
**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): **September 4, 2018**

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 7.01 Regulation FD Disclosure

Beginning September 5, 2018, CVR Energy, Inc. (the "Company") will begin using the attached slides (the "Slide Presentation") in meetings with certain current and potential investors and analysts. The Slide Presentation, available on the Investor Relations page of the Company's website at www.cvrenergy.com, is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this report and Exhibit 99.1 is being furnished, not filed, pursuant to Items 7.01 and 9.01 of Form 8-K. Accordingly, the information in Items 7.01 and 9.01 of this Current Report, including Exhibit 99.1, will not be subject to liability under Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and will not be incorporated by reference into any registration statement or other document filed by the Company under the Securities Act of 1933, as amended, or the Exchange Act, unless specifically identified therein as being incorporated by reference. The furnishing of information in this report and Exhibit 99.1 is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company or any of its affiliates.

Item 9.01 Financial Statements and Exhibits

d) Exhibits

[99.1](#) [CVR Energy, Inc. Investor Relations presentation dated September 2018.](#)

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: September 4, 2018

CVR Energy, Inc.

By: /s/ Tracy D. Jackson
Tracy D. Jackson,
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)



**CVR
Energy**®



Forward-Looking Statements

The following presentation contains forward-looking statements which are protected as forward-looking statements under the PSRA, and which are based on management's current expectations and beliefs, as well as a number of assumptions concerning future events. The assumptions and estimates underlying forward-looking statements are inherently uncertain and are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective information. Accordingly, there can be no assurance that we will achieve the future results we expect or that actual results will not differ materially from expectations. Statements concerning current estimates, expectations and projections about future results, performance, prospects, opportunities, plans, actions and events and other statements, concerns, or matters that are not historical facts are "forward-looking statements". These statements include, but are not limited to, statements regarding future: crude oil capacities, quality and price advantages, pricing and gathering system capacity; access to shale fields and/or domestic, locally gathered and/or Canadian crude oils; conversion and distillate yields; fertilizer facility flexibility, marketing agreements and netbacks; cost of operations; throughput and production; favorability of the macro environment including global crude oil supply, increased shale oil production, takeaway capacity, product demand, growth of global economies sustainably or at all, price environment, impacts of IMO 2020 and political and legislative landscapes; crude oil and condensate differentials; crack spreads; strategic initiatives including EHS improvements, ability to deliver high quality and profitable crude oil to our refineries, reduction of RINs exposure, biodiesel blending, development of wholesale or retail businesses, expansion of optionality to process WCS, light share oil and/or natural gas, improvement of liquid yield at Wynnewood by 3.5% or at all, reduction of SG&A costs, headcount reductions, ERP utilization, reduction of lost opportunities and improved capture rates; capital expenditures and turnaround expense; the Benfree, Isom and crude oil optionality projects including the costs, timing, returns, benefits and impacts thereof; ability to serve Southern Plains and Corn Belt areas; ability to minimize distribution costs and maximize netbacks; global fertilizer demand and nitrogen consumption; corn applications, uses, production, stocks, pricing and crops; ethanol consumption; population growth; decrease in farmland; biofuel consumption; diet evolution in developing countries; nitrogen capacity, supply and demand; on stream factors; feedstock costs; sales revenue; continued safe and reliable operations; and other matters. 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 those set forth under "Risk Factors" in the Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and any other filings with the Securities and Exchange Commission by CVR Energy, Inc. ("CVI"), CVR Refining, LP ("CVRR") or CVR Partners, LP ("UAN"). These forward-looking statements are made only as of the date hereof. Neither CVI, CVRR nor UAN assume any obligation to, and they expressly disclaim any obligation to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

CVR Energy, Inc. (NYSE: CVI)

Our mission is *to be a top-tier North American petroleum refining and nitrogen-based fertilizer company as measured by safe and reliable operations, superior financial performance and profitable growth.*

Our core values *define the way we do business every day to accomplish our mission.*

The foundation of our company is built on these core values.

We are responsible to apply our core values in all the decisions we make and actions we take.

Safety - *We always put safety first.*

The protection of our employees, contractors and communities is paramount. We have an unwavering commitment to safety above all else. If it's not safe, then we don't do it.

Environment - *We care for our environment.*

Complying with all regulations and minimizing any environmental impact from our operations is essential. We understand our obligation to the environment and that it's our duty to protect it.

Integrity - *We require high business ethics.*

We comply with the law and practice sound corporate governance. We only conduct business one way—the right way with integrity.

Corporate Citizenship - *We are proud members of the communities where we operate.*

We are good neighbors and know that it's a privilege we can't take for granted. We seek to make a positive economic impact through our financial donations and the contributions of time, knowledge and talent of our employees to the places where we live and work.

Continuous Improvement - *We believe in both individual and team success.*

We foster accountability under a performance-driven culture that supports creative thinking, teamwork and personal development so that employees can realize their maximum potential. We use defined work practices for consistency

CVR Energy, Inc. (NYSE: CVI)

CVR Energy is a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing industries through its holdings in two limited partnerships, CVR Refining, LP and CVR Partners, LP. CVR Energy and its subsidiaries serve as the general partner and own 81 percent of the common units of CVR Refining. CVR Energy subsidiaries serve as the general partner and own 34 percent of the common units of CVR Partners.

