
**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): **November 1, 2013**

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 November 1, 2013, CVR Energy, Inc., or the "Company," posted a presentation to its website at www.cvrenergy.com under the tab "Investor Relations" providing information regarding its results of operations and financial condition for the quarter and nine months ended September 30, 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: November 1, 2013

CVR Energy, Inc.

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



3rd Quarter 2013 Earnings Report
November 1, 2013



Forward Looking Statements

This presentation should be reviewed in conjunction with CVR Energy, Inc.'s Third Quarter earnings conference call held on November 1, 2013. 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



<i>(In millions, except for EPS/ EPU/Distributions)</i>	Third Quarter			Year to Date		
	Q3 2013	Q3 2012	Percent Change	Q3 2013	Q3 2012	Percent Change
Adjusted EBITDA ⁽¹⁾	\$ 42.4	\$ 470.6	-91%	\$ 549.7	\$ 1,063.1	-48%
Adjusted net income per diluted share ⁽²⁾	\$ 0.06	\$ 3.00	-98%	\$ 3.30	\$ 6.42	-49%
Fertilizer Adjusted EBITDA ⁽³⁾	\$ 28.2	\$ 39.0	-28%	\$ 116.1	\$ 121.1	-4%
CVR Partners Distributions	\$ 0.36	\$ 0.50	-27%	\$ 1.55	\$ 1.62	-4%
Petroleum Adjusted EBITDA ⁽⁴⁾	\$ 33.9	\$ 444.2	-92%	\$ 594.5	\$ 989.7	-40%
CVR Refining Distributions	\$ 0.30	\$ -	n/a	\$ 3.23	n/a	n/a

Note: Adjusted EBITDA for the third quarter 2013 and 2012 excludes turnaround expenses of \$0.0mm and \$11.3mm, respectively and for year to date 2013 and 2012 excludes turnaround expenses of \$0.0 and \$34.8mm, respectively

(1) Non-GAAP reconciliation on slide 10 for third quarter and slide 11 for year to date

(2) Non-GAAP reconciliation on slide 12 for third quarter and slide 13 for year to date

(3) Non-GAAP reconciliation on slide 14

(4) Non-GAAP reconciliation on slide 15

Financial Results



	Third Quarter		Year to Date	
	Q3 2013	Q3 2012	Q3 2013	Q3 2012
<i>(In millions, except for EPS)</i>				
Net earnings attributable to CVR Energy stockholders	\$ 44.0	\$ 208.9	\$ 392.4	\$ 338.4
Earnings per diluted share	\$ 0.51	\$ 2.41	\$ 4.52	\$ 3.86
EBITDA ⁽¹⁾	\$ 106.0	\$ 386.4	\$ 724.4	\$ 695.7
Adjusted EBITDA ⁽²⁾	\$ 42.4	\$ 470.6	\$ 549.7	\$ 1,063.1
Adjusted net income per diluted share ⁽³⁾	\$ 0.06	\$ 3.00	\$ 3.30	\$ 6.42

Note: Adjusted EBITDA for the third quarter 2013 and 2012 excludes turnaround expenses of \$0.0mm and \$11.3mm, respectively and for year to date 2013 and 2012 excludes turnaround expenses of \$0.0 and \$34.8mm, respectively

(1) Non-GAAP reconciliation on slide 10 for third quarter and slide 11 for year to date

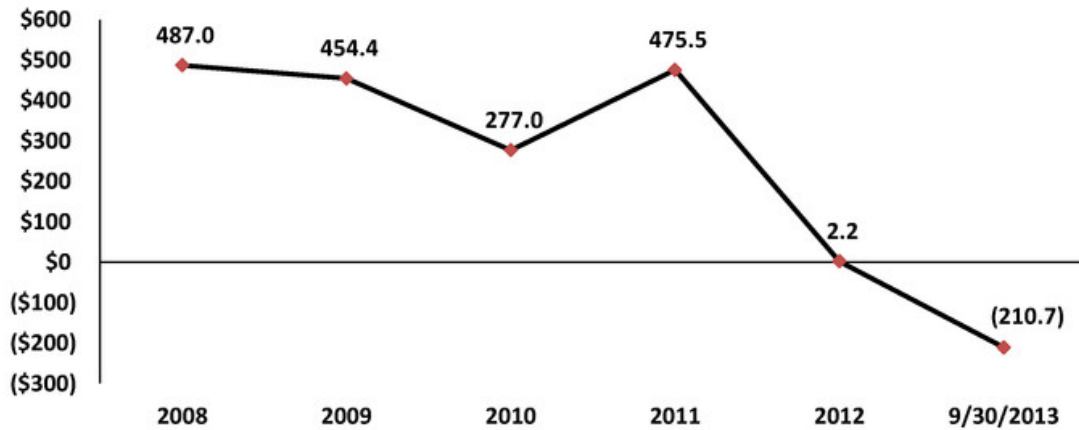
(2) Non-GAAP reconciliation on slide 10 for third quarter and slide 11 for year to date

