

CVR ENERGY INC  
Form 8-K  
June 29, 2012

**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): June 29, 2012 (June 27, 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)**

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**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 27, 2012, the board of directors (the Board) of CVR Energy, Inc. (the Company) appointed Carl C. Icahn as a director of the Company and as Chairman of the Board. Mr. Icahn and certain of his affiliates currently own 71,198,718 shares or approximately 80% of the Company's outstanding shares. Mr. Icahn will not receive any compensation for serving on the Board. See the Company's Form 8-K filed on April 23, 2012 for a description of the Transaction Agreement dated April 18, 2012, by and among the Company and the other parties thereto, including Mr. Icahn.

**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 29, 2012

CVR Energy, Inc.

By: /s/ Edmund S. Gross  
Edmund S. Gross,  
Senior Vice President, General Counsel  
And Secretary