

**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): September 13, 2022

CVR PARTNERS, LP

(Exact name of registrant as specified in its charter)

001-35120

(Commission File Number)

56-2677689

(I.R.S. Employer Identification Number)

Delaware

(State or other jurisdiction of incorporation)

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:

Title of Each Class
Common units representing limited partner interests

Trading Symbol(s)
UAN

Name of each exchange on which registered
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.

Item 7.01. Regulation FD Disclosure

Beginning September 13, 2022, CVR Partners, LP (the "Partnership") will be using the Investor Presentation (the "Investor Presentation"), which contains forward-looking statements, in meetings with certain current and potential investors and analysts. The Investor Presentation, available on the Investor Relations page of the Partnership's website at www.CVRPartners.com, 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 and Exhibit 99.1 is being furnished, not filed, pursuant to Items 7.01 and 9.01 of Form 8-K. Accordingly, the information in Items 7.01 and 9.01 of this Current Report, including Exhibit 99.1, will not be subject to liability under Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and will not be incorporated by reference into any registration statement or other document filed by the Partnership 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 Current Report, including Exhibit 99.1, is not intended to, and does not, constitute a determination or admission by the Partnership that the information in this Current Report, including Exhibit 99.1, is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Partnership or any of its affiliates.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

The following exhibit is being "furnished" as part of this Current Report:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Investor Presentation to be used beginning September 13, 2022.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

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: September 13, 2022

CVR Partners, LP
By: CVR GP, LLC, its general partner

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



Investor Presentation

September 2022

Forward-Looking Statements



This presentation contains forward-looking statements ("FLS") based on management's current expectations and beliefs, as well as a number of assumptions concerning future events. The assumptions and estimates underlying FLS are inherently uncertain and are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective information. Accordingly, there can be no assurance we will achieve the future results we expect or that actual results will not differ materially from expectations. 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 FLS and include, but are not limited to, statements regarding future: improving industry fundamentals and business environment; global supply of nitrogen fertilizers, including the tightness thereof; energy pricing; European nitrogen fertilizer production, including curtailments; export restrictions, including in China; grain pricing and carryout inventory levels, including impact on fertilizer planting demand; cost environments for nitrogen fertilizer production; CVR Partners' market position; cost of logistics; timing of our and third-party maintenance turnarounds; trends in fertilizer supply and demand; corn stocks to use ratios; fertilizer cost structure and ability to significantly improve yields; completion of global nitrogen fertilizer build cycle; U.S. exports of nitrogen fertilizer; nitrogen fertilizer demand; corn pricing, planted acreage and harvest yields, and the impact thereon on carryout; nitrogen fertilizer pricing, including the drivers thereof; U.S. demand for corn, including the strength and uses thereof; grain pricing impact on fertilizer application; costs to produce nitrogen fertilizer, including cost of natural gas, other feedstocks and freight; weather conditions; the strategic location of our assets, including our ability to minimize distribution costs and maximize net back pricing; our access to rail distribution points and storage locations; ammonia and UAN production volumes; our marketing agreements; ammonia utilization; feedstock cost; sales revenue and volume, including the increase thereof; our financial results; distributions to our common unit holders (if any), including the timing and amount thereof; plant utilization, including the drivers and improvement thereof as a result of our maintenance turnarounds; farmer economics; U.S. supply disruptions; trends in nitrogen fertilizer pricing, including the upward trend thereof; capital and turnaround expenses; our ESG objectives and metrics; typical farming activities and the timing thereof; incentive distribution rights of our general partner; and other matters. The assumptions and estimates underlying FLS are inherently uncertain, many of which are beyond our control, and are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective information. Accordingly, there can be no assurance that we will achieve the future results we expect or that actual results will not differ materially from expectations. The FLS included in this presentation are made only as of the date hereof.

You are cautioned not to put undue reliance on such FLS (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 those set forth under "Risk Factors" in CVR Partners, LP's 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 Partners, LP assumes no obligation to, and expressly disclaims any obligation to, update or revise any FLS, whether as a result of new information, future events or otherwise, except as required by law.

