
**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): **November 1, 2017**

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))

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 2.02. Results of Operations and Financial Condition.

On November 1, 2017, 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, 2017. The presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 2.02 and Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being "furnished" and is not 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 is it deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

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**

Exhibit Number	Exhibit Description
<u>99.1</u>	<u>Slides from 3rd Quarter 2017 Earnings Report.</u>

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: November 1, 2017

CVR Energy, Inc.

By: /s/ Susan M. Ball
Susan M. Ball,
Chief Financial Officer and Treasurer



3rd Quarter 2017 Earnings Report

November 1, 2017



This presentation should be reviewed in conjunction with CVR Energy, Inc.'s Third Quarter earnings conference call held on November 1, 2017. 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.

All information in this earnings report is unaudited other than the consolidated statement of operations data for the years ended December 31, 2014 through 2016 and the balance sheet data as of December 31, 2014 through 2016.

Consolidated Results



<i>(In millions, except for EPS/EPU/Distributions)</i>	Third Quarter		Year to Date	
	9/30/2017	9/30/2016	9/30/2017	9/30/2016
Net income attributable to CVR Energy stockholders	\$ 22.2	\$ 5.4	\$ 33.9	\$ 17.6
Diluted earnings per share	\$ 0.26	\$ 0.06	\$ 0.39	\$ 0.20
Adjusted net income per diluted share ⁽¹⁾⁽²⁾	\$ 0.37	\$ 0.13	\$ 0.60	\$ 0.43
EBITDA ⁽¹⁾⁽³⁾	\$ 74.6	\$ 48.1	\$ 179.3	\$ 126.7
Adjusted EBITDA ⁽¹⁾⁽³⁾	\$ 90.9	\$ 58.2	\$ 209.0	\$ 158.8
Adjusted Petroleum EBITDA ⁽¹⁾⁽⁴⁾	\$ 138.6	\$ 75.3	\$ 296.2	\$ 195.1
CVR Refining Distributions	\$ 0.94	\$ —	\$ 0.94	\$ —
Adjusted Nitrogen Fertilizer EBITDA ⁽¹⁾⁽⁵⁾	\$ 5.0	\$ 17.4	\$ 58.1	\$ 74.4
CVR Partners Distributions ⁽⁶⁾	\$ —	\$ —	\$ 0.02	\$ 0.44

(1) Definition on slide 7

(2) Non-GAAP reconciliation on slide 10

(3) Non-GAAP reconciliation on slide 11

(4) Non-GAAP reconciliation on slide 12

(5) Non-GAAP reconciliation on slide 13

(6) On April 1, 2016, CVR Partners completed the merger (the "East Dubuque Merger") whereby CVR Partners acquired a nitrogen fertilizer manufacturing facility located in East Dubuque, Illinois (the "East Dubuque Facility"). 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.

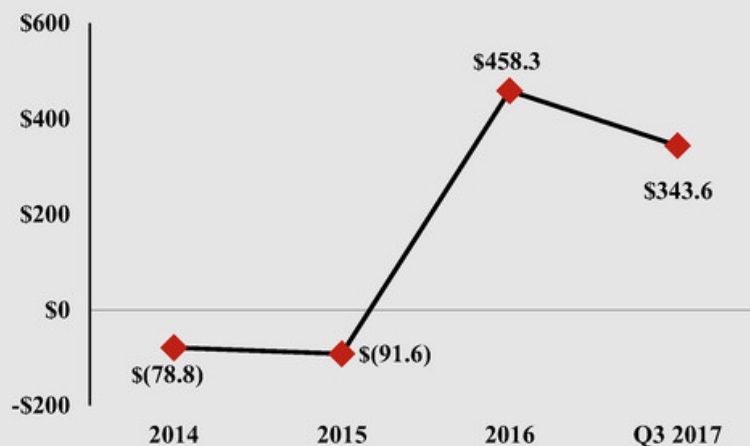
Capital Structure



Capitalization (S in millions)

	As of 09/30/2017	
Consolidated Cash and Cash Equivalents	\$	849.1
CVR Refining		
\$400mm ABL	—	
\$250mm Revolver	—	
Capital Lease Obligations		45.5
6.5% Unsecured Notes due 2022		500.0
Total CVR Refining Debt⁽¹⁾	\$	545.5
CVR Partners		
\$50mm ABL	—	
9.25% Senior Secured Notes due 2023		645.0
6.5% Unsecured Notes due 2021		2.2
Total CVR Partners Debt⁽¹⁾	\$	647.2
CVR Energy Loan to CVR Refining	—	
Total Debt⁽¹⁾	\$	1,192.7
CVR Stockholders' Equity		761.8
Total Capitalization	\$	1,954.5

Consolidated Net Debt (Cash) (S in millions)



Financial Metrics	2014	2015	2016	Q3 2017 LTM
◆ Debt to Capital	41%	41%	58%	61%
◆ Debt to Adj. EBITDA	1.4	1.4	6.6	5.1
◆ Net Debt to Adj. EBITDA	(0.2)	(0.2)	2.5	1.5

