
**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): February 13, 2012

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))
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Item 7.01. Regulation FD Disclosure.

On February 13, 2012, CVR Energy, Inc., or the “Company,” issued a press release announcing that the Board of Directors of the Company had approved a regular quarterly cash dividend of \$0.08 per common share, the first of which will be paid following the end of the Company’s first quarter on a date to be set by the Board of Directors, and announcing that the Board of Directors intends to sell a portion of the Company’s investment in CVR Partners, LP. This press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. On February 13, 2012, the Company also posted an investor presentation to its website at www.cvrenergy.com under the tab “Investor Relations”. The information included in the presentation provides an overview of the approval of the regular quarterly cash dividend and other elements of the Company’s strategic plan. The presentation is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K and Exhibits 99.1 and 99.2 attached hereto are being furnished pursuant to Item 7.01 of Form 8-K and will 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 will 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, except as expressly set forth by specific reference in such filing.

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 February 13, 2012
- 99.2 Slides from Management Presentation, dated February 13, 2012

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: February 13, 2012

CVR ENERGY, INC.

By: /s/ John J. Lipinski
John J. Lipinski
Chief Executive Officer and President



**CVR ENERGY TO BEGIN A REGULAR QUARTERLY
CASH DIVIDEND OF \$0.08 PER SHARE**

BOARD ALSO ANNOUNCES INTENT TO SELL A PORTION OF CVR PARTNERS INVESTMENT

SUGAR LAND, Texas (Feb. 13, 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 has approved a regular quarterly cash dividend of \$0.08 per common share, the first of which will be paid following the end of the company’s first quarter on a date to be set by the Board. The Board reached its decision to initiate a regular quarterly dividend after an extensive review of the company’s financial performance and confidence in its future prospects and believes it is consistent with its continuing commitment to deliver long-term value for shareholders.

As part of that commitment, the Board also intends to sell a portion of the company’s investment in CVR Partners to pay for a special dividend to shareholders and strengthen the company’s balance sheet. The Board believes that a sale of a portion of the company’s interest offers the best opportunity to deliver significant value to shareholders in a reasonable time frame with minimal execution risk or structural impediments. The size, time and manner of the sale will be disclosed when the transaction is implemented.

“Given the projected cash generation of our refining business, the distributions we receive from our ownership in CVR Partners and our strong financial position, our Board determined after careful review of all its strategic options that it was appropriate to return a meaningful amount of cash to our shareholders. We intend to introduce a regular quarterly cash dividend that is in-line with our refining peers and a special dividend funded from the sale of a portion of our interest in CVR Partners,” said Jack Lipinski, chief executive officer of CVR Energy. “We are proud of our performance, confident in our prospects and look forward to continuing our long-term strategy of providing outstanding returns for our shareholders.”

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, 2010, and any subsequently filed quarterly reports on Form 10-Q. 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 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.

For further information, please contact:

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Returning Capital to Shareholders
February 13, 2012

We are taking action to prudently return cash to shareholders



CVR Energy Declares Regular Quarterly Dividend and Intends to Monetize a Portion of its Investment in CVR Partners

- **CVR Energy announced today its Board of Directors approved a regular quarterly cash dividend of \$0.08 per common share**
 - **Dividend will be payable following the end of the first quarter**
 - **Decision to initiate a regular quarterly dividend was reached after an extensive review of the company's financial performance and confidence in its future prospects**
 - **CVR Energy's Board believes a regular dividend is consistent with its continuing commitment to deliver long term value for shareholders**
- **CVR Energy intends to sell a portion of its investment in CVR Partners**
 - **The net proceeds will be used to pay a special dividend to CVR Energy's shareholders and to strengthen the company's balance sheet**
 - **Sizing broadly consistent with MLP offering precedent so that it can provide the greatest cash return to shareholders without significant negative impact on the market for CVR Partners**
 - **The size, time and manner of the sale will be disclosed when the transaction is implemented**
- **CVR Energy's Board has evaluated various financial and structural alternatives and believes these actions offer the best opportunity to enhance returns for shareholders in a reasonable time frame with minimal execution risk or structural impediments**

This plan is focused on shareholder value



Our plan provides transparency and certainty of execution and will deliver additional immediate and long-term value to CVR Energy shareholders



Institutes a regular quarterly dividend to benefit shareholders



Monetizes a portion of the CVR Partners stake after strong post-IPO performance



Returns a majority of the after-tax sale proceeds to CVR Energy shareholders via special dividend