CVR Refining, LP (NYSE: CVRR)



- 2 strategically located mid-continent refiners close to Cushing, Oklahoma
- Approximately 206,500 bpcd of crude processing
- Directly coupled to the SCOOP / STACK shale oil fields
- Complimentary logistic assets with potential EBITDA of approximately \$75 million per year
- Access to quality and price advantaged crude – 100% of crude purchased is WTI based
- 92% conversion to light products & 42% distillate yield



CVR Partners, LP (NYSE: UAN)



- 2 strategically located facilities serving the Southern Plains and Corn Belt markets
- Facility flexibility due to storage capabilities at the facilities and offsite
- Freight advantaged marketing channels resulting in higher net back prices
- Marketing agreement with LSB Industries Pryor, OK, facility's UAN production





CVR
refining™

Asset Footprint



Refining

- 206,500 bpcd of nameplate crude distillation capacity
- Located in Group 3 of PADD II

Cushing & SCOOP / STACK Centric

- Our refineries are strategically located. ~ 100 to 130 miles from Cushing, OK
- Historical space on key pipelines
- Access to domestic inland, locally gathered and Canadian crudes

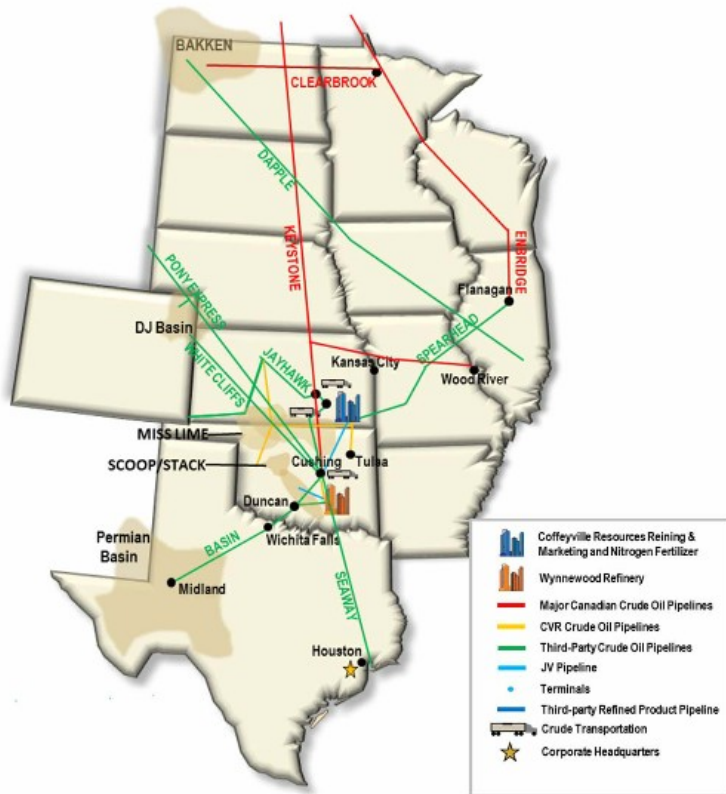
Logistics

- Crude supply pipeline system of 170,000 bpcd
- Crude oil gathering system with capacity over 115,000 bpd serving Kansas, Nebraska, Oklahoma and Missouri

Strategically Located Mid-Con Refineries

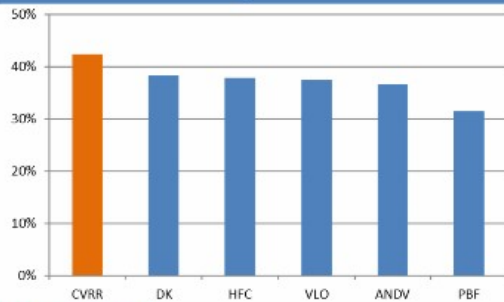
Crude Supply Network

Marketing Network

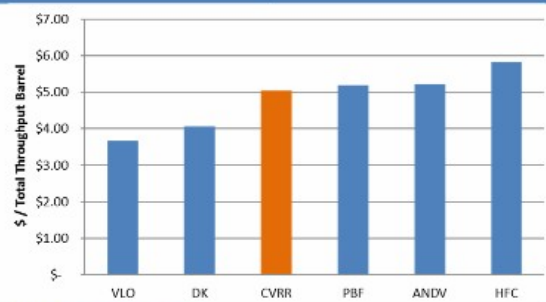


High-Quality Refining Assets

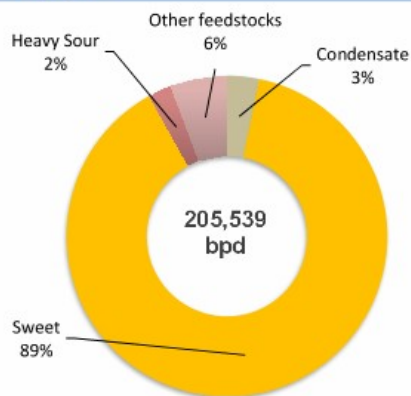
Consolidated Favorable High Distillate Yield ⁽¹⁾



