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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **February 20, 2014**

**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))

**Item 2.02. Results of Operations and Financial Condition.**

On February 20, 2014, CVR Energy, Inc. (the "Company") posted a presentation to its website at [www.cvrenergy.com](http://www.cvrenergy.com) under the tab "Investor Relations" providing information regarding its results of operations and financial condition for the quarter and fiscal year ended December 31, 2013. The presentation is furnished as Exhibit 99.1 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 Exhibit 99.1 attached hereto is being furnished pursuant to Item 2.02 and 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 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**

The following exhibit is being "furnished" as part of this Current Report on Form 8-K:

99.1 Slides from presentation.

**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 20, 2014

CVR Energy, Inc.

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



4<sup>th</sup> Quarter 2013 Earnings Report  
February 20, 2014



## Forward Looking Statements

*This presentation should be reviewed in conjunction with CVR Energy, Inc.'s Fourth Quarter earnings conference call held on February 20, 2014. 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.*



# Consolidated Results



	Fourth Quarter			Full Year		
	Q4 2013	Q4 2012	Percent Change	2013	2012	Percent Change
<i>(In millions, except for EPS/ EPU/Distributions)</i>						
Adjusted EBITDA <sup>(1)</sup>	\$ 110.0	\$ 210.3	-48%	\$ 659.7	\$ 1,264.5	-48%
Adjusted net income per diluted share <sup>(2)</sup>	\$ 0.71	\$ 1.20	-41%	\$ 4.01	\$ 7.55	-47%
Fertilizer Adjusted EBITDA <sup>(3)</sup>	\$ 36.6	\$ 27.1	35%	\$ 152.8	\$ 148.2	3%
CVR Partners Distributions	\$ 0.43	\$ 0.19	129%	\$ 1.98	\$ 1.81	10%
Petroleum Adjusted EBITDA <sup>(4)</sup>	\$ 117.5	\$ 198.2	-41%	\$ 712.0	\$ 1,178.9	-40%
CVR Refining Distributions	\$ 0.45	n/a	n/a	\$ 3.68	n/a	n/a

**Note:** Adjusted EBITDA for the fourth quarter 2013 and 2012 excludes turnaround expenses of \$0.0mm and \$93.7mm, respectively and for full year 2013 and 2012 excludes turnaround expenses of \$0.0mm and \$128.5mm, respectively

(1) Non-GAAP reconciliation on slide 10 for fourth quarter and slide 11 for full year

(2) Non-GAAP reconciliation on slide 12 for fourth quarter and slide 13 for full year

(3) Non-GAAP reconciliation on slide 14

(4) Non-GAAP reconciliation on slide 15

# Financial Results



	Fourth Quarter		Full Year	
	Q4 2013	Q4 2012	2013	2012
<i>(In millions, except for EPS)</i>				
Net earnings (loss) attributable to CVR Energy stockholders	\$ (21.7)	\$ 40.2	\$ 370.7	\$ 378.6
Earnings (loss) per diluted share	\$ (0.25)	\$ 0.46	\$ 4.27	\$ 4.33
EBITDA <sup>(1)</sup>	\$ (28.0)	\$ 105.7	\$ 696.4	\$ 801.3
Adjusted EBITDA <sup>(2)</sup>	\$ 110.0	\$ 210.3	\$ 659.7	\$ 1,264.5
Adjusted net income per diluted share <sup>(3)</sup>	\$ 0.71	\$ 1.20	\$ 4.01	\$ 7.55

**Note:** Adjusted EBITDA for the fourth quarter 2013 and 2012 excludes turnaround expenses of \$0.0mm and \$93.7mm, respectively and for full year 2013 and 2012 excludes turnaround expenses of \$0.0mm and \$128.5mm, respectively

(1) Non-GAAP reconciliation on slide 10 for fourth quarter and slide 11 for full year

