

**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 14, 2019

CVR PARTNERS, LP
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

001-35120
(Commission File Number)
2277 Plaza Drive, Suite 500
Sugar Land, Texas 77479

56-2677689
(I.R.S. Employer
Identification Number)

(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.

Beginning May 14, 2019, UAN (the "Partnership") will begin using the attached slides (the "Slide Presentation") in meetings with certain current and potential investors and analysts. The Slide Presentation, available on the Investor Relations page of the Partnership's website at www.cvrenergy.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 (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 Partnership 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 Partnership 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	Investor Presentation, dated May 14, 2019.

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 14, 2019

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

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



CVR Partners, LP

Investor Presentation

May 2019

Safe Harbor Statement and Non-GAAP Financial Measures



Forward Looking Statements: Safe Harbor

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: distributions; improving industry fundamentals; input, logistics and distribution (including costs thereof); stock ratios; market position; utilization rates; geographic footprint; netbacks; customer optionality; rail access and delivery points; marketing agreements; demand growth and supply/demand imbalance; population; biofuel consumption; diets in developing countries; nitrogen consumption; corn demand, stocks, uses, pricing, consumption, production, planting and yield; farming activities and the timing thereof; and financial performance. 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 Free Cash Flow) 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 ~1.4MM tons of nitrogen products during LTM March 2019
 - Structured as a publicly-traded master limited partnership
 - General Partner does not receive Incentive Distribution Rights (IDRs)
 - Adjusted LTM March 2019 EBITDA of \$103.4 million

 - Experienced management team

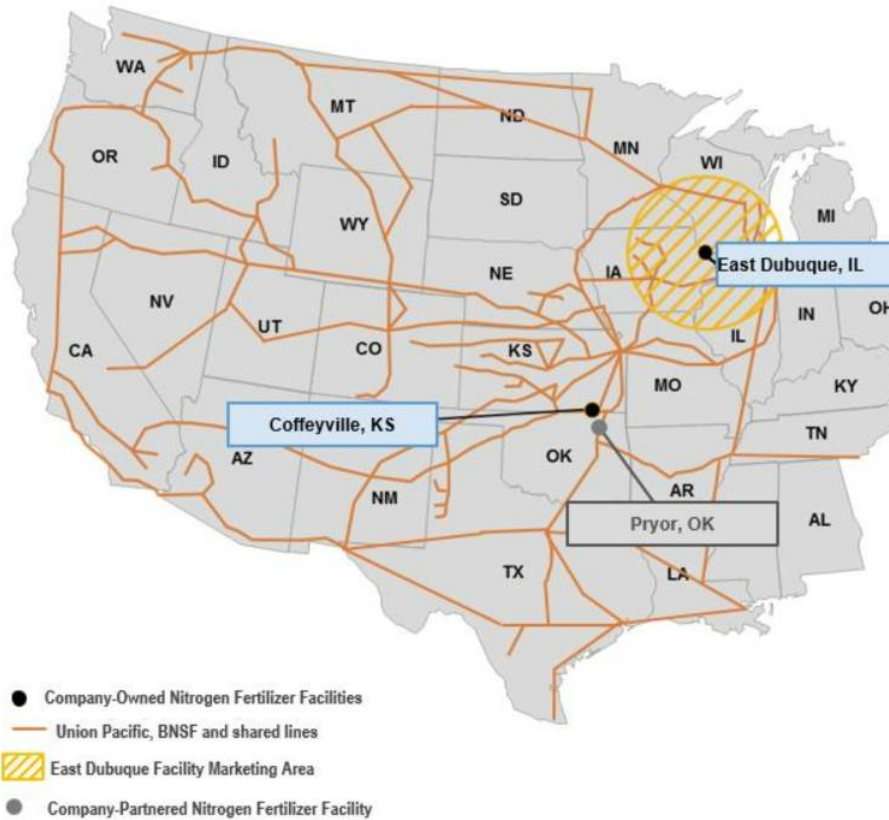
 - Fundamentals are improving in the nitrogen fertilizer industry
 - Imports are down due to high raw material and logistics costs versus U.S. producers
 - Sustained demand for corn and consistent 90+ million planted acres
 - Anticipated increase in corn planting acreage in 2019

 - Attractive market position
 - Plants are strategically located in the corn belt
 - Low cost logistics
 - High utilization rates at production facilities
-

Attractive Market Position



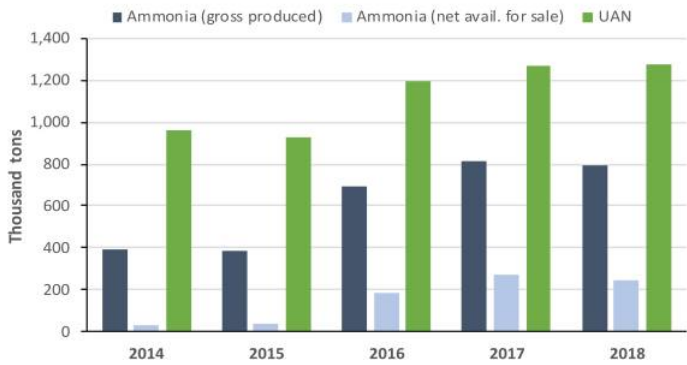
- Large geographic footprint serving the Southern Plains and Corn Belt region
- Well positioned to minimize distribution costs and maximize net back pricing
- New rail loading rack at Coffeyville increases logistics optionality due to access to both UP and BNSF delivery points
- Production sustainability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