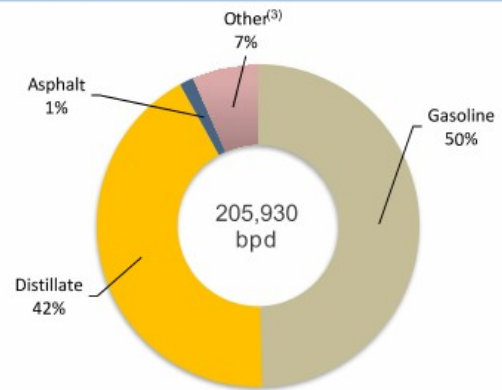
Consolidated Low Cost Operator^{(1) (2)}



Total Throughput⁽¹⁾



Total Production⁽¹⁾



(1) For the last twelve months ended June 30, 2018.

(2) Operating expenses calculated on a per barrel of total throughput excluding direct turnaround expenses (does not include SG&A).

(3) Other includes pet coke, NGLs, slurry, sulfur and gas oil, and specialty products such as propylene and solvents; excludes internally produced fuel.

Favorable Macro Environment



Feedstock Supply

- Abundant global supply of crude oil
- Increased U.S. shale-oil production
- Limited Canadian pipeline takeaway capacity



Product Demand

- Global economies aligned for sustainable growth
- Sustained product demand driven by:
 - lower price environment
 - IMO 2020

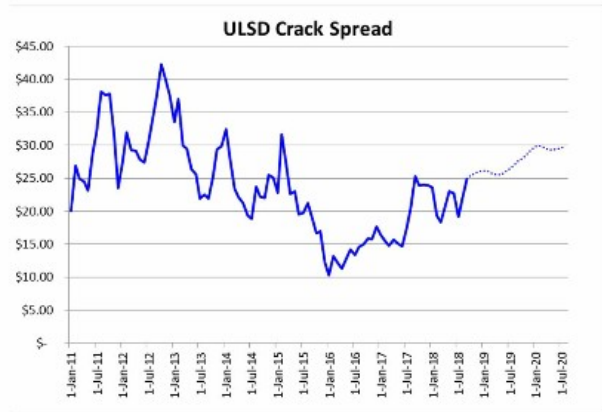
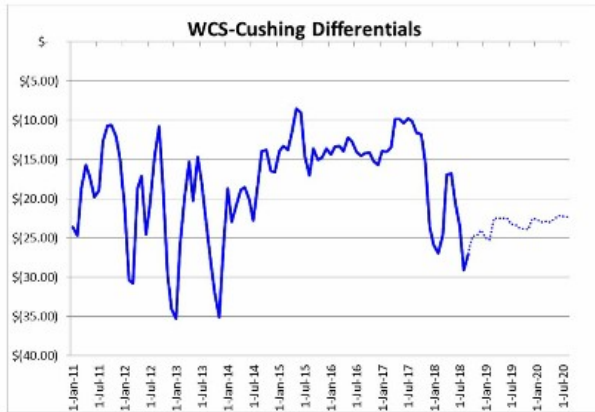
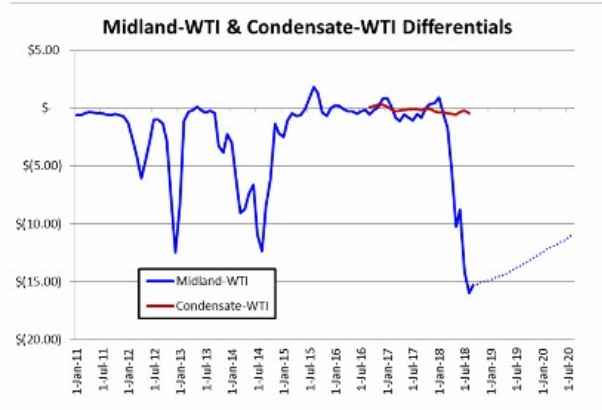
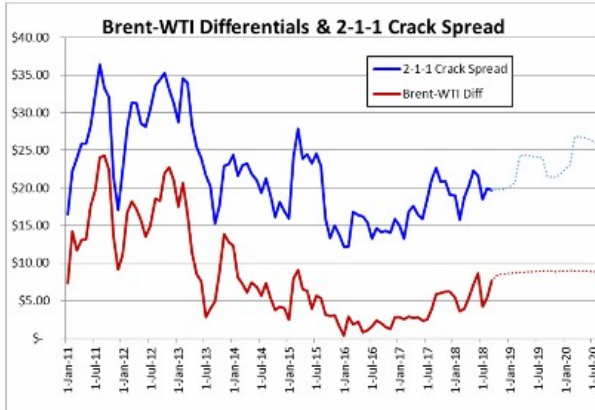


Regulatory Landscape

- Constructive U.S. legislative landscape
- Improved political landscape on RFS
- Positive Energy development in the U.S.