Strengthens the balance sheet to better weather refining business cycles



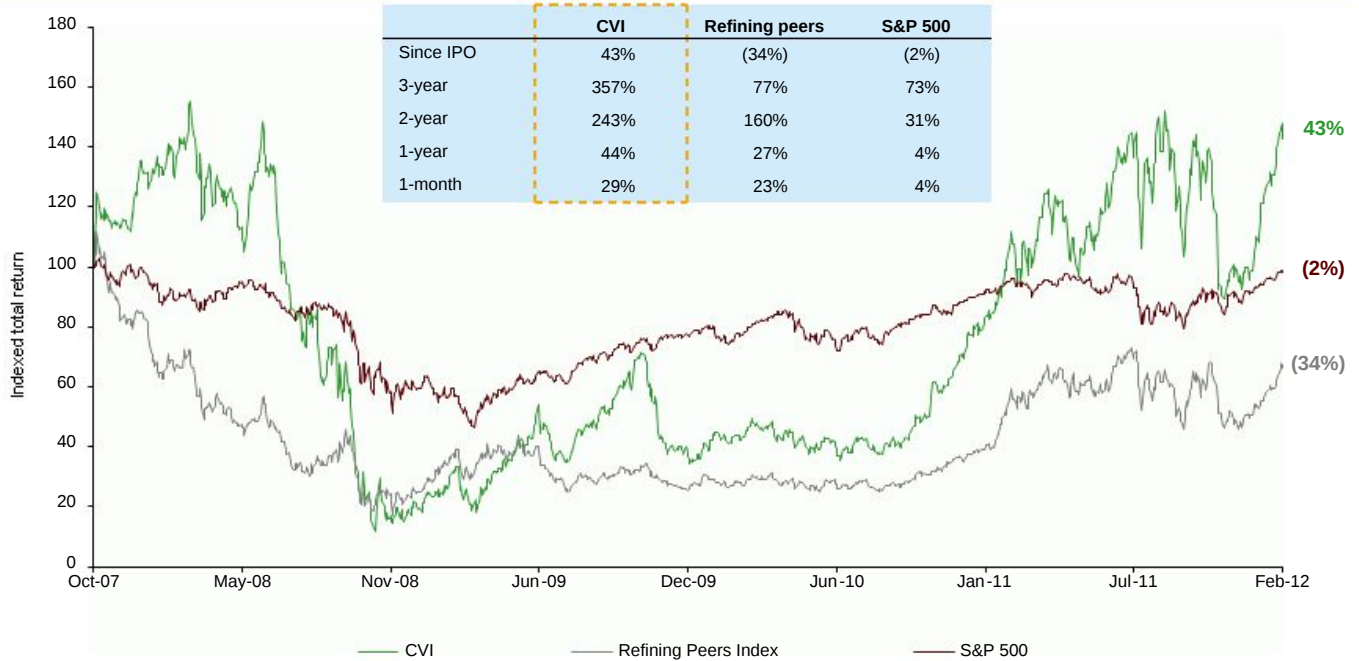
Increases the float and liquidity of CVR Partners without introducing an unproven new equity security to the market

Delivering value to CVR Energy shareholders



Since IPO, CVR Energy is #1 in total return among refining peers and remains focused on creating value for shareholders

Refiners relative total return performance



Note: Total return based on period from October 22, 2007 to February 10, 2012. CVI initial value based on IPO price of \$19.00 per share. CVI total return compared to total return of refining peers: ALJ, DK, HFC, TSO and WNR. Peer index equal weighted.

