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 27, 2016**

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On October 27, 2016, CVR Energy, Inc. (the "Company") posted a presentation to its website at www.cvrenergy.com under the tab “Investor Relations” providing information regarding its results of operations and financial condition for the quarter and nine months ended September 30, 2016. The presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being furnished pursuant to Item 2.02 and Item 7.01 of Form 8-K 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 7.01. Regulation FD Disclosure.

The information set forth under Item 2.02 is incorporated by reference as if fully set forth herein.

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 Slides from presentation.

SIGNATURES

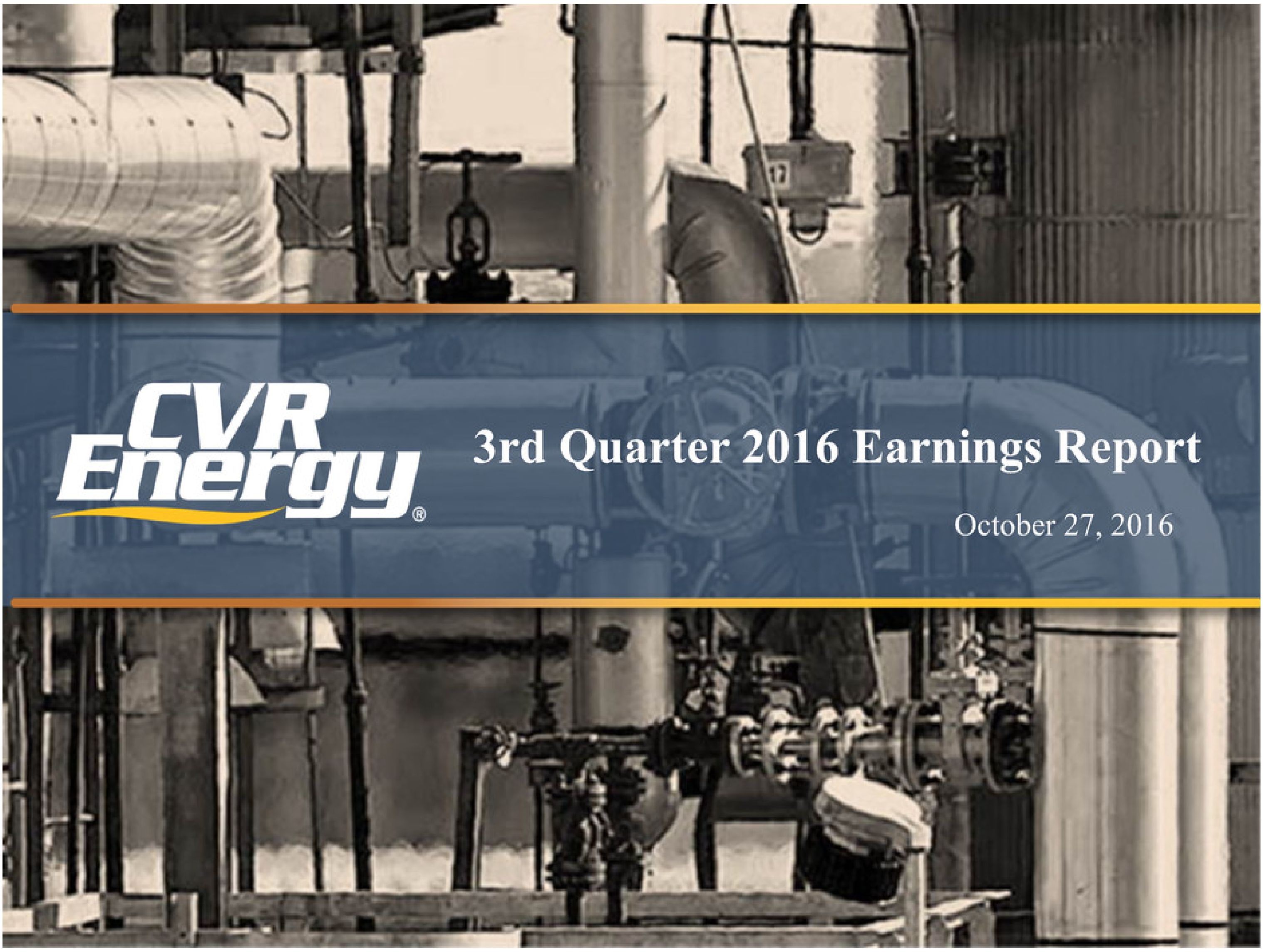
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 27, 2016

CVR Energy, Inc.