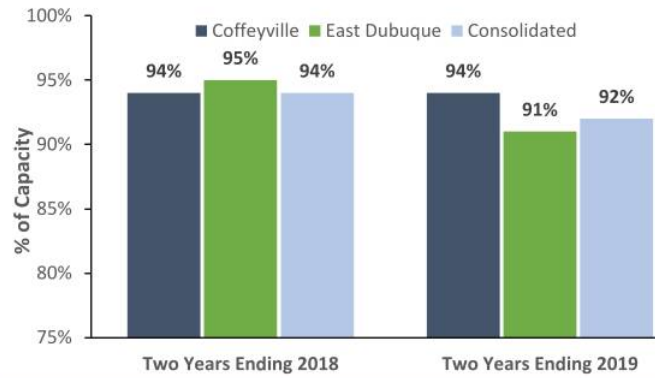
Key Operating Statistics



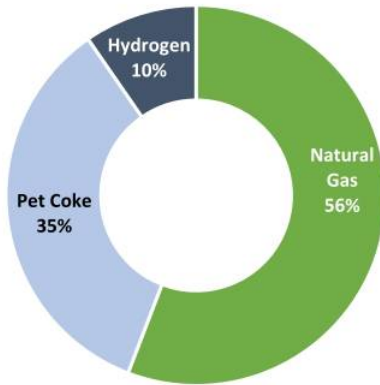
Consolidated Production Volumes



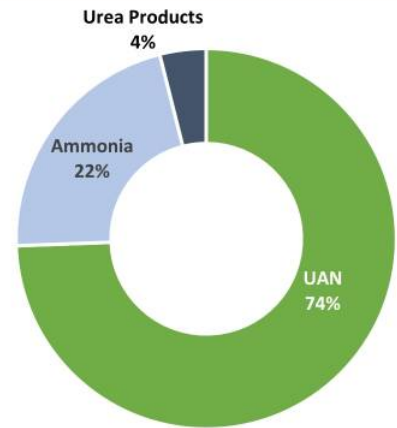
Ammonia Utilization⁽¹⁾



Consolidated Feedstocks Costs⁽²⁾



Consolidated Sales Revenue⁽²⁾



(1) Adjusted by planned turnarounds

(2) For the last twelve months ended March 31, 2019

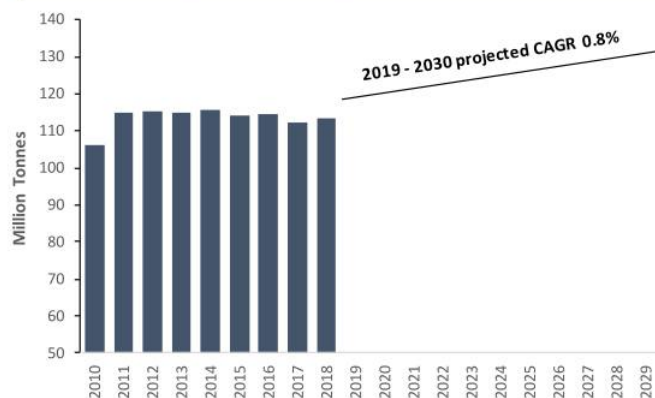
Solid Trends In Fertilizer Demand Growth



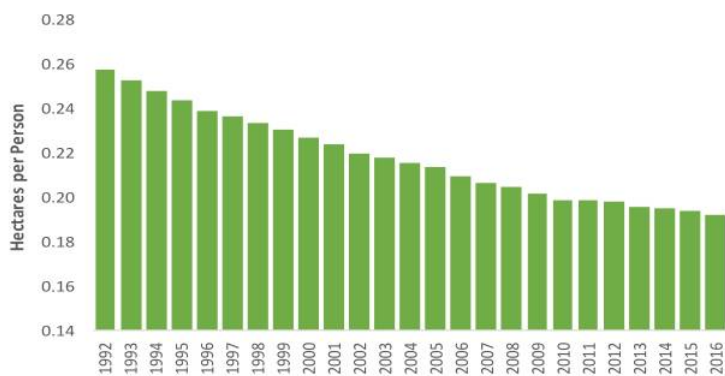
■ Global nitrogen consumption increased by 15% between 2008 and 2018 driven by:

- Population growth
- Decrease in arable farmland per capita
- Biofuel consumption
- Continued evolution to more protein-based diets in developing countries