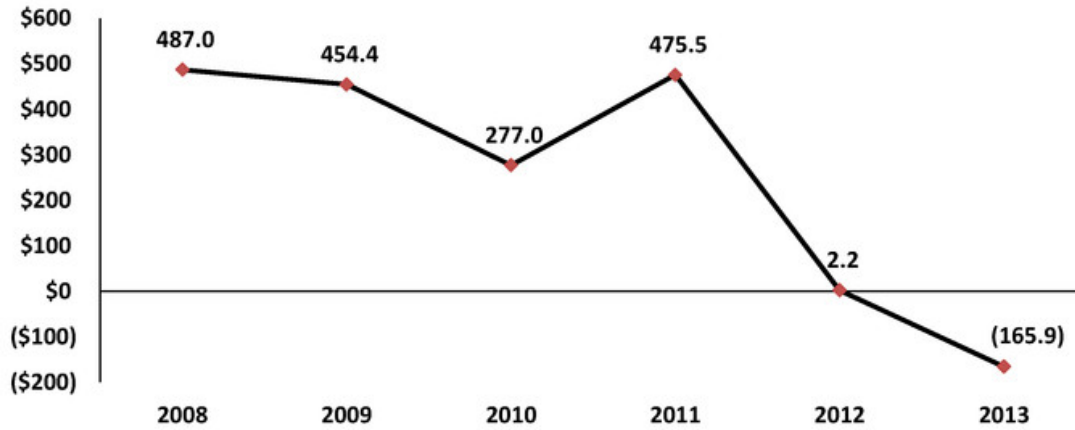
(2) Non-GAAP reconciliation on slide 10 for fourth quarter and slide 11 for full year

(3) Non-GAAP reconciliation on slide 12 for fourth quarter and slide 13 for full year

# Debt Metrics



**Consolidated Net Debt (Cash)**  
(\$s in millions)



Financial Metrics	2008	2009	2010	2011	2012	2013
▪ Debt to Capital	46%	43%	41%	43%	37%	36%
▪ Debt to Adj. EBITDA	2.3	2.4	2.5	1.2	0.7	1.0

**Note:** Refer to slide 8 for metrics used in calculations





Appendix



## Non-GAAP Financials Measures

*To supplement the actual results in accordance with GAAP for the applicable periods, the Company also uses non-GAAP 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 Financials Measures



*Adjusted net income is not a recognized term under GAAP and should not be substituted for net income (loss) 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.*

*EBITDA and Adjusted EBITDA. EBITDA represents net income (loss) before (i) interest expense and other financing costs, net of interest income, (ii) income tax expense (benefit) and (iii) depreciation and amortization. Adjusted EBITDA represents EBITDA adjusted for FIFO impacts (favorable) unfavorable, share-based compensation, major scheduled turnaround expenses, loss on disposition of fixed assets, (gain) loss on derivatives, net, current period settlements on derivative contracts, loss on extinguishment of debt and expenses associated with the Gary-Williams acquisition. EBITDA and Adjusted EBITDA are not recognized terms under GAAP and should not be substituted for net income or cash flow from operations. Management believes that EBITDA and Adjusted EBITDA enables investors to better understand and evaluate our ongoing operating results and allows 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*

*Adjusted Petroleum and Nitrogen Fertilizer EBITDA represents operating income adjusted for FIFO impacts (favorable) unfavorable, non-cash share-based compensation, major scheduled turnaround expenses, current period settlements on derivative contracts, loss on disposition of fixed assets, depreciation and amortization and other income (expense). We present Adjusted EBITDA by operating segment because it is the starting point for CVR Refining's and CVR Partner's calculation of available cash for distribution. Adjusted EBITDA by operating segment is not a recognized term under GAAP and should not be substituted for operating income as a measure of performance. Management believes that Adjusted EBITDA by operating segment enables investors to better understand CVR Refining's and CVR Partner's ability to make distributions to their common unitholders, evaluate our ongoing operating results and allows for greater transparency in reviewing our overall financial, operational and economic performance.*



# Capital Structure\*



Financials (\$ in millions)	Full Year					
	2008	2009	2010	2011	2012	2013
▪ Cash	\$ 8.9	\$ 36.9	\$ 200.0	\$ 388.3	\$ 896.0	\$ 842.1
▪ Total Debt, including current portion	495.9	491.3	477.0	863.8	898.2	676.2
▪ Net Debt (Cash)	487.0	454.4	277.0	475.5	2.2	(165.9)
▪ CVR Stockholder's Equity	579.5	653.8	689.6	1,151.6	1,525.1	1,188.6
▪ Adjusted EBITDA <sup>(1)(2)</sup>	\$ 218.1	\$ 206.8	\$ 192.0	\$ 691.3	\$ 1,264.5	\$ 659.7

Note: 2011 includes debt related to acquisition of Gary Williams but only 16 days of EBITDA contribution

\* Includes cash and debt of CVR Partners LP and CVR Refining LP

(1) Adjusted for FIFO, turnaround expenses, SBC, financing costs, gains/losses on derivatives, net, current period settlements on derivative contracts, asset dispositions, loss on extinguishment of debt, Gary Williams acquisition and integration costs, and bridge loan expenses