Non-GAAP Financial Measures

Certain financial information in this presentation (including EBITDA, Adjusted EBITDA and Available Cash for Distribution) are not presentations made in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") and use of such terms varies from others in the same industry. Non-GAAP financial measures should not be considered as alternatives to income from continuing operations, income from operations or any other performance measures derived in accordance with GAAP. Non-GAAP financial measures have important limitations as analytical tools, and you should not consider them in isolation or as substitutes for results as reported under GAAP. This presentation includes a reconciliation of certain non-GAAP financial measures to the most directly comparable financial measures calculated in accordance with GAAP.

Key Investment Highlights

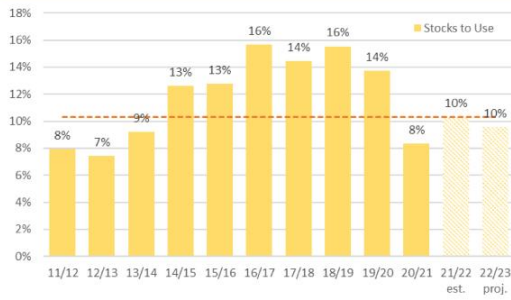


- CVR Partners, LP (NYSE: UAN) is a leading North American producer and distributor of nitrogen fertilizer products
 - Delivered over 1.4 million tons of nitrogen fertilizer products during LTM June 2022
 - Structured as a publicly-traded master limited partnership with a variable distribution model
 - Non-economic General Partner with no Incentive Distribution Rights (IDRs)
 - Adjusted LTM EBITDA through June 30, 2022 of \$427 million
- Fundamentals have significantly improved in the nitrogen fertilizer industry
 - Global supply is tight with high energy prices driving fertilizer production curtailments in Europe while China is restricting fertilizer exports
 - Grain prices are at 10-year highs while carryout inventories are estimated to be at 10-year lows
 - Low grain inventory carryout underpins Fall 2022 and Spring 2023 planting demand for fertilizer
 - The U.S. provides the lowest cost environment to produce nitrogen fertilizer due to relatively low natural gas prices and freight costs for imports
- Attractive market position
 - Fertilizer facilities are strategically located in the Corn Belt
 - Differentiated feedstock slate through petroleum coke exposure at our Coffeyville Facility
 - Low-cost logistics options
 - Following completion of planned turnarounds in 3Q 2022, no planned turnarounds until Fall 2024
- Experienced management team

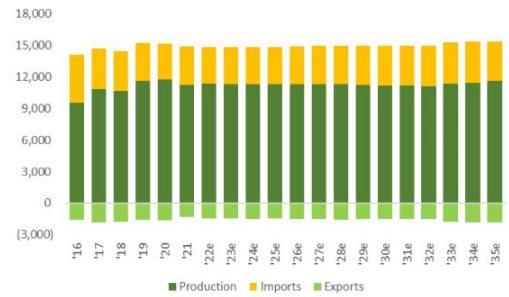
Positive Trends in Fertilizer Supply & Demand



Corn Stocks to Use



U.S. Nitrogen Supply



- Fertilizers typically represent approximately 15% of farmers' cost structure and significantly improve yields.
- USDA projecting stocks to use ratio for 2021/2022 at approximately 10%, one of the lowest levels since 2014.
- Major global nitrogen capacity build cycle largely complete in 2017/2018, and additional tons have been absorbed by the market.
- Reduced global supply of nitrogen fertilizers due to production curtailments in Europe and restrictions on exports from China.
- U.S. has become an exporter of nitrogen fertilizer to Europe.

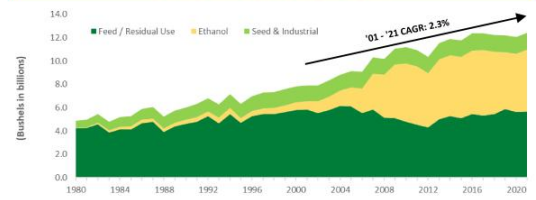
Higher demand driven by lower ending corn stocks and increased corn prices combined with reduced fertilizer supply have all contributed to higher product pricing for nitrogen fertilizer.

Strong Demand for Corn in the U.S.

