
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14D-9

**SOLICITATION/RECOMMENDATION
STATEMENT UNDER SECTION 14(d)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)**

CVR ENERGY, INC.

(Name of Subject Company)

CVR ENERGY, INC.

(Name of Person Filing Statement)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

12662P108

(CUSIP Number of Class of Securities)

Edmund S. Gross

Senior Vice President, General Counsel and Secretary

CVR Energy, Inc.

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person Filing Statement)

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the "Statement") originally filed by CVR Energy, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on March 1, 2012, relating to the tender offer (as amended through the date hereof) by IEP Energy LLC, a Delaware limited liability company (the "Offeror"), which is a wholly owned subsidiary of Icahn Enterprises Holdings L.P., a Delaware limited partnership ("Icahn Enterprises Holdings"), and by Icahn Enterprises Holdings as a co-bidder, along with other entities affiliated with Carl C. Icahn who may be deemed to be co-bidders, to purchase all of the issued and outstanding shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), including the associated rights to purchase shares of Series A Preferred Stock (the "Rights," and together with the shares of Common Stock, "Shares"), at a price of \$30.00 per Share in cash, without interest and less any applicable withholding taxes, and one non-transferable contingent cash payment right ("CCP") per Share. Except as specifically noted herein, the information set forth in the Statement remains unchanged.

Item 2. Identity and Background of Filing Persons.

Item 2 of the Statement is hereby amended and supplemented as follows:

Under the caption "Tender Offer," the second paragraph is hereby deleted in its entirety and replaced with the following:

"According to the Schedule TO, each CCP is non-transferable (with limited exceptions described in the Schedule TO) and represents the contingent right to receive an additional cash payment per Share equal to the net amount (whether in cash or non-cash consideration) in excess of \$30.00 per Share for which the Company is sold (less fees and expenses), solely in the event that a definitive agreement for the sale of the Company is executed within fifteen months following the completion of the Offer (and such transaction closes)."

In addition, in each other instance in the Statement where the phrase "nine months" or "nine-month" appears, such phrase shall be, and hereby is, deleted and replaced with the phrase "fifteen months" or "fifteen-month", respectively, except where such phrase appears under the heading "Background of the Offer and Reasons for Recommendation – Background of the Offer".

Under the caption "Tender Offer," the first sentence of the fourth paragraph is hereby deleted in its entirety and replaced with the following:

According to the Schedule TO, the purpose of the Offer is to acquire all Shares validly tendered and not properly withdrawn prior to the expiration date of the Offer, which is 5:00 pm, New York City time, on April 2, 2012, unless extended by the Offeror (the "Expiration Date"), and thereby provide immediate liquidity at a premium for those stockholders choosing to tender their Shares, if the Company is not put up for sale by the current board of directors of the Company.

In addition, in each other instance in the Statement where the date “March 23, 2012” appears, such date shall be, and hereby is, deleted and replaced with the date “April 2, 2012”, except where such date appears under the heading “Background of the Offer and Reasons for Recommendation – Background of the Offer”.

Item 4. The Solicitation or Recommendation.

Item 4 of the Statement is hereby amended and supplemented as follows:

Under the caption “Background of the Offer and Reasons for Recommendation – Background of the Offer”, the following two paragraphs are hereby added to the end of the section:

On March 16, 2012, the Offeror, together with other members of the Icahn Group, amended the Offer (the “March 16 Amendments”) to extend the Expiration Date to April 2, 2012 and to change the conditions for payment under the proposed CCP to require that a definitive agreement for the sale of the Company be executed within fifteen months of the completion of the Offer, rather than within nine months.

On March 19, 2012, the Board met telephonically with management and representatives of Goldman Sachs, Deutsche Bank, and Wachtell Lipton to review and discuss, among other things, the March 16 Amendments. During this meeting, each of Goldman Sachs and Deutsche Bank confirmed that its views previously expressed to the Board regarding the proposed CCP have not changed as a result of the change in the conditions for payment under the proposed CCP to require that a definitive agreement for the sale of the Company be executed within fifteen months of the completion of the Offer, rather than within nine months. The Board unanimously determined that the March 16 Amendments did not change the Board’s prior determination (and all the reasons therefor previously communicated to Company stockholders) that the Offer substantially undervalues the Company and is therefore inadequate to holders of Shares and is not in the best interests of the Company or its stockholders. Accordingly, the Board unanimously reaffirmed its recommendation that stockholders reject the Offer, as amended, and not tender their Shares into the amended Offer.

The language under the caption “Background of the Offer and Reasons for Recommendation – Reasons for the Recommendation - The Board and current management are much more capable than Mr. Icahn of leading a sale of the Company or pursuing any other strategic opportunity”, is deleted in its entirety and replaced with the following:

The Board believes that it and current management are much more capable than Mr. Icahn of leading a sale of the Company or pursuing any other strategic opportunity.

