
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): May 21, 2019

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.

On May 21, 2019, CVR Energy, Inc. (the "Company") issued a press release announcing the engagement of BofA Merrill Lynch to assist it in evaluating potential strategic alternatives, including a potential sale, as well as the execution by one of its subsidiaries of a definitive agreement for the sale of its 1.5-million-barrel Cushing, Oklahoma, crude oil terminal and related assets to an affiliate of Plains All American Pipeline, L.P. for total consideration of approximately \$36 million, and the concurrent closing of such transaction. This press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K ("Current Report") and is incorporated herein by reference.

The information in this Current Report (including Exhibit 99.1) is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing 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 of admission by the Company that the information in this Current 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 its affiliates.

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:

| <u>Exhibit Number</u> | <u>Exhibit Description</u> |
|---------------------------|----------------------------|
|---------------------------|----------------------------|

| | |
|----------------------|--|
| 99.1 | Press Release dated May 21, 2019 |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 21, 2019

CVR Energy, Inc.

By: /s/ Tracy D. Jackson
Tracy D. Jackson
Executive Vice President and
Chief Financial Officer



CVR Energy Reports Evaluation of Strategic Alternatives, Sale of Cushing Terminal

SUGAR LAND, Texas (May 21, 2019) – CVR Energy, Inc. (NYSE: CVI) today announced that it has engaged BofA Merrill Lynch as its financial advisor to assist it in evaluating potential strategic alternatives, including a potential sale. The Company intends to evaluate alternatives in combination with its ongoing focus on accomplishing its strategic objectives, prudently managing costs and operating its businesses safely and reliably.

CVR Energy also announced that its subsidiary has entered into a definitive agreement for the sale of its 1.5-million-barrel Cushing, Oklahoma, crude oil terminal and related assets to an affiliate of Plains All American Pipeline, L.P. for total consideration of approximately \$36 million, and concurrently closed the transaction.

“CVR Energy is committed to maximizing value for its stockholders,” said Dave Lamp, CVR Energy’s Chief Executive Officer. “Both the sale of the Cushing terminal, which allowed us to derive value from an underutilized asset, and the exploration of potential strategic alternatives support this commitment. We are excited about the Company’s prospects and ability to enhance stockholder value through our initiatives, regardless of the outcome of a strategic alternative process.”

CVR Energy does not have a defined timeline for the exploration of strategic alternatives and makes no assurances that its evaluation will result in any transaction being announced or consummated. The Company does not currently intend to discuss or disclose further developments with respect to this process, unless and until its Board of Directors approves a specific transaction or otherwise determines that further disclosure is appropriate.

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. 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,” as that term is defined under the federal securities laws. These forward-looking statements include, but are not limited to, statements regarding future: evaluation or execution of strategic alternatives, including a potential sale, successful or at all; ability to accomplish

our strategic objectives and initiatives successfully or at all; cost management; maximization or enhancement of stockholder value; and safe and reliable operations. 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 additional discussion of risk factors that may affect our results, please see the risk factors and other disclosures included in our most recent Annual Report on Form 10-K, any subsequently filed Quarterly Reports on Form 10-Q and our other SEC filings. These and other 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 news 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, except to the extent required by law.

About CVR Energy, Inc.

Headquartered in Sugar Land, Texas, CVR Energy is a diversified holding company primarily engaged in the petroleum refining and marketing business through its interest in CVR Refining and the nitrogen fertilizer manufacturing business through its interest in CVR Partners, LP. CVR Energy subsidiaries serve as the general partner and own 34 percent of the common units of CVR Partners.

For further information, please contact:

Investor Contact:

Richard Roberts
CVR Energy, Inc.
(281) 207-3205

InvestorRelations@CVREnergy.com

Media Relations:

Brandee Stephens
CVR Energy, Inc.
(281) 207-3516

MediaRelations@CVREnergy.com