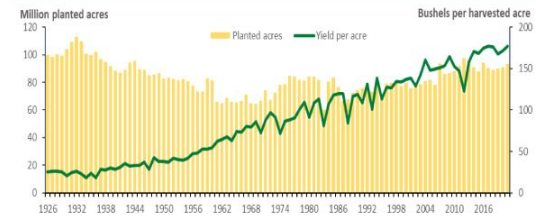


- Corn has a variety of uses and applications, including feed grains, ethanol for fuel, and food, seed and industrial (FSI)
- Feed grains
 - ~96% of domestic feed grains are supplied by corn
 - Consumes ~39% of annual corn crop⁽¹⁾
- Ethanol
 - Consumes ~37% of annual corn crop⁽¹⁾
 - Corn demand for 2021 was impacted by the loss of gasoline and ethanol demand as a result of COVID-19
 - Increased export volumes more than offset temporary demand loss from ethanol
- Corn production typically driven more by yield than acres planted
- Nitrogen fertilizer is generally low on the cost curve for farmers

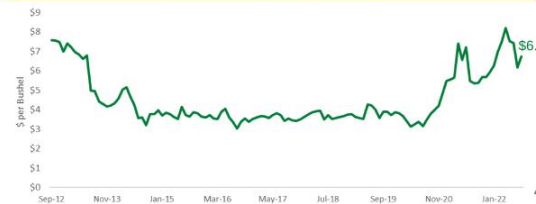
U.S. Domestic Corn Use



Domestic Corn Planted Acres and Yield per Acre



Historical Corn Pricing



Source: USDA Economic Research Service and USDA WASDE.
 (1) Based on 2017 – 2021 average.

Domestic Nitrogen Fertilizer Market Conditions

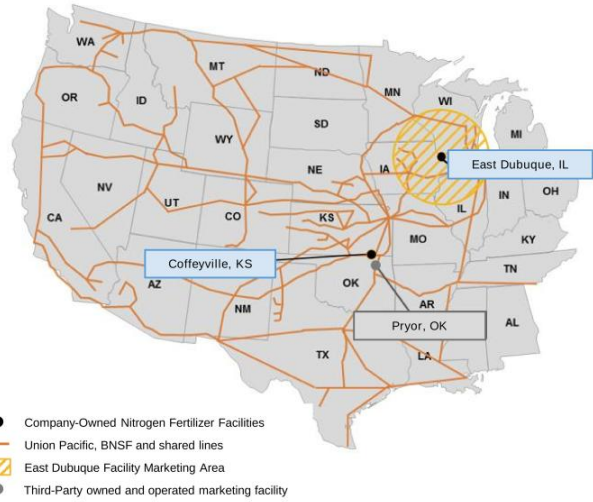


2021	Summer	<ul style="list-style-type: none"> ➤ NOLA UAN fill price \$280 - \$285/ton for Q3 shipment. ➤ Producer turnarounds at multiple plants in the Midwest, as many 2020 turnarounds were delayed to the summer due to COVID-19. ➤ Commodity prices remained strong, with corn prices ranging from \$5.00 - \$5.50/bu and wheat \$6.75 - \$7.00/bu.
	Fall / Winter	<ul style="list-style-type: none"> ➤ Hurricane activity caused the shutdown of several U.S. production facilities for several weeks, further tightening supply. ➤ Favorable dry fall weather conditions led to an early corn harvest and extended timeframe for ammonia application. ➤ European production curtailments due to spike in natural gas prices along with China and Russia export restrictions further tightened the global supply of fertilizers. ➤ Corn prices strengthened further with Russia/Ukraine conflict, with futures prices for May 2022 over \$7/bu and December 2022 over \$6/bu.
2022	Spring	<ul style="list-style-type: none"> ➤ Persistent high natural gas prices in Europe and export restrictions in China and Russia continue to limit global supply of nitrogen fertilizers. ➤ Cold and wet weather in the U.S. led to a slower than normal start to corn planting – higher fertilizer prices led to lower application levels. ➤ Corn and wheat prices remained strong with concerns over global grain supplies amid the ongoing Russia/Ukraine conflict and drought conditions in the U.S. wheatbelt.
	Summer	<ul style="list-style-type: none"> ➤ NOLA UAN fill price \$400 - \$420/ton for Q3 shipment. Ammonia fill price \$900 - \$950/ton for Q3 shipment. Anticipating strong fall application of ammonia as growers evaluate input costs for 2023. ➤ Skyrocketing natural gas prices in Europe have caused a significant amount of European fertilizer production facilities to curtail production or shut-in entirely, driving European imports of nitrogen fertilizers from the U.S. and Trinidad. ➤ Drought and heat conditions globally potentially leading to lower-than-expected harvest yields and lower carryout inventories. ➤ Commodity prices remain strong, with December corn futures prices over \$6.50/bu and wheat over \$8.00/bu.