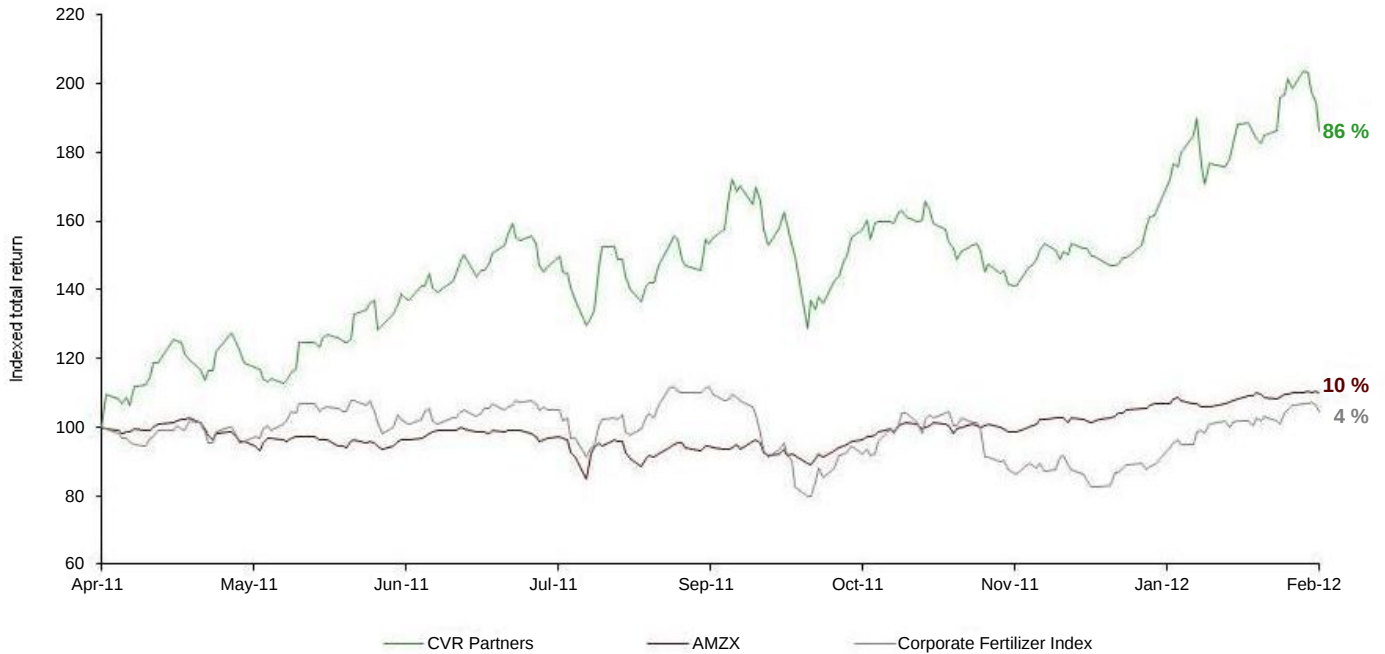
Source: Capital IQ

CVR Partners has outperformed the Alerian MLP index and fertilizer corporations



CVR Partners has provided a total return of 86% since IPO

Total return of UAN vs. Alerian MLP index and fertilizer corporations



Note: Total return based on period from April 7, 2011 to February 10, 2012. CVR Partners initial value based on IPO price of \$16.00 per unit. AMZX is based on the total return of the Alerian MLP index. Corporate fertilizer index equalweighted and includes AGU, CF and YAR. Performance calculated using local currency returns.
Source: Bloomberg, Capital IQ, Alerian

Our principles

- Commitment to operational excellence
- Commitment to building shareholder value in accordance with prudent capital allocation
- Continuously evaluating opportunities and alternatives to enhance value for or return cash to shareholders
- Transparency regarding our objectives
- Identifying outcomes that deliver value to our shareholders on a risk-adjusted basis within reasonable timeframes

Our announcement today is consistent with those principles

- ✓ Meaningful return of capital within definitive time frame
- ✓ Dividend signals our commitment to regularly return capital
- ✓ Our decision came following a review of other alternatives, including a full spin-off of CVR Partners, but our plan:
 - Provides greater certainty of shareholder return
 - Rapidly delivers cash to our shareholders
 - Maintains our ability to retain future cash and appreciation from CVR Partners distributions
 - Does not create the uncertainties related to introducing a new security without true comparables

Separating Refining and Fertilizer at this time is not an optimal strategy



A Fertilizer separation has significant structural, execution and valuation risks compared with our plan

Structural and execution risks

- ✗ Tax-free separation is complex and requires corporate holding company for UAN units (UAN Holdco)
- ✗ UAN Holdco would pay cash taxes on UAN distributions received, with an effective tax rate in excess of 40%
- ✗ Separation is time consuming and exposes shareholders to more market risk
- ✗ May require refinancing of existing CVR Energy's debt at significant premiums over par

Valuation risks

- ✗ UAN Holdco's valuation would be subject to significant uncertainty
 - No true comparable companies
 - UAN's variable distribution policy makes valuation inherently more volatile than other corporate GP holding companies
 - Unlike other corporate GP holding companies, there are no incentive distribution rights associated with CVR Energy's GP interest and no associated incremental cash flows
- ✗ CVR Energy and its shareholders would receive no cash proceeds today and forego future cash and appreciation from UAN distributions and unit sales
 - Potential impact on financial flexibility, ratings and cost of debt at CVR Energy
- ✗ To create value for shareholders, post-spin entities must trade at multiples above current levels and closest peers

We have a demonstrated track record of creating shareholder value



Our plan is consistent with our commitment to creating value through operating improvements, focused growth initiatives, conservative capital management and structural actions

Operational excellence and enhancements

- Increased total refining capacity and crude gathering
- Expanding UAN capacity

Improving financial strength

- Conservative leverage metrics led to Ba3 rating upgrade
- Tactical hedging and risk management

Willing to take action

- IPO of CVR Partners
- Accretive and synergistic acquisition of GWEC
- **Instituting a regular quarterly dividend**
- **Selling a portion of CVR Partners interest**