(2) Non-GAAP reconciliation on slide 9

# Consolidated Non-GAAP Financial Measures



Financials (\$ in millions)	Full Year					
	2008	2009	2010	2011	2012	2013
Net income attributable to CVR Energy stockholders	\$ 163.9	\$ 69.4	\$ 14.3	\$ 345.8	\$ 378.6	\$ 370.7
Interest expense and other financing costs, net of interest income	37.6	42.5	48.1	55.3	74.5	49.3
Depreciation and amortization	82.2	84.9	86.8	90.3	130.0	142.8
Income tax expense	63.9	29.2	13.8	209.5	225.6	183.7
FIFO impacts, (favorable) unfavorable	102.5	(67.9)	(31.7)	(25.6)	58.4	(21.3)
Goodwill impairment	42.8	-	-	-	-	-
(Gain) loss on derivatives, net	(125.3)	65.3	1.5	(78.1)	285.6	(57.1)
Current period settlements on derivative contracts <sup>(1)</sup>	(122.6)	(27.5)	(2.1)	(7.2)	(137.6)	6.4
Share-based compensation	(42.5)	8.8	37.2	27.2	39.1	18.4
Loss on disposal of fixed assets	2.3	-	2.7	2.5	-	-
Loss on extinguishment of debt	10.0	2.1	16.6	2.1	37.5	26.1
Major scheduled turnaround expenses	3.3	-	4.8	66.4	128.5	-
Expenses associated with proxy matter	-	-	-	-	44.2	-
Expenses associated with the acquisition of Gary-Williams <sup>(2)</sup>	-	-	-	9.1	11.0	-
Adjusted EBITDA and EBITDA expenses related to non-controlling interest	-	-	-	(6.0)	(10.9)	(59.3)
<b>Adjusted EBITDA</b>	<b>\$ 218.1</b>	<b>\$ 206.8</b>	<b>\$ 192.0</b>	<b>\$ 691.3</b>	<b>\$ 1,264.5</b>	<b>\$ 659.7</b>

(1) 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.

(2) Legal, professional and integration expenses related to the December 2011 acquisition



# Consolidated Non-GAAP Financial Measures



Financials (\$ in millions)	Fourth Quarter	
	12/31/2013	12/31/2012
Net income (loss) attributable to CVR Energy stockholders	\$ (21.7)	\$ 40.2
Interest expense and other financing costs, net of interest income	10.6	17.9
Depreciation and amortization	37.4	32.6
Income tax expense (benefit)	(39.1)	16.7
EBITDA adjustments included in noncontrolling interest	(15.2)	(1.7)
<b>EBITDA</b>	<b>\$ (28.0)</b>	<b>\$ 105.7</b>
FIFO impacts, (favorable) unfavorable	62.0	12.9
Loss on derivatives, net	115.9	8.2
Current period settlements on derivative contracts <sup>(1)</sup>	10.3	(57.1)
Share-based compensation	4.7	10.6
Loss on extinguishment of debt	-	37.5
Major scheduled turnaround expenses	-	93.7
Expenses associated with the acquisition of Gary-Williams <sup>(2)</sup>	-	0.7
Adjustments included in noncontrolling interest	(54.9)	(1.9)
<b>Adjusted EBITDA</b>	<b>\$ 110.0</b>	<b>\$ 210.3</b>

(1) 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.

(2) Legal, professional and integration expenses related to the December 2011 acquisition

# Consolidated Non-GAAP Financial Measures



Financials (\$ in millions)	Full Year	
	12/31/2013	12/31/2012
Net income attributable to CVR Energy stockholders	\$ 370.7	\$ 378.6
Interest expense and other financing costs, net of interest income	49.3	74.5
Depreciation and amortization	142.8	130.0
Income tax expense	183.7	225.6
EBITDA adjustments included in noncontrolling interest	(50.1)	(7.4)
<b>EBITDA</b>	<b>\$ 696.4</b>	<b>\$ 801.3</b>
FIFO impacts, (favorable) unfavorable	(21.3)	58.4
(Gain) loss on derivatives, net	(57.1)	285.6
Current period settlements on derivative contracts <sup>(1)</sup>	6.4	(137.6)
Share-based compensation	18.4	39.1
Loss on extinguishment of debt	26.1	37.5
Major scheduled turnaround expenses	-	128.5
Expenses associated with proxy matter	-	44.2
Expenses associated with the acquisition of Gary-Williams <sup>(2)</sup>	-	11.0
Adjustments included in noncontrolling interest	(9.2)	(3.5)
<b>Adjusted EBITDA</b>	<b>\$ 659.7</b>	<b>\$ 1,264.5</b>

(1) 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.

