c) Reflects the repayment of indebtedness outstanding under the first lien notes of $447.1 million. First lien notes are redeemed at 106.75%. Reflects the payment of $10.1 million accrued interest at the repayment date of the notes. Reflects the write-off of previously deferred financing fees associated with the first lien notes including the current amount of $3.3 million and the long-term amount of $5.9 million.

d) Reflects the recognition of the remaining unamortized premium on the first lien notes.

(3) Pro Forma Statement of Operations Adjustments and Assumptions

a) Reflects the elimination of the interest associated with the repaid first lien notes and the inclusion of interest expense relating to the new notes at an assumed rate of 6.0% reflected below. A 1/8 percent change in interest rate would result in a change to interest expense of $0.6 million.

	Six Months Ended June 30, 2011	Six Months Ended June 30, 2012	Twelve Months Ended December 31, 2011
		(in thousands)	
Elimination of historical interest expense on first lien notes	$ (11,133)	$ (20,167)	$ (23,000)
Estimated interest on new notes	15,000	15,000	30,000
Total increase (reduction) to interest expense	$ 3,867	$ (5,167)	$ 7,000

b) Reflects the amortization of related debt issuance costs of the new notes over a ten year term with reduction for amortization of deferred financing fees associated with the repaid first lien notes as reflected below.

	Six Months Ended June 30, 2011	Six Months Ended June 30, 2012	Twelve Months Ended December 31, 2011
		(in thousands)	
Elimination of amortization of historical deferred financing fees on first lien notes	$(686)	$(1,691)	$ (1,447)
Elimination of recognition of amortization of original issuance premium (discount), net on first lien notes	(105)	1,625	(66)
Amortization of new notes issuance costs	375	375	750
Total increase (decrease) in amortization of financing fees	$(416)	$ 309	$ (763)

c) Reflects the inclusion of pro forma adjustments related to the acquisition of Gary-Williams Energy Corporation (“WEC”) which occurred on December 15, 2011. The unaudited Pro forma adjustments include the financial results of WEC for the period from January 1, 2011 through June 30, 2011 and give pro forma effect of the acquisition of WEC as if WEC had been acquired on January 1, 2011. The WEC acquisition was accounted for under the purchase method of accounting. The following pro forma adjustments are reflected for the acquisition.

- Depreciation and amortization of the historical financial statements of WEC was increased by $5.9 million to reflect the estimated additional depreciation related to the increase in property, plant and equipment based on the fair market value of the acquired assets.
- Interest expense has been reduced by $11.1 million for the historical WEC interest expense associated with historical debt that was repaid by WEC prior to the closing of the acquisition.
- WEC’s turnaround expenses recorded prior to the acquisition of $6.3 million have been eliminated to conform to the Partnership’s accounting method.

d) Reflects the inclusion of pro forma adjustments related to the acquisition of WEC which occurred on December 15, 2011. The unaudited Pro forma adjustments include the financial results of WEC for the period from January 1, 2011 through the acquisition date of December 15, 2011 and give pro forma effect of the acquisition of WEC as if WEC had been acquired on January 1, 2011. The WEC acquisition was accounted for under the purchase method of accounting. The following pro forma adjustments are reflected for the acquisition.

- Depreciation and amortization of the historical financial statements of WEC was increased by $13.2 million to reflect the estimated additional depreciation related to the increase in property, plant and equipment based on the fair market value of the acquired assets.
- Interest expense has been reduced by $29.0 million for the historical WEC interest expense associated with historical debt that was repaid by WEC prior to the closing of the acquisition.
- WEC's turnaround expenses recorded prior to the acquisition of $11.6 million have been eliminated to conform to the Partnership's accounting method.

Non-GAAP Financial Measures

EBITDA. EBITDA is defined as net income before income tax expense, net interest (income) expense and depreciation and amortization expense. EBITDA is not a recognized term under accounting principles generally accepted in the United States ("GAAP") and should not be substituted for net income as a measure of performance but should be utilized as a supplemental measure of performance in evaluating our business. Management believes that EBITDA provides relevant and useful information that enables external users of our financial statements, such as industry analysts, investors, lenders and rating agencies to better understand and evaluate our ongoing operating results and allows for greater transparency in the review of our overall financial, operational and economic performance.