If a sale of the Company is to take place, the Board believes that it and Company management – who have delivered strong stock performance, increased stockholder value, and have the interests of all of stockholders, not just Mr. Icahn, in mind – are far more capable of guiding the Company through a sale process than the Icahn Group’s nominees, who on the whole have no appreciable experience with the Company or the refining or fertilizer industries. The Board believes that permitting the representatives of the Icahn Group to lead a sale process will put Mr. Icahn’s interests above those of all other stockholders.

The Board has always taken its fiduciary duties to stockholders very seriously and would discharge those duties properly in the context of analyzing any third-party proposal with respect to the Company.

Item 9. Materials to be Filed as Exhibits.

Item 9 of the Statement is hereby amended to include the following additional exhibits:

<u>Exhibit No.</u>	<u>Document</u>
(a)(7)	Press Release issued by the Company on March 19, 2012.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CVR ENERGY, INC.

By: /s/ Edmund S. Gross
Name: Edmund S. Gross
Title: Senior Vice President, General Counsel and Secretary

Dated: March 19, 2012

CVR ENERGY'S BOARD OF DIRECTORS UNANIMOUSLY REAFFIRMS REJECTION OF CARL ICAHN'S TENDER OFFER

Board Still Believes that the Offer is Inadequate, that the Minor Change In Terms Does Not Address the Serious Structural Flaws of the CCP Rights And Continues to Recommend that Stockholders Not Tender

SUGAR LAND, Texas (March 19, 2012) – CVR Energy, Inc. (NYSE: CVI), a refiner and marketer of petroleum fuels and a majority owner of CVR Partners, LP (NYSE:UAN), a nitrogen fertilizer producer, announced today that its Board of Directors, in consultation with its independent financial and legal advisors, has unanimously reaffirmed its decision to reject the unsolicited tender offer to acquire all of the outstanding shares of CVR Energy for \$30.00 per share in cash plus a contingent cash payment right (CCP) by entities controlled by Carl Icahn and recommends that stockholders not tender any of their shares into the offer. The Board again reviewed Mr. Icahn's offer in light of the minor changes announced on March 16, 2012.

“After committing to drop his tender offer and proxy solicitation if he didn't receive sufficient tenders by March 23, Mr. Icahn has again gone back on his word by extending his distracting and detrimental campaign,” said Chief Executive Officer Jack Lipinski. “Friday's announcement modifying the term of his contingent cash payment rights by six months fails to address the fundamental structural flaws and conflicting incentives inherent in the CCP.

“Most importantly, Mr. Icahn's tender offer amendment does not in any way change the fact that the offer substantially undervalues CVR Energy. Contrary to Mr. Icahn's criticism of our company and our prospects, our opportunities to deliver value well in excess of the offer are substantial, and the recent widening of crack spreads and related differentials are additional positives for our stockholders. The Board and management of CVR Energy have a proven track record of delivering outstanding returns for stockholders and making sound business decisions to increase the value of the business. Our record managing this complex business speaks for itself and we look forward to extending our history of success. We recommend our stockholders do not tender into Mr. Icahn's offer, sending him the clear message to end his distracting and detrimental campaign,” Mr. Lipinski concluded.

Forward Looking Statements

This news release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. 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. For a discussion of risk factors which may affect our results, please see the risk factors and other disclosures included in our Annual Report on Form 10-K for the year ended Dec. 31, 2011. 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 press release are made only as of the date hereof. CVR Energy disclaims any intention or obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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 central 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.

Important Additional Information

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. In response to the tender offer commenced by IEP Energy LLC and Icahn Enterprises Holdings L.P., as well as other entities affiliated with Carl C. Icahn, CVR Energy, Inc. ("CVR Energy") has filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9. CVR ENERGY STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ THE COMPANY'S SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 BECAUSE IT CONTAINS IMPORTANT INFORMATION. Stockholders may obtain a free copy of the Solicitation/Recommendation Statement on Schedule 14D-9, as well as any other documents filed by CVR Energy, for no charge at the SEC's website at www.sec.gov. Copies will also be available at no charge in the "Investor Relations" section of the Company's website at www.cvrenergy.com or by writing to CVR Energy at 2277 Plaza Drive, Suite 500, Sugar Land, Texas, 77479, Attn: Senior Vice President, General Counsel and Secretary.

In addition, CVR Energy will file a proxy statement with the SEC. The definitive proxy statement will be mailed to stockholders of CVR Energy. CVR ENERGY STOCKHOLDERS ARE URGED TO READ THESE AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders will be able to obtain free copies of these documents (when available) and other documents filed with the SEC by CVR Energy through the web site maintained by the SEC at www.sec.gov and in the "Investor Relations" section of the Company's website at www.cvrenergy.com.

Certain Information Regarding Participants

CVR Energy, its directors and certain of its executive officers may be deemed to be participants under the rules of the SEC. Security holders may obtain information regarding the names, affiliations and interests of CVR Energy's directors and executive officers in CVR Energy's Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 29, 2012, and its proxy statement for the 2011 Annual Meeting, which was filed with the SEC on April 20, 2011. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants in any proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will also be included in any proxy statement and other relevant materials to be filed with the SEC if and when they become available.

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