By: /s/ Susan M. Ball

Susan M. Ball,
Chief Financial Officer and Treasurer


CVR Energy
3rd Quarter 2016 Earnings Report
October 27, 2016

Forward Looking Statements

This presentation should be reviewed in conjunction with CVR Energy, Inc.'s Third Quarter earnings conference call held on October 27, 2016. The following information contains forward-looking statements based on management's current expectations and beliefs, as well as a number of assumptions concerning future events. These statements are subject to risks, uncertainties, assumptions and other important factors. You are cautioned not to put undue reliance on such forward-looking statements (including forecasts and projections regarding our future performance) because actual results may vary materially from those expressed or implied as a result of various factors, including, but not limited to (i) those set forth under "Risk Factors" in CVR Energy, Inc.'s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and any other filings CVR Energy, Inc. makes with the Securities and Exchange Commission, (ii) those set forth under "Risk Factors" in CVR Refining, LP's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and any other filings CVR Refining, LP makes with the Securities and Exchange Commission, and (iii) those set forth under "Risk Factors" in the CVR Partners, LP Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and any other filings CVR Partners, LP makes with the Securities and Exchange Commission. CVR Energy, Inc. assumes no obligation to, and expressly disclaims any obligation to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent required by law.

Consolidated Results

(In millions, except for EPS/EPU/Distributions)	Third Quarter			Year to Date		
	9/30/2016	9/30/2015	Percent Change	9/30/2016	9/30/2015	Percent Change
Net income attributable to CVR Energy stockholders	$ 5.4	$ 57.9	-91%	$ 17.6	$ 214.6	-92%
Diluted earnings per share	$ 0.06	$ 0.67	-91%	$ 0.20	$ 2.47	-92%
Adjusted net income per diluted share[1]	$ 0.13	$ 0.95	-86%	$ 0.43	$ 2.76	-84%
EBITDA[2]	$ 48.1	$ 113.3	-58%	$ 126.7	$ 422.2	-70%
Adjusted EBITDA[2]	$ 58.2	$ 153.8	-62%	$ 158.8	$ 463.2	-66%
Adjusted Petroleum EBITDA[3]	$ 75.3	$ 229.6	-67%	$ 195.1	$ 585.6	-67%
CVR Refining Distributions	$ —	$ 1.01	-100%	$ —	$ 2.75	-100%
Adjusted Nitrogen Fertilizer EBITDA[4]	$ 17.4	$ 3.8	358%	$ 74.4	$ 78.3	-5%
CVR Partners Distributions[5]	$ —	$ —	—%	$ 0.44	$ 0.84	-48%