Adjusted EBITDA. Adjusted EBITDA represents EBITDA adjusted for FIFO impacts (favorable) unfavorable (as described below), share-based compensation, loss on extinguishment of debt and where applicable, major scheduled turnaround expenses, Wynnewood acquisition transaction fees and integration expense, loss on disposition of assets and unrealized gain (loss) on derivatives, net. Adjusted EBITDA is a supplemental measure of our performance that is not required by, nor presented in accordance with, GAAP. Management believes that Adjusted EBITDA provides relevant and useful information that enables investors to better understand and evaluate our ongoing operating results and allows for greater transparency in the reviewing of our overall financial, operational and economic performance. Below is a reconciliation of net income to EBITDA, and EBITDA to Adjusted EBITDA for the periods presented:

	CVR Refining, LP Combined Pro Forma			
	Year Ended December 31,	Six Months Ended June 30,		Twelve Months Ended June 30,
	2011	2011	2012	2012
		(unaudited) (in millions)		
Net income	$ 726.2	$330.5	$227.0	$ 622.7
Add:				
Interest expense and other financing costs	64.5	32.6	33.0	64.9
Depreciation and amortization	98.9	48.4	52.9	103.4
EBITDA	$ 889.6	$411.5	$312.9	$ 791.0
Add:				
FIFO impacts (favorable), unfavorable(a)	(46.6)	(40.4)	95.0	70.1
Share-based compensation(b)	8.9	7.2	10.7	12.4
Loss on disposition of assets	2.5	1.5	—	1.0
Loss on extinguishment of debt(c)	2.1	2.1	—	—
Wynnewood acquisition transaction fees and integration expenses	5.2	—	8.3	13.5
Major scheduled turnaround expenses(d)	66.4	4.3	23.5	85.6
Unrealized (gain) loss on derivatives, net	(85.4)	21.7	81.3	(25.8)
Adjusted EBITDA	$ 842.7	$407.9	$531.7	$ 947.8

(a) FIFO is our basis for determining inventory value on a GAAP basis. Changes in crude oil prices can cause fluctuations in the inventory valuation of our crude oil, work in process and finished goods thereby resulting in favorable FIFO impacts when crude oil prices increase and unfavorable FIFO impacts when crude oil prices decrease. The FIFO impact is calculated based upon inventory values at the beginning of the accounting period and at the end of the accounting period.

(b) Represents the impact of share-based compensation awards.

(c) For the six months ended June 30, 2011 and the year ended December 31, 2011, the write-off of a portion of previously deferred financing costs upon the replacement of a previous credit facility (the "first priority credit facility") with the ABL credit facility of CRLLC contributed to $1.9 million of the loss on extinguishment of debt. Additionally, $0.2 million of the loss on extinguishment of debt was attributable to the write-off of previously deferred financing costs and unamortized original issue discount associated with the repurchase of $2.7 million of Existing First Lien Notes.

(d) Represents expense associated with a major scheduled turnaround at the Coffeyville refinery.

Exhibit 99.2

COFFEYVILLE RESOURCES, LLC COMMENCES CASH TENDER OFFER AND CONSENT SOLICITATION FOR 9% FIRST LIEN SENIOR SECURED NOTES DUE 2015

SUGAR LAND, Texas (October 9, 2012) — CVR Energy, Inc. (NYSE: CVI) announced today that it has commenced a tender offer (the "Tender Offer") through its wholly-owned subsidiary, Coffeyville Resources, LLC ("CRLLC"), to purchase for cash any and all of CRLLC's outstanding 9% first lien senior secured notes due 2015 (the "Notes"). In conjunction with the Tender Offer, CRLLC is soliciting (the "Solicitation") consents (the "Consents") to certain proposed amendments to the indenture governing the Notes (as amended and supplemented from time to time, the "Indenture") to eliminate most of the covenants, certain events of default applicable to the Notes and certain other provisions contained in the Indenture (the "Proposed Amendments").

The following table summarizes the material pricing terms for the Tender Offer and Solicitation for each $1,000 principal amount of Notes:

CUSIP/ISIN Nos.	Outstanding Principal Amount	Title of Security	Consent Expiration	Tender Offer Consideration*	Consent Payment	Total Consideration*
19190AAA5/ US19190AAA51 U19242AA1/ USU19242AA17	$447,050,000	9% First Lien Senior Secured Notes due 2015	October 22, 2012	$ 1,042	$ 30	$ 1,072

* Plus accrued and unpaid interest from the last interest payment date up to, but not including, the applicable settlement date.

Holders that validly tender Notes prior to 5:00 P.M., New York City time, on October 22, 2012, unless such time is extended or earlier terminated by CRLLC (the "Consent Expiration"), and accepted for purchase, will be eligible to receive the total consideration of $1,072 per $1,000 principal amount of Notes tendered, which includes $1,042 as the tender offer consideration (the "Tender Offer Consideration") and $30 as a consent payment (the "Consent Payment"), on the initial settlement date, which will occur promptly following the Consent Expiration and is expected to be October 23, 2012. Holders who validly tender Notes after the Consent Expiration and prior to 11:59 p.m., New York City time, on November 5, 2012, unless extended or earlier terminated by CRLLC in its sole discretion (the "Expiration Time"), will be eligible to receive the Tender Offer Consideration, but not the Consent Payment, on the final settlement date, which will occur promptly following the Expiration Time and is expected to be November 6, 2012. Accrued interest up to, but not including, the applicable payment date of the Notes will be paid in cash on all validly tendered (and not validly withdrawn) and accepted Notes.