(2) Legal, professional and integration expenses related to the December 2011 acquisition

# Consolidated Non-GAAP Financial Measures



Financials (\$ in millions)	Fourth Quarter	
	12/31/2013	12/31/2012
Income (loss) before income tax expense (benefit)	\$ (79.7)	\$ 61.5
FIFO impact (favorable) unfavorable	62.0	12.9
Share-based compensation	4.7	10.6
Loss on extinguishment of debt	-	37.5
Major scheduled turnaround expenses	-	93.7
Loss on derivatives, net	115.9	8.2
Current period settlements on derivative contracts <sup>(1)</sup>	10.3	(57.1)
Expenses associated with the acquisition of Gary-Williams <sup>(2)</sup>	-	0.7
Adjusted income before income tax expense (benefit) and noncontrolling interest	\$ 113.2	\$ 168.0
Adjusted net income attributed to noncontrolling interest	(36.0)	(6.5)
Income tax expense, as adjusted	(15.5)	(57.7)
<b>Adjusted net income attributable to CVR Energy stockholders</b>	<b>\$ 61.7</b>	<b>\$ 103.8</b>
<b>Adjusted Net Income per diluted share</b>	<b>\$ 0.71</b>	<b>\$ 1.20</b>

(1) 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.

(2) Legal, professional and integration expenses related to the December 2011 acquisition

# Consolidated Non-GAAP Financial Measures



Financials (\$ in millions)	Full Year	
	12/31/2013	12/31/2012
Income before income tax expense	\$ 705.7	\$ 638.2
FIFO impact (favorable) unfavorable	(21.3)	58.4
Share-based compensation	18.4	39.1
Loss on extinguishment of debt	26.1	37.5
Major scheduled turnaround expenses	-	128.5
(Gain) loss on derivatives, net	(57.1)	285.6
Current period settlements on derivative contracts <sup>(1)</sup>	6.4	(137.6)
Expenses associated with proxy matters	-	44.2
Expenses associated with the acquisition of Gary-Williams <sup>(2)</sup>	-	11.0
<b>Adjusted income before income tax expense and noncontrolling interest</b>	<b>\$ 678.2</b>	<b>\$ 1,104.9</b>
Adjusted net income attributed to noncontrolling interest	(160.4)	(37.5)
Income tax expense, as adjusted	(169.2)	(407.3)
<b>Adjusted net income attributable to CVR Energy stockholders</b>	<b>\$ 348.6</b>	<b>\$ 660.1</b>
<b>Adjusted Net Income per diluted share</b>	<b>\$ 4.01</b>	<b>\$ 7.55</b>

(1) 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.

(2) Legal, professional and integration expenses related to the December 2011 acquisition



# Fertilizer Non-GAAP Financial Measures



Financials (\$ in millions)	Fourth Quarter		Full Year	
	12/31/2013	12/31/2012	12/31/2013	12/31/2012
Operating income	\$ 29.7	\$ 16.0	\$ 124.9	\$ 115.8
Depreciation and amortization	7.0	4.9	25.6	20.7
Other income, net	-	-	0.1	0.1
Major scheduled turnaround expenses	-	4.6	-	4.8
Share-based compensation, non-cash	(0.1)	1.6	2.2	6.8
<b>Adjusted EBITDA</b>	<b>\$ 36.6</b>	<b>\$ 27.1</b>	<b>\$ 152.8</b>	<b>\$ 148.2</b>



# Petroleum Non-GAAP Financial Measures



Financials (\$ in millions)	Fourth Quarter		Full Year	
	12/31/2013	12/31/2012	12/31/2013	12/31/2012
Operating income	\$ 14.9	\$ 121.3	\$ 603.0	\$ 1,012.5
FIFO impacts (favorable) unfavorable	62.0	12.9	(21.3)	58.4
Share-based compensation, non-cash	1.2	4.7	9.5	13.5
Major scheduled turnaround expenses	-	89.1	-	123.7
Current period settlements on derivative contracts <sup>(1)</sup>	10.3	(57.1)	6.4	(137.6)
Depreciation and amortization	29.1	27.3	114.3	107.6
Other income, net	-	-	0.1	0.8
<b>Adjusted EBITDA</b>	<b>\$ 117.5</b>	<b>\$ 198.2</b>	<b>\$ 712.0</b>	<b>\$ 1,178.9</b>

(1) 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.