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



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 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 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 (benefit), and (iii) depreciation and amortization, less the portion of these adjustments attributable to non-controlling interest. Adjusted EBITDA represents EBITDA adjusted for, as applicable, consolidated (i) FIFO impact (favorable) unfavorable; (ii) (gain) loss on extinguishment of debt; (iii) major scheduled turnaround expenses (that many of our competitors capitalize and thereby exclude from their measures of EBITDA and adjusted EBITDA); (iv) (gain) loss on derivatives, net; (v) current period settlements on derivative contracts; (vi) flood insurance recovery; (vii) business interruption insurance recovery; and (viii) expenses associated with the East Dubuque Merger, less the portion of these adjustments attributable to non-controlling 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. EBITDA and Adjusted EBITDA presented by other companies may not be comparable to our presentation, since each company may define these terms differently. EBITDA and Adjusted EBITDA represent EBITDA and Adjusted EBITDA that is attributable to CVR Energy stockholders. 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.

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, as applicable (i) FIFO impact (favorable) unfavorable; (ii) loss on extinguishment of debt; (iii) major scheduled turnaround expenses (that many of our competitors capitalize and thereby exclude from their measures of EBITDA and adjusted EBITDA); (iv) (gain) loss on derivatives, net; (v) current period settlements on derivative contracts; (vi) flood insurance recovery; (vii) expenses associated with the East Dubuque Merger and (viii) business interruption insurance recovery. 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 (<i>\$ in millions</i>)	Full Year			LTM
	2014	2015	2016	Q3 2017
■ Cash	\$ 753.7	\$ 765.1	\$ 735.8	\$ 849.1
■ Total Debt, including current portion ⁽¹⁾	674.9	673.5	1,194.1	1,192.7
■ Net Debt (Cash)	(78.8)	(91.6)	458.3	343.6
■ CVR Stockholders' Equity	988.1	984.1	858.1	761.8
■ Adjusted EBITDA ⁽²⁾⁽³⁾	\$ 473.5	\$ 498.8	\$ 181.6	\$ 231.8

Note: Includes cash and debt of CVR Partners and CVR Refining

(1) Amounts presented are gross debt not net of unamortized debt issuance costs or unamortized discount

(2) Definition on slide 7

(3) Non-GAAP reconciliation on slide 9

Consolidated Non-GAAP Financial Measures



Financials (<i>\$ in millions</i>)	Full Year			LTM
	2014	2015	2016	Q3 2017
Net income attributable to CVR Energy stockholders	\$ 173.9	\$ 169.6	\$ 24.7	\$ 41.0
Interest expense and other financing costs, net of interest income	39.1	47.4	83.2	108.4
Income tax expense (benefit)	97.7	84.5	(19.8)	(4.7)
Depreciation and amortization	154.4	164.1	193.1	211.5
FIFO impact, (favorable) unfavorable	160.8	60.3	(52.1)	(21.6)
Share-based compensation ⁽¹⁾	12.3	12.8	—	—
Major scheduled turnaround expenses	6.8	109.2	38.1	40.0
(Gain) loss on extinguishment of debt ⁽²⁾	—	—	4.9	(0.2)
(Gain) loss on derivatives, net	(185.6)	28.6	19.4	19.4
Current period settlements on derivative contracts ⁽³⁾	122.2	(26.0)	36.4	2.3
Flood insurance recovery ⁽⁴⁾	—	(27.3)	—	—
Expenses associated with the East Dubuque Merger ⁽⁵⁾	—	2.3	3.1	—
Insurance recovery - business interruption ⁽⁶⁾	—	—	(2.1)	(1.1)
EBITDA and Adjusted EBITDA adjustments attributable to noncontrolling interest	(108.1)	(126.7)	(147.3)	(163.2)
Adjusted EBITDA⁽⁷⁾	\$ 473.5	\$ 498.8	\$ 181.6	\$ 231.8

- (1) 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 for share-based compensation expense to derive Adjusted EBITDA. Adjusted EBITDA for the years ended December 31, 2014 and 2015 would have been \$461.2 million and \$486.0 million, respectively, without adjusting for share-based compensation expense of \$12.3 million and \$12.8 million, respectively.
- (2) Represents a gain (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) 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 insurance carriers as a result of the flood and crude oil discharge at the Coffeyville refinery on June/July 2007.
- (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 years ended December 31, 2016 and 2015 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 business interruption insurance recoveries of \$1.1 million and \$2.1 million in the third quarter of 2017 and 2016, respectively.
- (7) Definition on slide 7

