

**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): May 29, 2024

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value per share	CVI	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 29, 2024, CVR Energy, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (“Annual Meeting”). The stockholders of the Company as of the close of business April 1, 2024 voted on three proposals, consisting of (1) the election of seven directors to the Company’s board of directors (the “Board”), each to serve until the 2025 Annual Meeting of Stockholders of the Company or until such director’s successor has been elected and qualified; (2) the approval, by a non-binding advisory vote, of the Company’s named executive officer compensation; and (3) the ratification of the appointment of Grant Thornton LLP as the independent registered public accounting firm for the Company for the 2024 fiscal year. For more information regarding the foregoing proposals, refer to the Company’s Proxy Statement dated April 17, 2024 and the Company’s Proxy Supplement dated May 17, 2024, each of which was filed with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended.

At the Annual Meeting, (1) the seven directors nominated by the Board were elected; (2) the stockholders voted, on an advisory basis, in favor of the Company’s named executive officer compensation; and (3) the stockholders ratified Grant Thornton LLP as the independent registered public accounting firm for the Company for the 2024 fiscal year. The voting results for each of the proposals are summarized below.

Proposal 1 - Election of Directors

The nominees listed below were elected to the Board, with the respective votes set forth opposite of each nominee’s name:

<u>Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Ted Papapostolou	75,113,035	16,067,732	3,986,032
Dustin DeMaria	79,463,310	11,717,457	3,986,032
Jaffrey (Jay) A. Firestone	90,831,569	349,198	3,986,032
David L. Lamp	90,645,364	535,403	3,986,032
Stephen Mongillo	76,262,881	14,917,886	3,986,032
Mark J. Smith	90,982,045	198,722	3,986,032
Julia Heidenreich Voliva	74,377,075	16,803,692	3,986,032

Proposal 2 - Named Executive Officer Compensation

The stockholders approved, by a non-binding advisory vote, the Company’s named executive officer compensation by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
90,042,733	1,042,133	95,901	3,986,032

Proposal 3 - Auditor Ratification

The appointment of Grant Thornton LLP as the independent registered public accounting firm for the Company for the 2024 fiscal year was ratified by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>
94,793,303	287,505	85,991

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: May 31, 2024

CVR Energy, Inc.

By: /s/ Dane J. Neumann
Dane J. Neumann
Executive Vice President, Chief Financial Officer, Treasurer and
Assistant Secretary