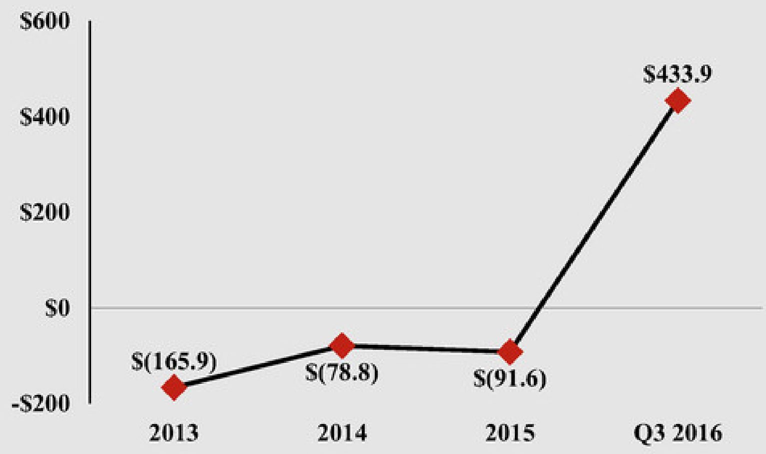
(1) Non-GAAP reconciliation on slide 10
(2) Non-GAAP reconciliation on slide 11
(3) Non-GAAP reconciliation on slide 12
(4) Non-GAAP reconciliation on slide 13
(5) On April 1, 2016, CVR Partners acquired Rentech Nitrogen Partners, LP (now known as CVR Nitrogen, LP ("CVR Nitrogen")) and its general partner, Rentech Nitrogen GP, LLC (now known as CVR Nitrogen GP, LLC), by merger (referred to herein as the "East Dubuque Merger"). Prior to the East Dubuque Merger, CVR Partners had 73.1 million units outstanding, and post-merger it has 113.3 million units outstanding. Available cash for distribution per common unit for the three and nine months ended September 30, 2016 is calculated on the post-merger common units outstanding.

Capital Structure

Capitalization
($ in millions)

		As of 09/30/2016
Consolidated Cash and cash equivalents	$	762.6
CVR Refining		
$400mm ABL		—
$250mm Revolver		31.5
Capital Lease Obligations		47.3
6.5% Unsecured Notes due 2022		500.0
Total CVR Refining Debt(1)	$	578.8
CVR Partners		
$50mm ABL		—
9.25% Senior Secured Notes due 2023		645.0
6.5% Unsecured Notes due 2021		4.2
Total CVR Partners Debt(1)	$	649.2
CVR Energy Loan to CVR Refining		(31.5)
Total Debt	$	1,196.5
CVR Stockholders' Equity		894.4
Total Capitalization	$	2,090.9

Consolidated Net Debt (Cash)
($ in millions)



Financial Metrics	2013	2014	2015	Q3 2016 LTM
• Debt to Capital	36%	41%	41%	57%
• Debt to Adj. EBITDA	1.0	1.4	1.4	6.2
• Net Debt to Adj. EBITDA	(0.3)	(0.2)	(0.2)	2.2

Note: Refer to slide 8 for metrics used in calculation
(1) Amounts presented are gross debt not net of unamortized debt issuance costs or unamortized discount


Appendix

Non-GAAP Financial Measures

To supplement the actual results in accordance with GAAP for the applicable periods, the Company also uses non-GAAP financial measures as discussed below, which are reconciled to GAAP-based results. These non-GAAP financial measures should not be considered an alternative for GAAP results. The adjustments are provided to enhance an overall understanding of the Company's financial performance for the applicable periods and are indicators management believes are relevant and useful for planning and forecasting future periods.

Non-GAAP Financial Measures (cont'd)

Adjusted net income is not a recognized term under GAAP and should not be substituted for net income (loss) as a measure of our performance but rather should be utilized as a supplemental measure of financial performance in evaluating our business. Management believes that adjusted net income 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 allow for greater transparency in the review of our overall financial, operational and economic performance. Adjusted net income per diluted share represents adjusted net income (loss) divided by weighted-average diluted shares outstanding. Adjusted net income represents net income, as adjusted, that is attributable to CVR Energy stockholders.