Favorable Macro Environment



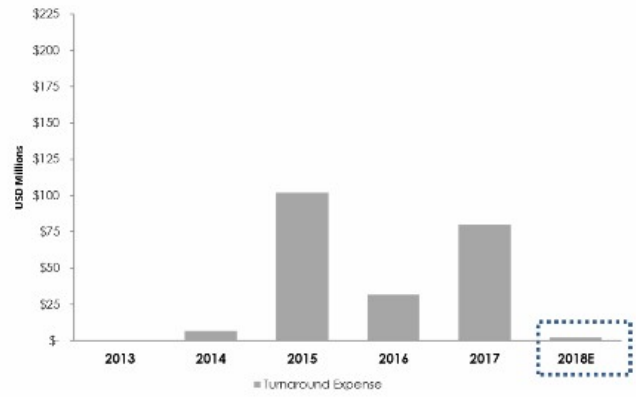
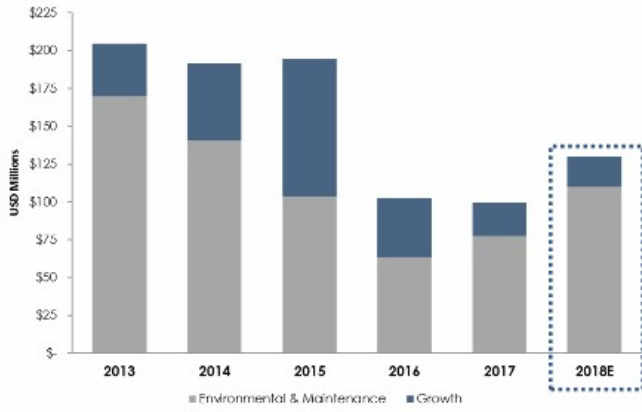
Source: Market view as of August 30, 2018

Strategic Initiatives

- **To continue and improve in all Environmental, Health and Safety matters. Safety is Job 1.**
Safe operation is generally a reliable operation
- **Leverage our strategic location and our proprietary gathering system to deliver high quality and profitable crude to our refineries.**
- **Reduce our Renewable Identification Number exposure.**
 - *Biodiesel blending facilities at all of our racks.*
 - *Build a wholesale / retail business.*
- **Expand our optionality to process WCS, light-shale oil, and natural gasoline at the Coffeyville Refinery.**
- **Improve Liquid Yield recovery at the Wynnewood Refinery by 3.5%.**
- **Reduce SG&A costs via ERP utilization and headcount reductions.**
- **Reduce lost opportunities and improve capture rates.**



Capital Expenditures and Turnaround Expense



Note: As of June 30, 2018

Long-Term Value Creation Projects

Benfree Unit Repositioning at Wynnewood



- Expected to improve liquid yield by 1% or 750 bpd of high octane gasoline
- Total capital cost of \$12 million
- Expected return of 90-plus percent at \$65 per barrel priced crude oil
- Project completion expected during spring 2019 turnaround
- In construction – Board approved

Long-Term Value Creation Projects

Isomerization Unit at Wynnewood



- Run more SCOOP / STACK condensate crude
- Improvement in liquid volume yield
- Increased capability to generate premium gasoline
- Reduced benzene content of gasoline
- Total capital cost of approximately \$90 million
- Expected return greater than 25 percent
- Project completion expected 2021

Long-Term Value Creation Projects

Crude Optionality Phase 1 at Coffeyville



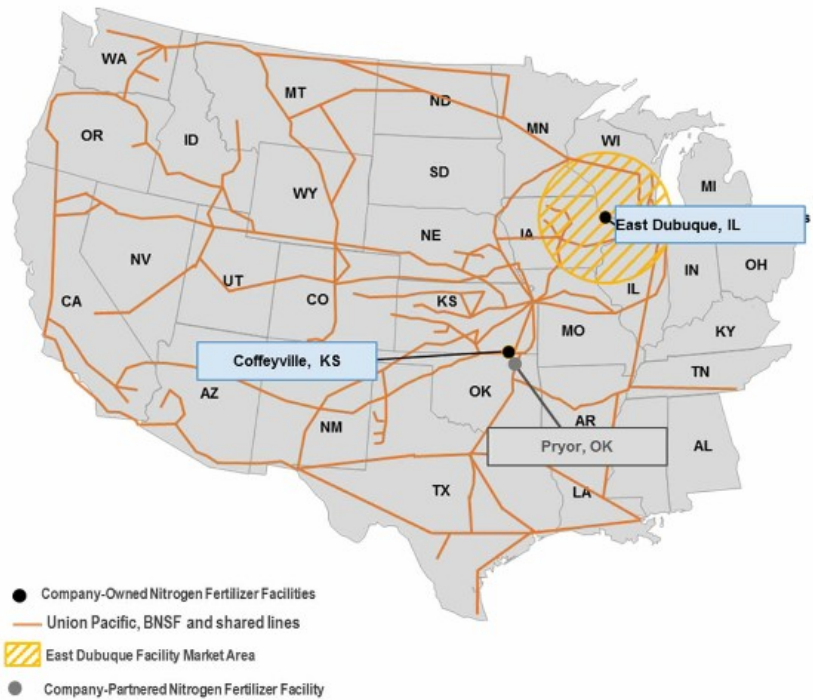
- Identified changes required to allow running price advantaged crudes and / or Natural Gasoline
 - Additional Naphtha Hydrotreating
 - Additional Isomerization
 - Tier III Gasoline Flexibility
- Expected return greater than 30%
- Timing for project completion is 2022