Strategically Located Assets



- Large geographic footprint serving the Southern Plains and Corn Belt region
- Well positioned to minimize distribution costs and maximize net back pricing
- Rail loading rack at Coffeyville provides significant logistics optionality west of the Mississippi River due to access to both UP and BNSF delivery points
- Production sustainability due to storage capabilities at the plants and offsite locations
- Marketing agreement with LSB Industries for Pryor, OK, facility's UAN production



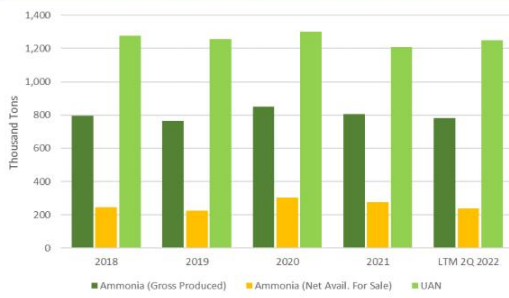
Metric	Coffeyville Facility	East Dubuque Facility
Current Ammonia / UAN Capacity	1,300 / 3,000 TPD	1,075 / 1,000 TPD
LTM 2Q 2022 Ammonia / UAN Production Volumes	2,124 / 3,425 TPD (Consolidated)	
Feedstock	Pet Coke	Natural Gas
Distribution Methods	Rail ⁽¹⁾ & Truck	Rail ⁽²⁾ , Truck & Barge

(1) Coffeyville Facility carries out railcar distribution via the Union Pacific ("UP") or Burlington Northern Santa Fe ("BNSF") railroad lines.
 (2) East Dubuque Facility carries out railcar distribution via the Canadian National Railway Company.

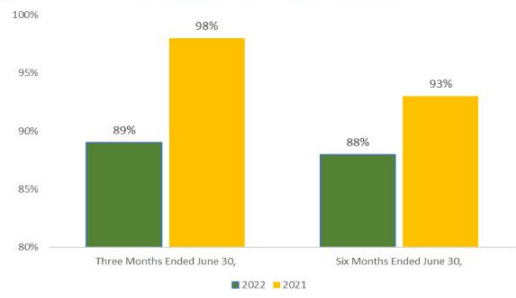
Key Operating Statistics



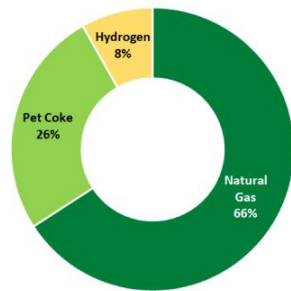
Consolidated Production Volumes⁽¹⁾



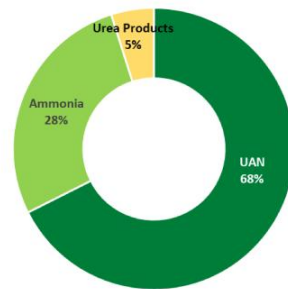
Consolidated Ammonia Utilization⁽²⁾



Consolidated Feedstock Costs⁽¹⁾



Consolidated Sales Revenue⁽¹⁾⁽³⁾

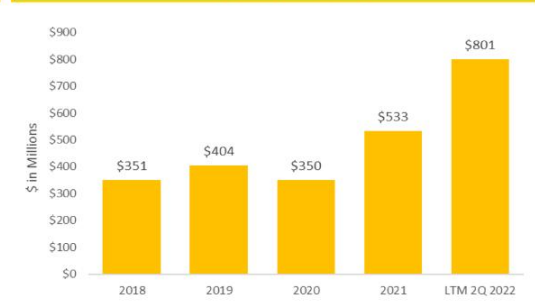
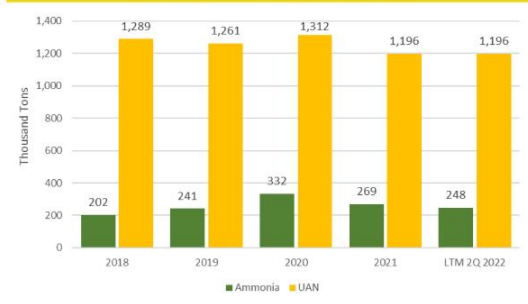


(1) For the last twelve months ended June 30, 2022.
 (2) Adjusted for planned turnarounds.
 (3) Excludes freight.