EBITDA and Adjusted EBITDA. EBITDA represents net income attributable to CVR Energy stockholders before consolidated (i) interest expense and other financing costs, net of interest income, (ii) income tax expense and (iii) depreciation and amortization, less the portion of these adjustments attributable to noncontrolling interest. Adjusted EBITDA represents EBITDA adjusted for consolidated FIFO impact (favorable) unfavorable, major scheduled turnaround expenses (that many of our competitors capitalize and thereby exclude from their measure of EBITDA and adjusted EBITDA), loss on extinguishment of debt, (gain) loss on derivatives, net, current period settlements on derivative contracts, flood insurance recovery, business interruption insurance recovery, and expenses associated with the East Dubuque Merger, less the portion of these adjustments attributable to noncontrolling interest. EBITDA and Adjusted EBITDA are not recognized terms under GAAP and should not be substituted for net income (loss) or cash flow from operations. Management believes that EBITDA and Adjusted EBITDA enable investors to better understand and evaluate our ongoing operating results and allow for greater transparency in reviewing our overall financial, operational and economic performance. EBTIDA and Adjusted EBITDA presented by other companies may not be comparable to our presentation, since each company may define these terms differently. Prior to 2016, EBITDA was also adjusted for share-based compensation expense in calculating Adjusted EBITDA. Beginning in 2016, share-based compensation expense is no longer utilized as an adjustment to derive Adjusted EBITDA as no equity-settled awards remain outstanding for CVR Energy or any of its subsidiaries, and CVR Partners and CVR Refining are responsible for reimbursing CVR Energy for their allocated portion of all outstanding awards. Management believes, based on the nature, classification and cash settlement feature of the currently outstanding awards, that it is no longer necessary to adjust EBITDA for share-based compensation expense to derive Adjusted EBITDA. EBITDA and Adjusted EBITDA represent EBITDA and Adjusted EBITDA that is attributable to CVR Energy stockholders.

Petroleum and Nitrogen Fertilizer EBITDA and Adjusted EBITDA. EBITDA by operating segment represents net income (loss) before (i) interest expense and other financing costs, net of interest income, (ii) income tax expense and (iii) depreciation and amortization. Adjusted EBITDA by operating segment represents EBITDA by operating segment adjusted for FIFO impact (favorable) unfavorable; share-based compensation, non-cash; major scheduled turnaround expenses (that many of our competitors capitalize and thereby exclude from their measure of EBITDA and adjusted EBITDA); loss on extinguishment of debt; (gain) loss on derivatives, net; current period settlements on derivative contracts, flood insurance recovery, business interruption insurance recovery, and expenses associated with the East Dubuque Merger. We present Adjusted EBITDA by operating segment because it is the starting point for CVR Refining's and CVR Partners' calculation of available cash for distribution. EBITDA and Adjusted EBITDA by operating segment are not recognized terms under GAAP and should not be substituted for net income (loss) as a measure of performance. Management believes that EBITDA and Adjusted EBITDA by operating segment enable investors to better understand CVR Refining's and CVR Partners' ability to make distributions to their common unitholders, help investors evaluate our ongoing operating results and allow for greater transparency in reviewing our overall financial, operational and economic performance. EBITDA and Adjusted EBITDA presented by other companies may not be comparable to our presentation, since each company may define these terms differently.

Capital Structure

Financials *($ in millions)*	Full Year			LTM
	2013	2014	2015	Q3 2016
■ Cash	$ 842.1	$ 753.7	$ 765.1	$ 762.6
■ Total Debt, including current portion[(1)]	676.2	674.9	673.5	1,196.5
■ Net Debt (Cash)	(165.9)	(78.8)	(91.6)	433.9
■ CVR Stockholders' Equity	1,188.6	988.1	984.1	894.4
■ Adjusted EBITDA[(2)(3)]	$ 659.7	$ 473.5	$ 498.8	$ 194.4

Note: Includes cash and debt of CVR Partners and CVR Refining
(1) Amounts presented are gross debt not net of unamortized debt issuance costs
(2) Definition on slide 7
(3) Non-GAAP reconciliation on slide 9