CVR
PARTNERS LP

Strategically Located Assets

- Large geographic footprint serving the Southern Plains and Corn Belt region
- Well positioned to minimize distribution costs and maximize net back
- New rail loading rack at Coffeyville increases optionality of customer markets due to greater access to BNSF delivery points
- Facility flexibility due to storage capabilities at the plants and offsite locations
- Marketing agreement with LSB Industries Pryor, OK, facility's UAN production

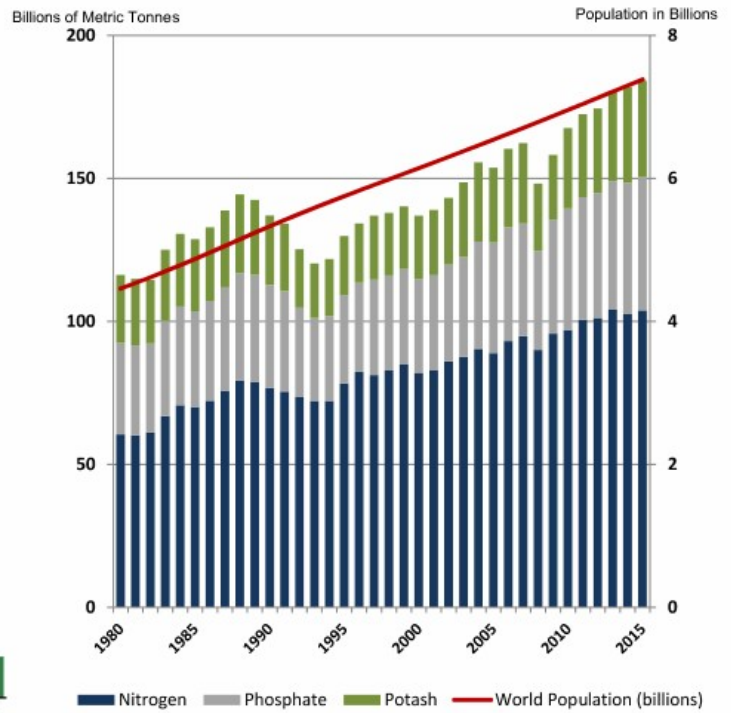


MARKET FUNDAMENTALS

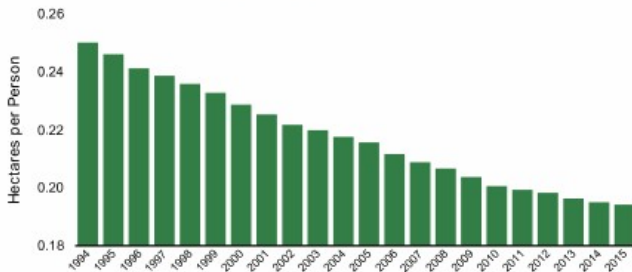
Solid Historical Fertilizer Demand

- Global fertilizer demand has historically increased in-line with population and income growth
- Nitrogen represents ~60% of global fertilizer consumption
 - Must be applied annually
 - Most important determinant of plant growth and crop yield
- Corn production consumes largest amount of fertilizer followed by wheat

Global Fertilizer Consumption



Global Arable Land per Capita



Source: International Fertilizer Industry Association; U.S. Bureau of the Census (International Data Base) and USDA.

Note: Nutrient Tons; Fertilizer Years.

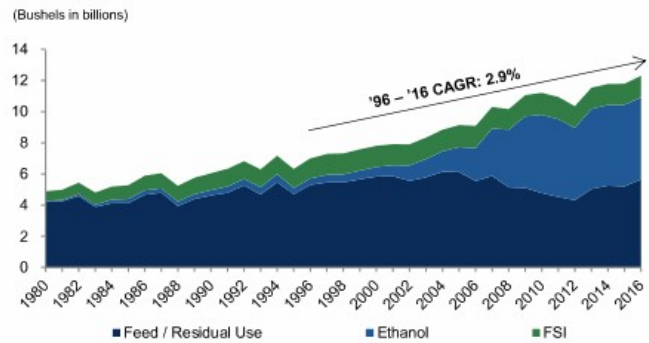


MARKET FUNDAMENTALS

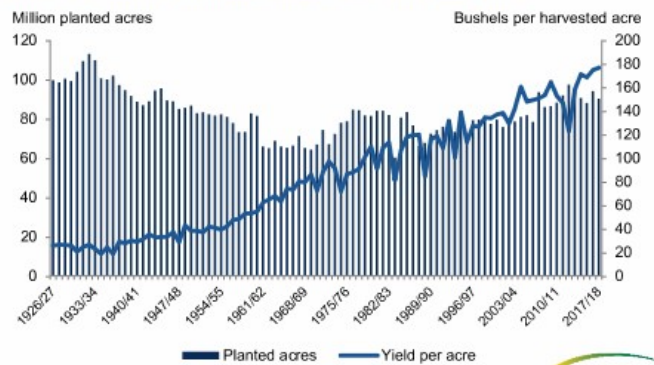
Corn Demand in the U.S.