(3) Non-GAAP reconciliation on slide 12 for third quarter and slide 13 for year to date

Debt Metrics



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



Financial Metrics	2008	2009	2010	2011	2012	LTM Q3 2013
▪ Debt to Capital	46%	43%	41%	43%	37%	35%
▪ Debt to Adj. EBITDA	2.3	2.4	2.5	1.2	0.7	0.9

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 before (i) interest expense and other financing costs, net of interest income, (ii) income tax expense 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, net, 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 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	LTM Q3 2013
▪ Cash	\$ 8.9	\$ 36.9	\$ 200.0	\$ 388.3	\$ 896.0	\$ 887.1
▪ Total Debt, including current portion	495.9	491.3	477.0	863.8	898.2	676.4
▪ Net Debt	487.0	454.4	277.0	475.5	2.2	(210.7)
▪ CVR Stockholder's Equity	579.5	653.8	689.6	1,151.6	1,525.2	1,276.2
▪ Adjusted EBITDA ⁽¹⁾⁽²⁾	\$ 218.1	\$ 206.8	\$ 192.0	\$ 689.8	\$ 1,264.2	\$ 769.1

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 and gains/losses on derivatives, 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	LTM Q3 2013
Net income (loss) attributable to CVR Energy stockholders	\$ 163.9	\$ 69.4	\$ 14.3	\$ 345.8	\$ 378.6	\$ 432.6
Interest expense and other financing costs, net of interest income	37.6	42.5	48.1	55.3	74.6	56.6
Depreciation and amortization	82.2	84.9	86.8	90.3	130.0	138.0
Income tax expense	63.9	29.2	13.8	209.5	225.6	239.4
FIFO impacts (favorable) unfavorable	102.5	(67.9)	(31.7)	(25.6)	58.4	(61.2)
Goodwill impairment	42.8	-	-	-	-	-
(Gain) loss on derivatives, net	(125.3)	65.3	1.5	(78.1)	285.6	(164.8)
Current period settlements on derivative contracts	(122.6)	(27.5)	(2.1)	(7.2)	(137.6)	(61.0)
Share-based compensation	(42.5)	8.8	37.2	27.2	39.1	24.3
Loss on disposal of fixed asset	2.3	-	2.7	2.5	-	-
Loss on extinguishment of debt	10.0	2.1	16.6	2.1	37.5	63.6
Major scheduled turnaround expenses	3.3	-	4.8	66.4	128.5	93.7
Expenses associated with proxy matter	-	-	-	-	44.2	-
Expenses associated with Gary-Williams acquisition	-	-	-	9.1	11.0	0.7
Adjusted EBITDA and EBITDA expenses related to non-controlling interest	-	-	-	(7.5)	(11.3)	7.2
Adjusted EBITDA	\$ 218.1	\$ 206.8	\$ 192.0	\$ 689.8	\$ 1,264.2	\$ 769.1

Consolidated Non-GAAP Financial Measures



Financials (\$ in millions)	Third Quarter	
	9/30/2013	9/30/2012
Net income attributable to CVR Energy stockholders	\$ 44.0	\$ 208.9
Interest expense and other financing costs, net of interest income	11.4	18.6
Depreciation and amortization	36.2	33.1
Income tax expense	29.5	127.6
EBITDA adjustments included in noncontrolling interest	(15.1)	(1.8)
EBITDA	\$ 106.0	\$ 386.4
FIFO impacts (favorable) unfavorable	(54.3)	(50.9)
(Gain) loss on derivatives, net	(72.5)	168.9
Current period settlements on derivative contracts	33.9	(53.2)
Share-based compensation	3.4	6.5
Major scheduled turnaround expenses	-	11.3
Expenses associated with Gary-Williams acquisition	-	2.0
Adjustments included in noncontrolling interest	25.9	(0.4)
Adjusted EBITDA	\$ 42.4	\$ 470.6