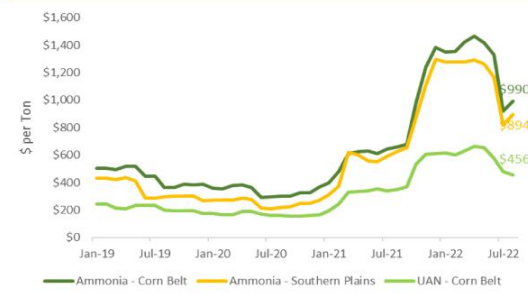
Net Sales Trends Increasing



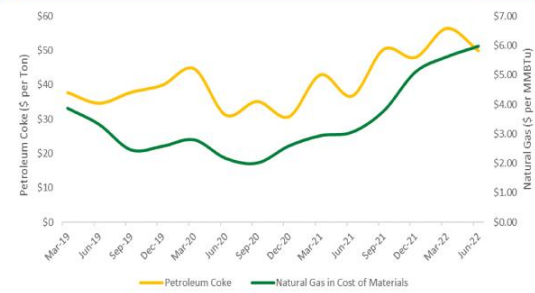
Consolidated Sales Volumes | Net Sales (\$ millions)



Ammonia and UAN Market Pricing⁽¹⁾

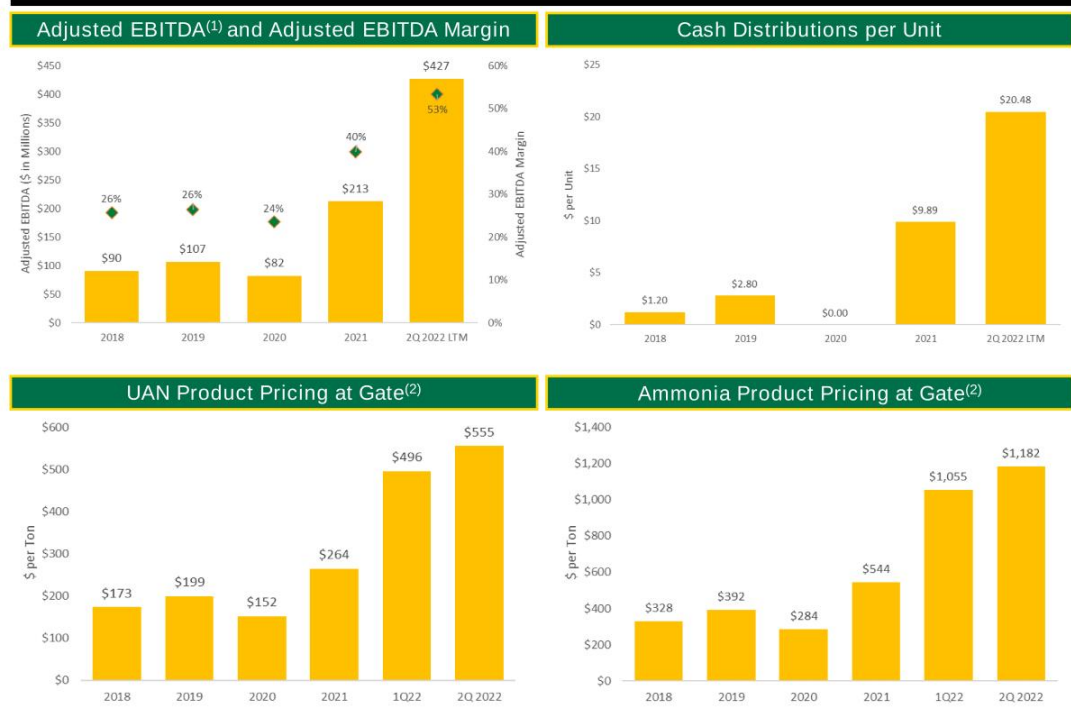


Natural Gas and Pet Coke Feedstock Pricing⁽¹⁾



(1) Information used within this chart was obtained from Green Markets (a Bloomberg Company) for ammonia and UAN market pricing.

2Q 2022 Results



(1) Excludes \$41 million non-cash goodwill impairment in 2Q 2020. See reconciliation on page 16.
 (2) Represents net sales less freight revenue divided by product sales volume in tons.