The Tender Offer is scheduled to expire at the Expiration Time. Validly tendered Notes may be withdrawn at any time on or prior to 5:00 P.M., New York City time, on October 22, 2012, unless extended by CRLLC (the "Withdrawal Deadline"). Any tender of Notes pursuant to the Tender Offer may be validly withdrawn and the corresponding Consents may be validly revoked at any time prior to the Withdrawal Deadline, but not thereafter unless required by law. Holders may not tender their Notes in the Tender Offer without delivering their Consents to the Proposed Amendments, and holders may not deliver their Consents to the Proposed Amendments without tendering their Notes pursuant to the Tender Offer.

CRLLC expects to fund the purchase of the Notes tendered from proceeds received in a new financing transaction. If the Tender Offer is consummated, CRLLC intends to redeem any and all Notes that remain outstanding afterwards in accordance with the Indenture. This press release does not constitute a notice of redemption or an obligation to issue a notice of redemption.

CRLLC's obligation to accept for payment and pay for any Notes validly tendered (and not validly withdrawn) pursuant to the Tender Offer and to accept any Consents validly delivered (and not validly revoked) in connection with the Solicitation is conditioned upon the satisfaction or waiver of certain conditions, including at least a majority of the outstanding aggregate principal amount of Notes having been validly tendered (and not validly withdrawn) and Consents with respect thereto having been validly delivered (and not validly revoked) pursuant to the Tender Offer and the Solicitation. In addition, the Tender Offer and the Solicitation are each conditioned upon CVR Refining, LLC, a wholly-owned subsidiary of CRLLC, having completed a new financing transaction on terms acceptable to CRLLC.

The complete terms and conditions of the Tender Offer and the Solicitation are set forth in CRLLC's Offer to Purchase and Consent Solicitation Statement dated October 9, 2012 (the "Offer to Purchase") that is being sent to holders of the Notes. Holders are urged to read the Offer to Purchase and related documents carefully before making any decision with respect to the Tender Offer and Solicitation. Holders of Notes must make their own decisions as to whether to tender their Notes and provide the related Consents, and if they decide to do so, the principal amount of the Notes to tender.

Holders may obtain copies of the Offer to Purchase and the related Consent and Letter of Transmittal from the Information Agent for the Tender Offer and Solicitation, D.F. King & Co., Inc., at (800) 290-6427 (toll free).

Credit Suisse Securities (USA) LLC is the Dealer Manager and Solicitation Agent for the Tender Offer and Solicitation. Questions regarding the Tender Offer and Solicitation may be directed to Credit Suisse Securities (USA) LLC at (800) 820-1653 (toll free) or (212) 538-2147 (collect).

None of the Company, the Dealer Manager and Solicitation Agent, the Information Agent or any other person makes any recommendation as to whether holders of Notes should tender their Notes or deliver the related Consents, and no one has been authorized to make such a recommendation.

This press release is for informational purposes only and does not constitute an offer to purchase, an offer to sell, a solicitation of an offer to purchase or sell, or a solicitation of consent with respect to any securities.

The Tender Offer and the Solicitation are being made solely pursuant to the Offer to Purchase and the related Consent and Letter of Transmittal. The Tender Offer and Solicitation are not being made to holders of Notes in any jurisdiction in which the making of or acceptance of a tender offer or consent solicitation would not be in compliance with the laws of such jurisdiction.

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About CVR Energy, Inc.

Headquartered in Sugar Land, Texas, CVR Energy, Inc.'s subsidiary and affiliated businesses operate independent refining assets in Coffeyville, Kan. and Wynnewood, Okla. with more than 185,000 barrels per day of processing capacity, a marketing network for supplying high value transportation fuels to customers through tanker trucks and pipeline terminals, and a crude oil gathering system serving Kansas, Oklahoma, western Missouri, southwestern Nebraska and Texas. In addition, CVR Energy subsidiaries own a majority interest in and serve as the general partner of CVR Partners, LP, a producer of ammonia and urea ammonium nitrate, or UAN, fertilizers.

Forward-Looking Statements

This news release contains forward-looking statements, including without limitation including statements related to the Tender Offer and the Solicitation, including the Expiration Time, the Consent Expiration and possible completion of the Tender Offer and Solicitation and a new financing transaction. 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.

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