Consolidated Non-GAAP Financial Measures

Financials *($ in millions)*	Full Year 2013	Full Year 2014	Full Year 2015	LTM Q3 2016
Net income (loss) attributable to CVR Energy stockholders	$ 370.7	$ 173.9	$ 169.6	$ (27.4)
Interest expense and other financing costs, net of interest income	49.3	39.1	47.4	68.0
Income tax expense	183.7	97.7	84.5	(18.4)
Depreciation and amortization	142.8	154.4	164.1	181.7
FIFO impact, (favorable) unfavorable	(21.3)	160.8	60.3	(3.1)
Share-based compensation	18.4	12.3	12.8	3.7
Major scheduled turnaround expenses	—	6.8	109.2	123.0
Loss on extinguishment of debt	26.1	—	—	5.1
(Gain) loss on derivatives, net	(57.1)	(185.6)	28.6	(18.8)
Current period settlements on derivative contracts[(1)]	6.4	122.2	(26.0)	43.3
Flood insurance recovery[(2)]	—	—	(27.3)	—
Expenses associated with the East Dubuque Merger[(3)]	—	—	2.3	3.9
Insurance recovery - business interruption[(4)]	—	—	—	(2.1)
Adjusted EBITDA and EBITDA adjustments attributable to noncontrolling interest	(59.3)	(108.1)	(126.7)	(164.5)
Adjusted EBITDA[(5)]	**659.7**	**473.5**	**498.8**	**194.4**

(1) Represents the portion of gain (loss) on derivatives, net related to contracts that matured during the respective periods and settled with counterparties. There are no premiums paid or received at inception of the derivative contracts and upon settlement, there is no cost recovery associated with these contracts.
(2) Represents an insurance recovery from Coffeyville Resources Refining & Marketing, LLC's environmental insurance carriers as a result of the flood and crude oil discharge at the Coffeyville refinery on June/July 2007.
(3) On April 1, 2016, CVR Partners completed the East Dubuque Merger. CVR Partners incurred legal and other professional fees and other merger related expenses for the three and nine months ended September 30, 2016 that are referred to herein as expenses associated with the East Dubuque Merger, which are included in selling, general and administrative expenses.
(4) CVR Partners received a business interruption insurance recovery of $2.1 million in the third quarter of 2016.
(5) Definition on slide 7

Consolidated Non-GAAP Financial Measures

CVR Energy

Financials *($ in millions, except per share data)*	Third Quarter		Year to Date	
	9/30/2016	9/30/2015	9/30/2016	9/30/2015
Income before income tax expense	$ 4.5	$ 122.0	$ 17.3	$ 480.9
FIFO impact, (favorable) unfavorable	7.7	45.6	(29.7)	33.7
Share-based compensation(1)	—	3.2	—	9.1
Major scheduled turnaround expenses	—	22.2	38.1	24.2
(Gain) loss on derivatives, net	1.7	(11.8)	4.8	52.2
Current period settlement on derivative contracts(2)	6.7	0.8	35.2	(34.0)
Flood insurance recovery(3)	—	—	—	(27.3)
Loss on extinguishment of debt(4)	—	—	5.1	—
Expenses associated with the East Dubuque Merger(5)	0.7	1.5	3.1	1.5
Insurance recovery - business interruption(6)	(2.1)	—	(2.1)	—
Adjusted net income before income tax expense and noncontrolling interest	19.2	183.5	71.8	540.3
Adjusted net loss attributed to noncontrolling interest	(1.1)	(62.0)	(19.7)	(179.5)
Income tax expense, as adjusted	(6.6)	(39.1)	(15.1)	(121.4)
Adjusted net income(7)	11.5	82.4	37.0	239.4
Adjusted net income per diluted share*	**$ 0.13**	**$ 0.95**	**$ 0.43**	**$ 2.76**

(1) Beginning in 2016, share-based compensation expense is no longer utilized as an adjustment to derive Adjusted net income as no equity-settled awards remain outstanding for CVR Energy or any of its subsidiaries, and CVR Partners and CVR Refining are responsible for reimbursing CVR Energy for their allocated portion of all outstanding awards. Management believes, based on the nature, classification and cash settlement feature of the currently outstanding awards, that it is no longer necessary to adjust net income (loss) for share-based compensation expense to derive Adjusted net income. Adjusted net income for the three and nine months ended September 30, 2015 would have been $80.4 and $233.9 million, respectively, without adjusting for share-based compensation expense of $3.2 and $9.1 million, respectively.

