

**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): June 1, 2023

**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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value per share	CVI	The New York Stock Exchange

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.

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 1, 2023, CVR Energy, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (“Annual Meeting”). The stockholders of the Company as of the close of business April 3, 2023 voted on four proposals, consisting of (1) the election of six directors to the Company’s board of directors (the “Board”), each to serve until the 2024 annual meeting of stockholders of the Company or until such director’s successor has been elected and qualified; (2) the approval, by a non-binding advisory vote, of the Company’s named executive officer compensation as discussed in the Company’s Proxy Statement dated April 19, 2023, which was filed with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended (the “2023 Proxy Statement”), referred to as “Say-on-Pay”; (3) a recommendation, on an advisory basis, of the frequency of future Say-on-Pay voting, referred to as “Say-on-Pay Frequency”; and (4) the ratification of the appointment by the Audit Committee of the Board of Grant Thornton LLP as the independent registered public accounting firm for the Company for the 2023 fiscal year. For more information regarding the foregoing proposals, refer to the Company’s 2023 Proxy Statement.

At the Annual Meeting, (1) the six directors nominated by the Board were elected; (2) the stockholders voted, on an advisory basis, in favor of the Company’s named executive officer compensation; (3) the stockholders recommended, on an advisory basis, every 1 year for Say-on-Pay Frequency; and (4) the stockholders ratified Grant Thornton LLP as the independent registered public accounting firm for the Company for the 2023 fiscal year. The voting results for each of the proposals are summarized below.

**Proposal 1 - Election of Directors**

The nominees listed below were elected to the Board, with the respective votes set forth opposite of each nominee’s name:

<u>Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Ted Papapostolou	79,415,108	12,117,484	4,318,853
Jaffrey (Jay) A. Firestone	86,611,133	4,921,459	4,318,853
Hunter C. Gary	79,771,141	11,761,451	4,318,853
David L. Lamp	87,088,379	4,444,213	4,318,853
Stephen Mongillo	80,442,528	11,090,064	4,318,853
James M. Strock	73,870,472	17,662,120	4,318,853

**Proposal 2 - Say-on-Pay Proposal**

The stockholders approved, by a non-binding advisory vote, Say-on-Pay by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
90,423,916	1,044,231	64,445	4,318,853

**Proposal 3 - Say-on-Pay Frequency Proposal**

The stockholders recommended, by a non-binding advisory vote, Say-on-Pay Frequency by the following vote:

<u>Votes for 1 Year</u>	<u>Votes for 2 Years</u>	<u>Votes for 3 Years</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
90,204,626	46,551	1,216,795	64,620	4,318,853

**Proposal 4 - Auditor Ratification Proposal**

The appointment by the Audit Committee of Grant Thornton LLP as the independent registered public accounting firm for the Company for the 2023 fiscal year was ratified by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>
95,383,846	432,204	35,395

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**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:

<b>Exhibit Number</b>	<b>Exhibit Description</b>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

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## 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: June 2, 2023

CVR Energy, Inc.

By: /s/ Dane J. Neumann  
Dane J. Neumann  
Executive Vice President, Chief Financial Officer, Treasurer and  
Assistant Secretary