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

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**FORM 8-K**

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**CURRENT REPORT**

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

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**Date of Report (Date of earliest event reported): December 12, 2011  
(December 9, 2011)**

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**CVR ENERGY, INC.**

**(Exact name of registrant as specified in its charter)**

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**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 7.01. Regulation FD Disclosure**

On December 9, 2011, CVR Energy, Inc. (the “Company”) issued a press release announcing that its wholly-owned subsidiaries, Coffeyville Resources, LLC and Coffeyville Finance Inc., have priced the private offering (the “Private Offering”) of \$200.0 million aggregate principal amount of first lien senior secured notes due 2015 (the “Notes”). The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto are being furnished pursuant to Item 7.01 of Form 8-K and shall 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 shall 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.

The information filed in this Report pursuant to Item 7.01, 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.

The following exhibits are being furnished as part of this Current Report on Form 8-K:

99.1 Press release dated December 9, 2011 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: December 12, 2011

CVR ENERGY, INC.

By: /s/ Edward A. Morgan

Edward A. Morgan  
Chief Financial Officer and Treasurer



## **CVR Energy Announces Pricing of \$200 Million of 9 Percent First Lien Senior Secured Notes**

**SUGAR LAND, Texas (Dec. 9, 2011)** – CVR Energy, Inc. (NYSE: CVI) announced that its wholly-owned subsidiaries, Coffeyville Resources, LLC and Coffeyville Finance Inc., have priced an offering of \$200 million aggregate principal amount of 9 percent first lien senior secured notes due 2015. The 9 percent first lien senior secured notes are being sold at an issue price of 105 percent, plus accrued interest from October 1, 2011.

The notes will be guaranteed by each of our subsidiaries that guarantee our ABL Credit Facility and will be secured by (i) a first priority lien on substantially all of our and the guarantors' assets, other than inventory and accounts that secure our ABL Credit Facility on a first priority basis (the "ABL Priority Collateral"), as well as first priority liens on our capital stock and any capital stock held by us or a guarantor (collectively, the "Note Priority Collateral"), and (ii) a second priority lien on the ABL Priority Collateral, in each case subject to certain exceptions and Permitted Liens.

We intend to use the net proceeds, together with cash on hand, to fund the previously-announced acquisition of Gary-Williams Energy Corporation and pay estimated fees and expenses.

The sale of the notes is expected to be consummated on Dec. 15, 2011, subject to customary closing conditions.

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 Securities Act of 1933, as amended.

The notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, 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.

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 offering would be unlawful. This notice is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act.

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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, and a crude oil gathering system serving central Kansas, Oklahoma, western Missouri and southwest Nebraska. 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.

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For further information, please contact:

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