- Corn has variety of uses and applications, including feed grains, ethanol for fuel and food, seed and industrial (FSI)
- Feed grains
 - ~96% of domestic feed grains are supplied by corn
 - Consumes ~38% of annual corn crop⁽¹⁾
- Ethanol
 - Consumes ~38% of annual corn crop⁽¹⁾
- Corn production driven more by yield than acres planted

U.S. Domestic Corn Use



Domestic Corn Planted Acres and Yield per Acre



Source: USDA Economic Research Service and USDA WASDE.

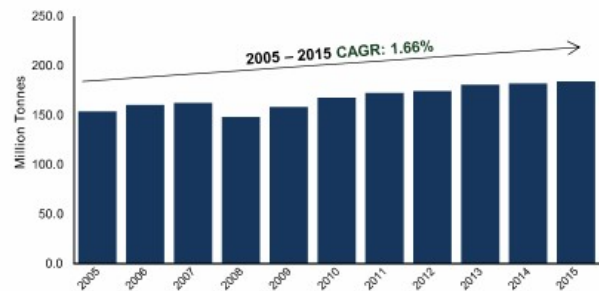
(1) Based on most recent five year average.

MARKET FUNDAMENTALS

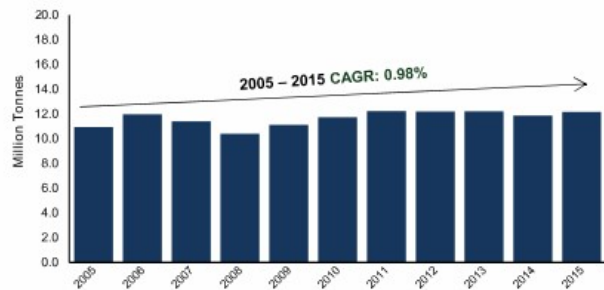
Corn Demand in the U.S.

- Global nitrogen consumption is projected to increase between 2005 and 2025 driven by:
 - Population growth
 - Decrease in farmland per capita
 - Biofuel consumption
 - Continued evolution to more protein-based diets in developing countries
- Nitrogen fertilizer is a relatively small component of farmers' cost profile

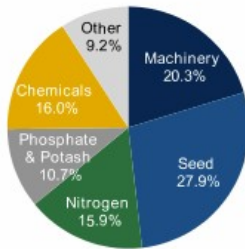
Global Fertilizer Consumption



U.S. Nitrogen Consumption



Sample 2018 Corn Belt Variable Cost Budget



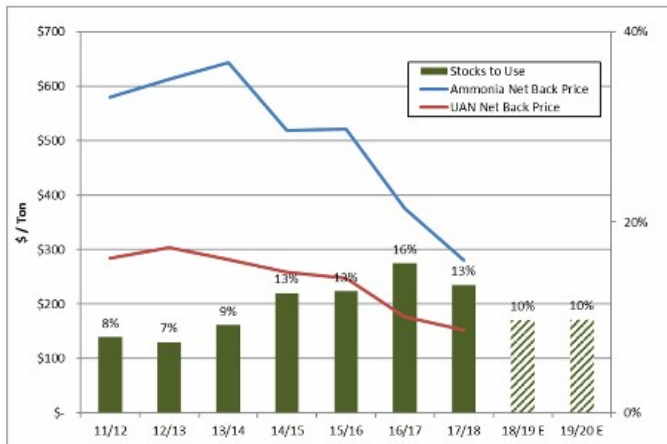
Source: International Fertilizer Industry Association, Iowa State University Ag Extension and FAO.



MARKET FUNDAMENTALS

U.S. Nitrogen Supply & Demand

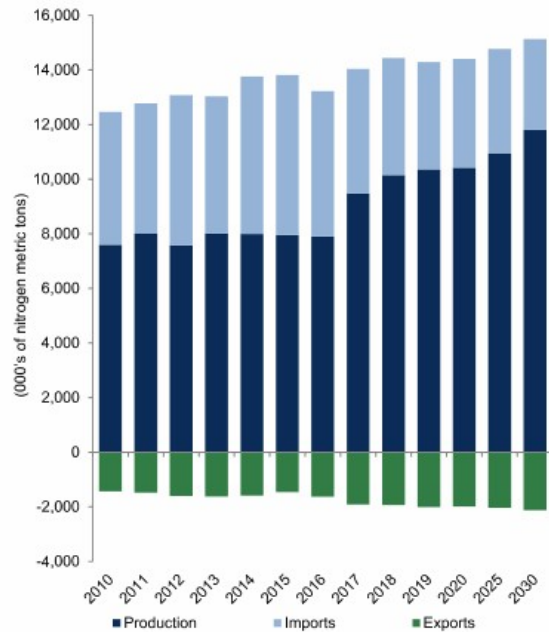
Corn Stocks to Use Compared to Net Back Fertilizer Pricing



- Estimated reduced corn stocks supports improving fundamentals for corn prices
- 2018 UAN summer fill prices improved \$30 to \$40 per ton over last year
- Major global nitrogen capacity build cycle largely complete in 2018. Product demand expected to exceed new supply for the next several years

Source: NPK Fertilizer Consultant, USDA, Blue Johnson and Associates, Inc.