Improving Business Environment



- We expect to see ammonia utilization greater than 95% following the completion of the planned turnarounds in Q3 2022.
 - Q2 2022 Coffeyville Facility utilization was negatively impacted by a power outage and an outage at the third-party air separator plant, while East Dubuque Facility utilization experienced a number of different outages.
 - The planned turnaround at Coffeyville was completed in mid-August, on time and on budget. During the turnaround, the operator of the third-party air separation facility also completed a significant investment that should improve that facility's reliability.
 - The planned turnaround at East Dubuque is expected to be completed in mid-September.
- The nitrogen fertilizer industry reached an inflection point during 2021, where improved farmer economics translated into increased demand for nitrogen fertilizer as well as higher pricing.
 - Fertilizer pricing then increased further following a series of supply disruptions in the U.S.
 - The energy crunch in Europe and Asia that began in the Fall of 2021 pushed prices higher, and we are seeing similar conditions in the market today.

Product Pricing Trends⁽¹⁾



(1) Data collected from Green Markets (a Bloomberg Company) for ammonia and UAN market pricing.

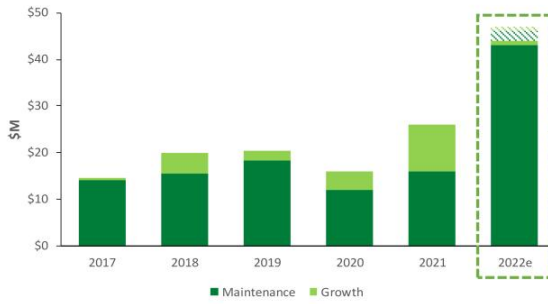
Capital Expenditures and Turnaround Expenses



2022 Total Capex budget of \$44M - \$47M

Environmental and Maintenance spending estimated at \$43M - \$45M.

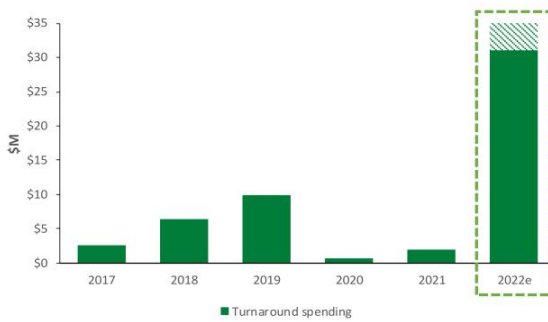
Growth capex estimated at \$1M - \$2M.



2022 Turnaround spending estimated at \$31M - \$36M

Coffeyville and East Dubuque planned turnarounds are scheduled for the summer of 2022 with an estimated \$14mm and \$20mm of expenditures, respectively.


Coffeyville turnaround was completed in mid-August.



Note: As of June 30, 2022. Hashed areas indicate the top end of capital expenditure estimates.

Highlighting our Commitment to ESG



 **Environmental**

- Mitigated over 1 million metric tons of carbon dioxide equivalents (CO_{2e}) per year in 2021
- Manufactured hydrogen and ammonia qualifying as “blue” with carbon capture and sequestration via enhanced oil recovery
- Reduced process safety Tier 1 incident rate by 73% in 2021 compared to 2020

 **Social**

- Diversity is key component of our Mission & Values
- Site-Level Community Impact Committees steer local contributions, sponsorships and volunteer activities
- Paid time off pursuant to Volunteerism Policy
- Launched Company-wide Diversity & Inclusion training
- Implemented Remote Work Policy supporting employee engagement and retention

 **Governance**

- Board-level ESG oversight
- Average tenure of CVR Partners' Directors is less than 8 years
- Standing EH&S Committee with a majority of independent members
- Annual Code of Ethics & Business Conduct Acknowledgement
- More than 75% of CEO compensation is variable and tied to the Partnership's performance

We make modern life possible through the products we manufacture while contributing to the economic well-being of our employees and the communities where we operate.