Consolidated Non-GAAP Financial Measures



Financials (\$ in millions)	Year to Date	
	9/30/2013	9/30/2012
Net income attributable to CVR Energy stockholders	\$ 392.4	\$ 338.4
Interest expense and other financing costs, net of interest income	38.7	56.6
Depreciation and amortization	105.4	97.4
Income tax expense	222.8	209.0
EBITDA adjustments included in noncontrolling interest	(34.9)	(5.7)
EBITDA	\$ 724.4	\$ 695.7
FIFO impacts (favorable) unfavorable	(83.3)	54.3
(Gain) loss on derivatives, net	(173.0)	277.4
Current period settlements on derivative contracts	(3.9)	(80.4)
Share-based compensation	13.7	28.5
Loss on extinguishment of debt	26.1	-
Major scheduled turnaround expenses	-	34.8
Expenses associated with proxy matter	-	44.2
Expenses associated with Gary-Williams acquisition	-	10.3
Adjustments included in noncontrolling interest	45.7	(1.7)
Adjusted EBITDA	\$ 549.7	\$ 1,063.1

Consolidated Non-GAAP Financial Measures



Financials (\$ in millions)	Third Quarter	
	9/30/2013	9/30/2012
Income before income tax expense	\$ 107.7	\$ 346.1
FIFO impacts (favorable) unfavorable	(54.3)	(50.9)
Share-based compensation	3.4	6.5
Major scheduled turnaround expenses	-	11.3
(Gain) loss on derivatives, net	(72.5)	168.9
Current period settlements on derivative contracts	33.9	(53.2)
Expenses associated with the acquisition of Gary-Williams ⁽¹⁾	-	2.0
Adjusted income before income tax expense and noncontrolling interest	\$ 18.2	\$ 430.7
Adjusted net income attributable to noncontrolling interest	(8.3)	(10.0)
Income tax expense, as adjusted	(4.7)	(160.5)
Adjusted net income attributable to CVR Energy stockholders	\$ 5.2	\$ 260.2
Adjusted Net Income per diluted share	\$ 0.06	\$ 3.00

(1) Legal, professional and integration expenses related to the December 2011 acquisition of Gary-Williams

Consolidated Non-GAAP Financial Measures



Financials (\$ in millions)	Year to Date	
	9/30/2013	9/30/2012
Income before income tax expense	\$ 785.4	\$ 576.8
FIFO impacts (favorable) unfavorable	(83.3)	54.3
Share-based compensation	13.7	28.5
Loss on extinguishment of debt	26.1	-
Major scheduled turnaround expenses	-	34.8
(Gain) loss on derivatives, net	(173.0)	277.4
Current period settlements on derivative contracts	(3.9)	(80.4)
Expenses associated with proxy matters	-	44.2
Expenses associated with the acquisition of Gary-Williams ⁽¹⁾	-	10.3
Adjusted income before income tax expense and noncontrolling interest	\$ 565.0	\$ 945.9
Adjusted net income attributable to noncontrolling interest	(124.4)	(31.1)
Income tax expense, as adjusted	(154.3)	(352.7)
Adjusted net income attributable to CVR Energy stockholders	\$ 286.3	\$ 562.1
Adjusted Net Income per diluted share	\$ 3.30	\$ 6.42

(1) Legal, professional and integration expenses related to the December 2011 acquisition of Gary-Williams

Fertilizer Non-GAAP Financial Measures



Financials (\$ in millions)	Third Quarter		Year to Date	
	9/30/2013	9/30/2012	9/30/2013	9/30/2012
Operating income	\$ 21.3	\$ 32.3	\$ 95.2	\$ 99.8
Depreciation and amortization	6.6	5.2	18.5	15.8
Other income, net	-	0.1	0.1	0.1
Major scheduled turnaround expenses	-	0.2	-	0.2
Share-based compensation, non-cash	0.3	1.2	2.3	5.2
Adjusted EBITDA	\$ 28.2	\$ 39.0	\$ 116.1	\$ 121.1

Petroleum Non-GAAP Financial Measures



Financials (\$ in millions)	Third Quarter		Year to Date	
	9/30/2013	9/30/2012	9/30/2013	9/30/2012
Operating income	\$ 23.4	\$ 507.5	\$ 588.1	\$ 891.2
FIFO impacts (favorable) unfavorable	(54.3)	(50.9)	(83.3)	54.3
Share-based compensation, non-cash	2.1	2.3	8.3	8.8
Major scheduled turnaround expenses	-	11.1	-	34.6
Loss on disposition of fixed assets	-	-	-	-
Current period settlements on derivative contracts ⁽¹⁾	33.9	(53.2)	(3.9)	(80.4)
Depreciation and amortization	28.8	27.5	85.2	80.4
Other income	-	(0.1)	0.1	0.8
Adjusted EBITDA	\$ 33.9	\$ 444.2	\$ 594.5	\$ 989.7

(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.