U.S. Nitrogen Supply



Key Operating Statistics

Coffeyville

On-Stream Factors

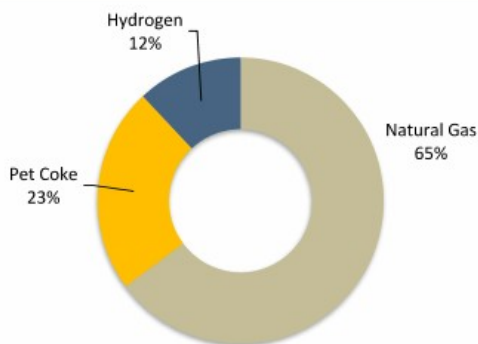


East Dubuque

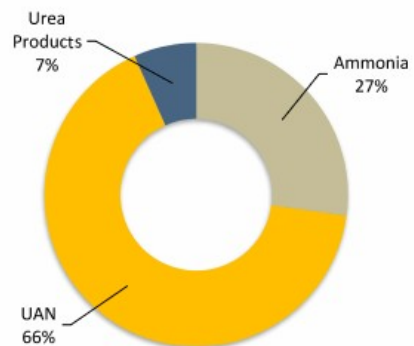
On-Stream Factors



Consolidated Feedstocks Costs⁽¹⁾



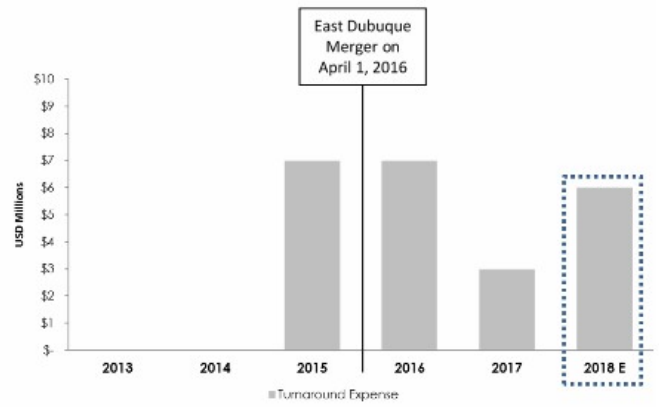
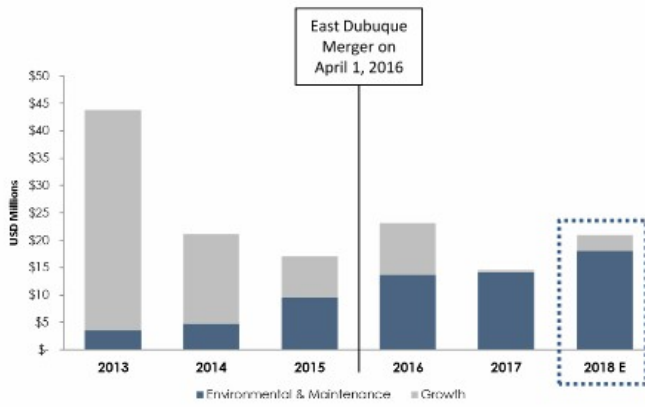
Consolidated Sales Revenue⁽¹⁾



(1) For the last twelve months ended June 30, 2018.



Capital Expenditures and Turnaround Expenses



Note: As of June 30, 2018





**CVR
Energy**

APPENDIX

Non-GAAP Financial Measures

EBITDA represents net income (loss) 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 noncontrolling interest.

Adjusted EBITDA represents EBITDA adjusted for consolidated (i) FIFO impact (favorable) unfavorable; (ii) major turnaround expenses (that many of our competitors capitalize and thereby exclude from their measures of EBITDA and adjusted EBITDA); (iii) (gain) loss on derivatives, net; and (iv) current period settlements on derivative contracts. EBITDA and Adjusted EBITDA are not recognized terms under GAAP and should not be substituted for net income (loss) or cash flow from operations. We believe 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.

Direct operating expenses, excluding major turnaround expenses, per total throughput barrel. For both refining margin and refining margin adjusted for FIFO impact, we present these measures on a per total throughput barrel basis. In order to calculate these non-GAAP operating metrics, we utilize the total dollar figures for refining margin and refining margin adjusted for FIFO impact, as derived above and divide by the applicable number of total throughput barrels for the period.