Consolidated Non-GAAP Financial Measures



Financials <i>(\$ in millions, except per share data)</i>	Third Quarter		Year to Date	
	9/30/2017	9/30/2016	9/30/2017	9/30/2016
Income before income tax expense	\$ 34.5	\$ 4.5	\$ 61.6	\$ 17.3
FIFO impact, (favorable) unfavorable	(14.9)	7.7	0.8	(29.7)
Major scheduled turnaround expenses	24.2	—	40.0	38.1
Loss on derivatives, net	17.0	1.7	4.8	4.8
Current period settlements on derivative contracts ⁽¹⁾	—	6.7	1.1	35.2
Loss on extinguishment of debt ⁽²⁾	—	—	—	5.1
Expenses associated with the East Dubuque Merger ⁽³⁾	—	0.7	—	3.1
Insurance recovery - business interruption ⁽⁴⁾	(1.1)	(2.1)	(1.1)	(2.1)
Adjusted net income before income tax expense and noncontrolling interest	59.7	19.2	107.2	71.8
Adjusted net income attributed to noncontrolling interest	(12.1)	(1.1)	(26.3)	(19.7)
Income tax expense, as adjusted	(15.6)	(6.6)	(29.1)	(15.1)
Adjusted net income ⁽⁵⁾	\$ 32.0	\$ 11.5	\$ 51.8	\$ 37.0
Adjusted net income per diluted share	\$ 0.37	\$ 0.13	\$ 0.60	\$ 0.43

(1) Represents the portion of 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 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 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 business interruption insurance recoveries of \$1.1 million and \$2.1 million in the third quarter of 2017 and 2016, respectively.

(5) Definition on slide 7

Consolidated Non-GAAP Financial Measures



Financials (<i>\$ in millions</i>)	Third Quarter		Year to Date	
	9/30/2017	9/30/2016	9/30/2017	9/30/2016
Net income attributable to CVR Energy stockholders	\$ 22.2	\$ 5.4	\$ 33.9	\$ 17.6
Interest expense and other financing costs, net of interest income	27.4	26.0	81.5	56.3
Income tax expense	9.2	2.5	17.4	2.3
Depreciation and amortization	54.1	50.1	159.2	140.8
Adjustments attributable to noncontrolling interest	(38.3)	(35.9)	(112.7)	(90.3)
EBITDA⁽¹⁾	74.6	48.1	179.3	126.7
FIFO impact, (favorable) unfavorable	(14.9)	7.7	0.8	(29.7)
Major scheduled turnaround expenses	24.2	—	40.0	38.1
Loss on derivatives, net	17.0	1.7	4.8	4.8
Current period settlements on derivative contracts ⁽²⁾	—	6.7	1.1	35.2
Loss on extinguishment of debt ⁽³⁾	—	—	—	5.1
Expenses associated with the East Dubuque Merger ⁽⁴⁾	—	0.7	—	3.1
Insurance recovery - business interruption ⁽⁵⁾	(1.1)	(2.1)	(1.1)	(2.1)
Adjustments attributable in noncontrolling interest	(8.9)	(4.6)	(15.9)	(22.4)
Adjusted EBITDA⁽¹⁾	\$ 90.9	\$ 58.2	\$ 209.0	\$ 158.8

(1) Definition on slide 7

(2) Represents the portion of 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 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.

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

(5) CVR Partners received business interruption insurance recoveries of \$1.1 million and \$2.1 million in the third quarter of 2017 and 2016, respectively.

Petroleum Non-GAAP Financial Measures



Financials (<i>\$ in millions</i>)	Third Quarter		Year to Date	
	9/30/2017	9/30/2016	9/30/2017	9/30/2016
Petroleum net income	\$ 70.0	\$ 15.9	\$ 117.8	\$ 26.0
Interest expense and other financing costs, net of interest income	11.8	10.8	34.8	31.7
Income tax expense	—	—	—	—
Depreciation and amortization	33.0	32.5	99.5	95.6
Petroleum EBITDA ⁽¹⁾	114.8	59.2	252.1	153.3
FIFO impact, (favorable) unfavorable	(14.9)	7.7	0.8	(29.7)
Major scheduled turnaround expenses	21.7	—	37.4	31.5
Loss on derivatives, net	17.0	1.7	4.8	4.8
Current period settlements on derivative contracts ⁽²⁾	—	6.7	1.1	35.2
Adjusted Petroleum EBITDA ⁽¹⁾	\$ 138.6	\$ 75.3	\$ 296.2	\$ 195.1

(1) Definition on slide 7

(2) Represents the portion of 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.

Fertilizer Non-GAAP Financial Measures



Financials (<i>\$ in millions</i>)	Third Quarter		Year to Date	
	9/30/2017	9/30/2016	9/30/2017	9/30/2016
Nitrogen Fertilizer net loss	\$ (31.6)	\$ (13.4)	\$ (45.4)	\$ (12.4)
Interest expense and other financing costs, net	15.7	15.6	47.1	32.8
Income tax expense	—	0.2	—	0.3
Depreciation and amortization	19.5	16.4	54.9	41.0
Nitrogen Fertilizer EBITDA ⁽¹⁾	3.6	18.8	56.6	61.7
Major scheduled turnaround expenses	2.5	—	2.6	6.6
Loss on extinguishment of debt ⁽²⁾	—	—	—	5.1
Expenses associated with the East Dubuque Merger ⁽³⁾	—	0.7	—	3.1
Insurance recovery - business interruption ⁽⁴⁾	(1.1)	(2.1)	(1.1)	(2.1)
Adjusted Nitrogen Fertilizer EBITDA ⁽¹⁾	\$ 5.0	\$ 17.4	\$ 58.1	\$ 74.4

(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 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 business interruption insurance recoveries of \$1.1 million and \$2.1 million in the third quarter of 2017 and 2016, respectively.

