

**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): June 3, 2009 (May 29, 2009)

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 1.01. Entry into a Material Definitive Agreement.

On May 29, 2009, Coffeyville Resources, LLC (the “Company”), a wholly-owned subsidiary of CVR Energy, Inc., entered into an Amendment (the “Amendment”) to the ISDA Master Agreement and Schedule thereto, each dated as of June 24, 2005 (the “Swap Agreement”) with J. Aron & Company (“J. Aron”). The Amendment reduces the notional amount of a funded letter of credit supporting the Company’s obligations under the Swap Agreement from \$150 million to \$60 million (an aggregate permanent reduction of \$90 million). In connection with the Amendment, the Company caused \$90 million of the funded letter of credit facility under the credit agreement to be refunded back to the lenders, thereby reducing that facility from \$150 million to \$60 million.

The Swap Agreement is expected to terminate in 2010. J. Aron is an affiliate of Goldman, Sachs & Co. Affiliates of Goldman, Sachs & Co. are significant shareholders of CVR Energy, Inc.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit is being “furnished” as part of this Current Report on Form 8-K:

99.1 Press release dated June 3, 2009, issued by CVR Energy, Inc.

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: June 3, 2009

CVR ENERGY, INC.

By: /s/ Edward A. Morgan
Edward A. Morgan
Chief Financial Officer and Treasurer



**CVR ENERGY, INC. AND J. ARON & COMPANY REDUCE
FUNDED LETTER OF CREDIT REQUIRED UNDER CASH FLOW SWAP**

SUGAR LAND, Texas (June 3, 2009) – CVR Energy, Inc. (NYSE: CVI) announced today that its wholly owned subsidiary, Coffeyville Resources, LLC, and J. Aron & Company have agreed to reduce the notional amount of a funded letter of credit supporting the company's obligations under an existing cash flow swap from \$150 million to \$60 million.

In connection with an amendment to the cash flow swap agreement executed May 29, 2009, Coffeyville Resources has caused \$90 million of the funded letter of credit facility under its credit agreement to be refunded back to the lenders, thereby reducing such facility to \$60 million.

"We are pleased that the funded letter of credit requirement has been reduced," said Chief Executive Officer Jack Lipinski. "Based on current rates, the reduction will save the company approximately \$5 million in interest costs during the next 12 months."

Effective at the end of June this year, the cash flow swap ramps down from 5.9 million barrels per quarter to 1.5 million barrels per quarter, or about 15 percent of production at the company's Coffeyville, Kan., petroleum refinery. The remaining obligations under the cash flow swap will be fully satisfied on June 30, 2010.

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, northern Oklahoma, eastern Colorado, western Missouri and southwest Nebraska; an asphalt and refined fuels storage and terminal business in Phillipsburg, Kan.; and through a limited partnership, an ammonia and urea ammonium nitrate fertilizer business located in Coffeyville, Kan.

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