(2) Represents the portion of gain (loss) on derivatives, net related to contracts that matured during the respective periods and settled with counterparties. There are no premiums paid or received at inception of the derivative contracts and upon settlement, there is no cost recovery associated with these contracts.

(3) Represents an insurance recovery from Coffeyville Resources Refining & Marketing, LLC's environmental insurance carriers as a result of the flood and crude oil discharge at the Coffeyville refinery on June/July 2007.

(4) Represents a loss on extinguishment of debt incurred by CVR Partners in June 2016 in connection with the repurchase of senior notes assumed in the East Dubuque Merger, which includes a prepayment premium and write-off of the unamortized purchase accounting adjustment.

(5) On April 1, 2016, CVR Partners completed the East Dubuque Merger. CVR Partners incurred legal and other professional fees and other merger related expenses for the three and nine months ended September 30, 2016 that are referred to herein as expenses associated with the East Dubuque Merger, which are included in selling, general and administrative expenses.

(6) CVR Partners received a business interruption insurance recovery of $2.1 million in the third quarter of 2016.

(7) Definition on slide 7

Consolidated Non-GAAP Financial Measures

Financials	Third Quarter		Year to Date	
($ in millions)	9/30/2016	9/30/2015	9/30/2016	9/30/2015
Net income attributable to CVR Energy stockholders	$ 5.4	$ 57.9	$ 17.6	$ 214.6
Interest expense and other financing costs, net of interest income	26.0	11.6	56.3	35.8
Income tax expense	2.5	23.1	2.3	105.2
Depreciation and amortization	50.1	38.7	140.8	123.2
Adjustments attributable to noncontrolling interest	(35.9)	(18.0)	(90.3)	(56.6)
EBITDA[(1)]	**$ 48.1**	**$ 113.3**	**$ 126.7**	**$ 422.2**
FIFO impact, (favorable) unfavorable	7.7	45.6	(29.7)	33.7
Share-based compensation[(2)]	—	3.2	—	9.1
Major scheduled turnaround expenses	—	22.2	38.1	24.2
(Gain) loss on derivatives, net	1.7	(11.8)	4.8	52.2
Current period settlements on derivative contracts[(3)]	6.7	0.8	35.2	(34.0)
Flood insurance recovery[(4)]	—	—	—	(27.3)
Loss on extinguishment of debt[(5)]	—	—	5.1	—
Expenses associated with the East Dubuque Merger[(6)]	0.7	1.5	3.1	1.5
Insurance recovery - business interruption[(7)]	(2.1)	—	(2.1)	—
Adjustments attributable in noncontrolling interest	(4.6)	(21.0)	(22.4)	(18.4)
Adjusted EBITDA[(1)]	**$ 58.2**	**$ 153.8**	**$ 158.8**	**$ 463.2**

(1) Definition on slide 7
(2) Beginning in 2016, share-based compensation expense is no longer utilized as an adjustment to derive Adjusted EBITDA as no equity-settled awards remain outstanding for CVR Energy or any of its subsidiaries, and CVR Partners and CVR Refining are responsible for reimbursing CVR Energy for their allocated portion of all outstanding awards. Management believes, based on the nature, classification and cash settlement feature of the currently outstanding awards, that it is no longer necessary to adjust EBITDA for share-based compensation expense to derive Adjusted EBITDA. Adjusted EBITDA for the three and nine months ended September 30, 2015 would have been $150.6 and $454.1 million, respectively without adjusting for share-based compensation expense of $3.2 and $9.1 million, respectively.
(3) Represents the portion of gain (loss) on derivatives, net related to contracts that matured during the respective periods and settled with counterparties. There are no premiums paid or received at inception of the derivative contracts and upon settlement, there is no cost recovery associated with these contracts.
(4) Represents an insurance recovery from Coffeyville Resources Refining & Marketing, LLC's environmental insurance carriers as a result of the flood and crude oil discharge at the Coffeyville refinery on June/July 2007.
(5) Represents a loss on extinguishment of debt incurred by CVR Partners in June 2016 in connection with the repurchase of senior notes assumed in the East Dubuque Merger, which includes a prepayment premium and write-off of the unamortized purchase accounting adjustment.
(6) On April 1, 2016, CVR Partners completed the East Dubuque Merger. CVR Partners incurred legal and other professional fees and other merger related expenses for the three and nine months ended September 30, 2016 that are referred to herein as expenses associated with the East Dubuque Merger, which are included in selling, general and administrative expenses.
(7) CVR Partners received a business interruption insurance recovery of $2.1 million in the third quarter of 2016.