APPENDIX



Typical Farming Activities & Seasons



	January-March	April-June	July-September	October-December
Season	Dealer/Distributor Fill Orders & Wheat Topdress	Spring Planting	Dealer/Distributor Fill Orders	Dealer/Distributor Fill Orders & Fall Planting
Crop	No Planting	Corn Planting	Wheat Planting (Southern Territories)	Wheat Planting
Nitrogen Need	Fill Orders & Topdress	Topdress & Sidedress	Fill Orders	Fill Orders & Topdress
Pricing & Shipments	Prompt Pricing & Shipments Forward Pricing for Prepay Orders for Q2 Delivery Delivery of Prior Year Prepay Orders	Prompt Pricing & Shipments Delivery of Prior Year & Q1 Prepay Orders	Prompt Pricing & Shipments Forward Pricing for Fill Orders for Q4 Delivery	Prompt Pricing & Shipments Forward Pricing for Prepay Orders for Next Year Q1 & Q2 Delivery Delivery of Q3 Fill Orders

Note: Activities and timing exclusive of weather and other impacts

Non-GAAP Financial Measures



EBITDA represents net income (loss) before (i) interest expense, net, (ii) income tax expense (benefit) and (iii) depreciation and amortization expense.

Adjusted EBITDA represents EBITDA adjusted for certain significant non-cash items and items that management believes are not attributable to or indicative of our on-going operations or that may obscure our underlying results and trends

Available Cash for Distribution - EBITDA for the quarter excluding non-cash income or expense items (if any), for which adjustment is *deemed necessary or appropriate by the board of directors of our general partner (the "Board") in its sole discretion, less (i) reserves for maintenance capital expenditures, debt service and other contractual obligations, and (ii) reserves for future operating or capital needs (if any), in each case, that the Board deems necessary or appropriate in its sole discretion. Available cash for distribution may be increased by the release of previously established cash reserves, if any, and other excess cash, at the discretion of the Board.*

Note: Due to rounding, numbers presented within this section may not add or equal to numbers or totals presented elsewhere within this document.

Reconciliation of Consolidated Net Income (Loss) to EBITDA, Adjusted EBITDA and Available Cash for Distribution



(In USD Millions)

<i>CVR Partners, LP</i>	2017	2018	2019	2020	2021	3Q 2021	4Q 2021	1Q 2022	2Q 2022	TTM
Net Income (Loss)	\$ (73)	\$ (50)	\$ (35)	\$ (98)	\$ 78	\$ 35	\$ 61	\$ 94	\$ 118	\$ 308
Add: Interest expense and other financing costs, net of interest income	63	62	62	63	\$ 61	11	11	10	8	40
Add: Depreciation and amortization	74	72	80	76	74	18	21	19	21	79
EBITDA	\$ 64	\$ 84	\$ 107	\$ 41	\$ 213	\$ 64	\$ 93	\$ 123	\$ 147	\$ 427
Add: Goodwill Impairment	-	-	-	41	-	-	-	-	-	-
Adjusted EBITDA	\$ 64	\$ 84	\$ 107	\$ 82	\$ 213	\$ 64	\$ 93	\$ 123	\$ 147	\$ 427

(In USD Millions)

<i>CVR Partners, LP</i>	2017	2018	2019	2020	2021	3Q 2021	4Q 2021	1Q 2022	2Q 2022	TTM
EBITDA	\$ 64	\$ 84	\$ 107	\$ 41	\$ 213	\$ 64	\$ 93	\$ 123	\$ 147	\$ 427
Add: Non-cash goodwill impairment	-	-	-	41	-	-	-	-	-	-
Less: Debt service	(60)	(59)	(60)	(60)	(81)	(26)	(25)	(74)	(8)	(133)
Less: Financing fees	-	-	-	-	(5)	(1)	-	(1)	-	(2)
Less: Maintenance capital expenditures	(14)	(15)	(18)	(12)	(16)	(2)	(9)	(5)	(8)	(24)
Less: Utility pass-through	-	-	-	-	-	-	(1)	(1)	(1)	(3)
Less: Common units repurchased	-	-	-	(7)	(1)	-	-	(12)	-	(12)
Less: Cash reserves for future operating needs	-	-	(28)	(5)	-	-	-	-	(15)	(15)
Less: Reserve for future turnaround expenses	-	-	-	(5)	(11)	(3)	(4)	(7)	(10)	(24)
Less: Reserve for repayment of current portion of long-term debt	-	-	-	(2)	-	-	-	-	-	-
Less: Cash reserve for recapture of prior negative available cash	-	-	-	(6)	(15)	-	-	-	-	-
Add: Utility pass-through	-	-	-	-	4	1	-	-	-	1
Add: Release of previously established cash reserves	-	-	25	3	8	-	2	1	1	4
Available cash for distribution	\$ (10)	\$ 10	\$ 27	\$ (12)	\$ 97	\$ 31	\$ 56	\$ 24	\$ 106	\$ 217