Non-GAAP Financial Measures

(\$ in millions)	LTM June 30,									
	2014	2015	2016	2017	3Q 2017	4Q 2017	1Q 2018	2Q 2018	2018	
Net income (loss) attributable to CVR Energy Stockholders	\$ 174	\$ 170	\$ 25	\$ 234	\$ 22	\$ 201	\$ 66	\$ 51	\$ 340	
Interest expense and other financing costs, net of interest income	39	47	83	109	27	27	26	27	107	
Income tax expense	98	85	(20)	(217)	9	(235)	21	17	(188)	
Depreciation and amortization	154	164	193	214	54	55	53	55	217	
Adjustments attributable to noncontrolling interest	(65)	(75)	(127)	(151)	(37)	(38)	(36)	(39)	(150)	
EBITDA	\$ 400	\$ 391	\$ 154	\$ 190	\$ 75	\$ 10	\$ 130	\$ 111	\$ 326	
FIFO impact, (favorable) unfavorable	161	60	(52)	(30)	(15)	(30)	(20)	(22)	(87)	
Share based compensation	12	13	-	-	-	-	-	-	-	
Major scheduled turnaround expenses	7	109	38	83	24	43	-	6	73	
Loss on extinguishment of debt	-	-	5	-	-	-	-	-	-	
Gain on derivatives, net	(186)	29	19	70	17	65	(60)	(10)	12	
Current period settlements on derivative contracts	122	(26)	36	(17)	-	(18)	14	17	13	
Flood insurance recovery	-	(27)	-	-	-	-	-	-	-	
Expenses associated with the East Dubuque Merger	-	2	3	-	-	-	-	-	-	
Insurance recovery - business interruption	-	-	(2)	(1)	(1)	-	-	-	(1)	
Adjustments attributable to noncontrolling interest	(43)	(52)	(20)	(37)	(9)	(21)	22	1	(7)	
Adjusted EBITDA	\$ 474	\$ 499	\$ 182	\$ 258	\$ 91	\$ 49	\$ 86	\$ 103	\$ 329	

In USD Millions, except per bbl data

	LTM June				
	3Q 2017	4Q 2017	1Q 2018	2Q 2018	30, 2018
Direct operating expenses	\$ 121	\$ 135	\$ 93	\$ 94	\$ 442
Major turnaround expenses	(22)	(43)	-	-	(65)
Direct operating expenses excluding turnaround	\$ 99	\$ 92	\$ 93	\$ 94	\$ 378
Throughput (bpd)	213,606	203,263	188,368	216,665	
Total Throughput (mm bbls)	20	19	17	20	75
Direct operating expenses excluding turnaround expenses per total throughput barrel				\$	5.04

Non-GAAP Financial Measures

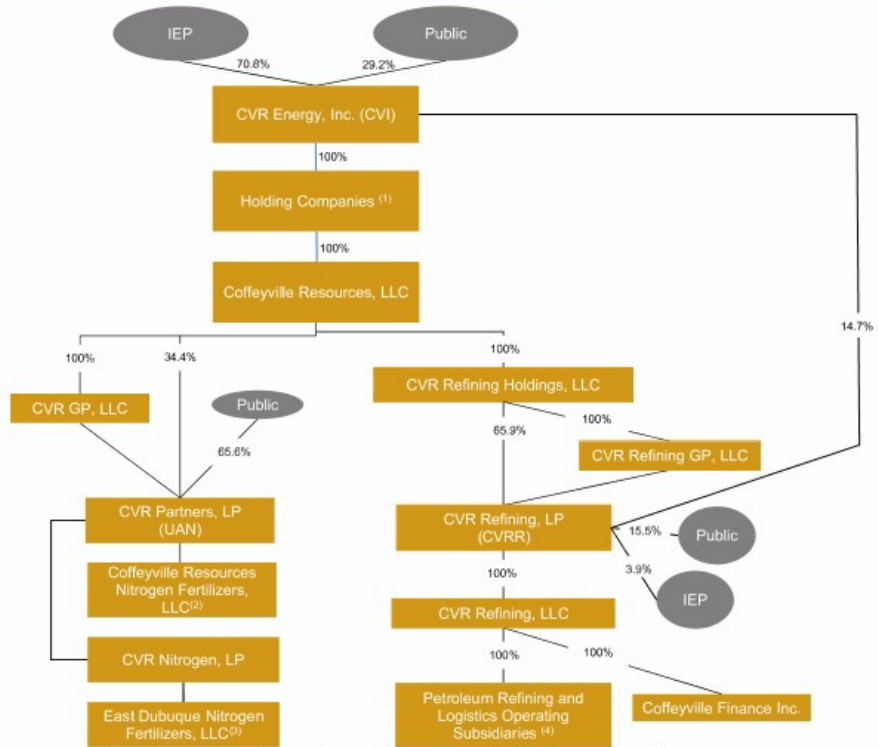
Reconciliation of Net Income attributable to CVR Energy to Projected Logistics EBITDA

USD Millions

Net Income attributable to CVR Energy	\$	53	-	\$	59
Income tax expense		11	-		13
Depreciation and amortization		6	-		8
Projected EBITDA	\$	70	-	\$	80

Note: reconciliation above excludes non-controlling interest impacts as those are not estimable.

Organizational Structure



- (1) Includes Coffeyville Nitrogen Fertilizers, Inc., CL JV Holdings, LLC, Coffeyville Refining & Marketing Holdings, Inc., Coffeyville Refining & Marketing, Inc., Coffeyville Terminal, Inc., Coffeyville Crude Transportation, Inc., and Coffeyville Pipeline, Inc.
- (2) Includes CVR Partners Fertilizer Business.
- (3) Includes East Dubuque Facility.
- (4) Includes Wynnewood Energy Company, LLC, Wynnewood Refining Company, LLC, Coffeyville Resources Refining & Marketing, LLC, Coffeyville Resources Crude Transportation, LLC, Coffeyville Resources Terminal, LLC, and Coffeyville Resources Pipeline, LLC.