Petroleum Non-GAAP Financial Measures

Financials ($ in millions)	Third Quarter 9/30/2016	Third Quarter 9/30/2015	Year to Date 9/30/2016	Year to Date 9/30/2015
Petroleum net income	$ 15.9	$ 138.9	$ 26.0	$ 413.4
Interest expense and other financing cost, net of interest income	10.8	10.3	31.7	31.9
Income tax expense	—	—	—	—
Depreciation and amortization	32.5	29.9	95.6	98.1
Petroleum EBITDA(1)	**$ 59.2**	**$ 179.1**	**$ 153.3**	**$ 543.4**
FIFO impact, (favorable) unfavorable	7.7	45.6	(29.7)	33.7
Share-based compensation, non-cash	—	0.3	—	0.4
Major scheduled turnaround expenses	—	15.6	31.5	17.2
(Gain) loss on derivatives, net	1.7	(11.8)	4.8	52.2
Current period settlements on derivative contracts(2)	6.7	0.8	35.2	(34.0)
Flood insurance recovery(3)	—	—	—	(27.3)
Adjusted Petroleum EBITDA(1)	**$ 75.3**	**$ 229.6**	**$ 195.1**	**$ 585.6**

(1) Definition on slide 7
(2) Represents the portion of gain (loss) on derivatives, net related to contracts that matured during the respective periods and settled with counterparties. There are no premiums paid or received at inception of the derivative contracts and upon settlement, there is no cost recovery associated with these contracts.
(3) Represents an insurance recovery from Coffeyville Resources Refining & Marketing, LLC's environmental insurance carriers as a result of the flood and crude oil discharge at the Coffeyville refinery on June/July 2007.

Fertilizer Non-GAAP Financial Measures

Financials *($ in millions)*	Third Quarter		Year to Date	
	9/30/2016	9/30/2015	9/30/2016	9/30/2015
Nitrogen fertilizer net income (loss)	$ (13.4)	$ (13.5)	$ (12.4)	$ 43.3
Interest expense and other financing costs, net	15.6	1.8	32.8	5.2
Income tax expense	0.2	—	0.3	—
Depreciation and amortization	16.4	7.4	41.0	21.2
Nitrogen Fertilizer EBITDA[1]	**$ 18.8**	**$ (4.3)**	**$ 61.7**	**$ 69.7**
Share-based compensation, non-cash	—	—	—	0.1
Major scheduled turnaround expenses	—	6.6	6.6	7.0
Loss on extinguishment of debt[2]	—	—	5.1	—
Expenses associated with the East Dubuque Merger[3]	0.7	1.5	3.1	1.5
Insurance recovery - business interruption[4]	(2.1)	—	(2.1)	—
Adjusted Nitrogen Fertilizer EBITDA[1]	**$ 17.4**	**$ 3.8**	**$ 74.4**	**$ 78.3**

(1) Definition on slide 7
(2) Represents a loss on extinguishment of debt incurred by CVR Partners in June 2016 in connection with the repurchase of senior notes assumed in the East Dubuque Merger, which includes a prepayment premium and write-off of the unamortized purchase accounting adjustment.
(3) On April 1, 2016, CVR Partners completed the East Dubuque Merger. CVR Partners incurred legal and other professional fees and other merger related expenses for the three and nine months ended September 30, 2016 that are referred to herein as expenses associated with the East Dubuque Merger, which are included in selling, general and administrative expenses.
(4) CVR Partners received a business interruption insurance recovery of $2.1 million in the third quarter of 2016.