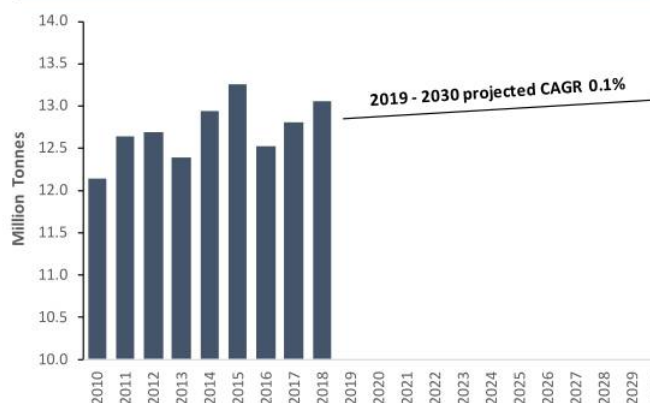
Global Nitrogen Consumption



Global Arable Land per Capita



U.S. Nitrogen Consumption

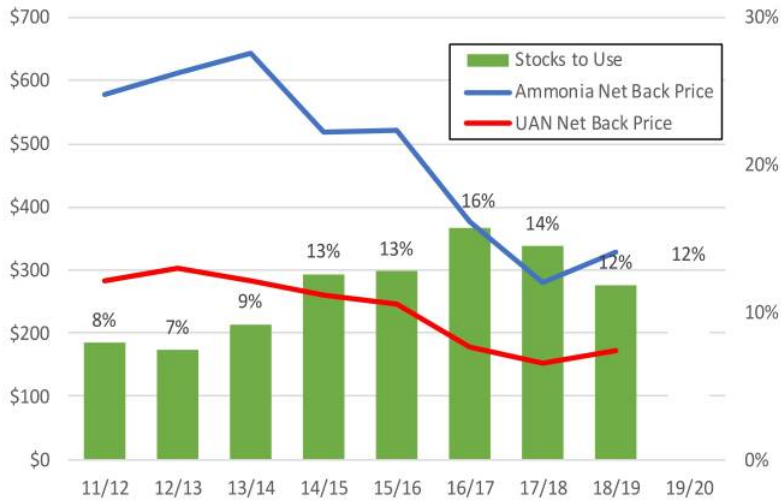


Source: Fertecon, World Bank

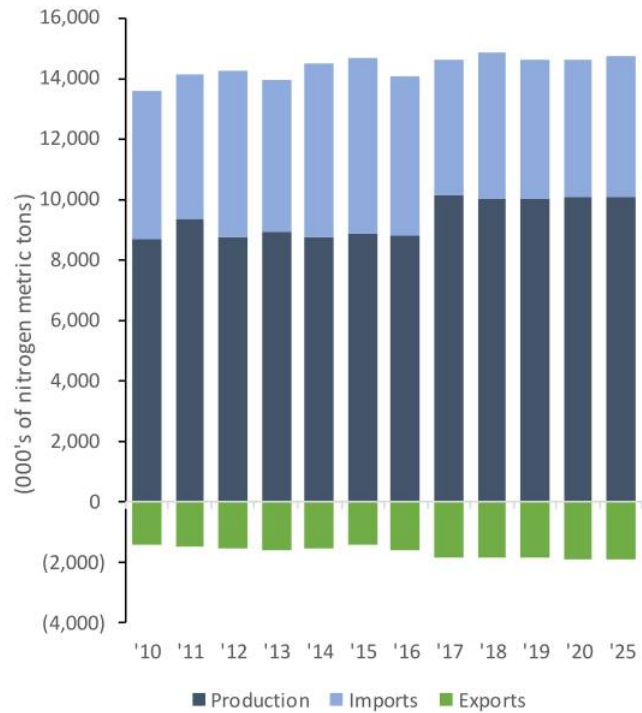
U.S. Nitrogen Supply & Demand



Corn Stocks to Use Compared to Net Back Fertilizer Pricing



U.S. Nitrogen Supply & Demand



- Nitrogen fertilizers represent approximately 15% of farmers' cost structure and significantly improves yields
- 1Q19 UAN prices increased \$69/ton, or 45% Y/Y
- Major global nitrogen capacity build cycle largely complete in 2017/2018. Additional tons have been absorbed by the market
- Product demand currently expected to exceed new supply for the next several years

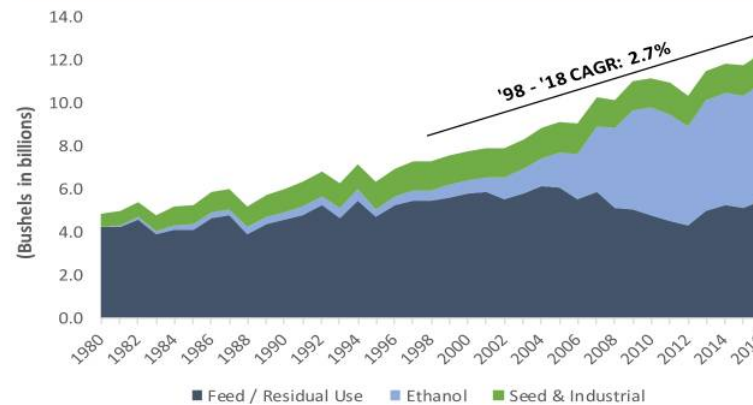
Source: NPK Fertilizer Consultant, USDA, Blue Johnson and Associates, Inc.

Strong Demand for Corn in the U.S.

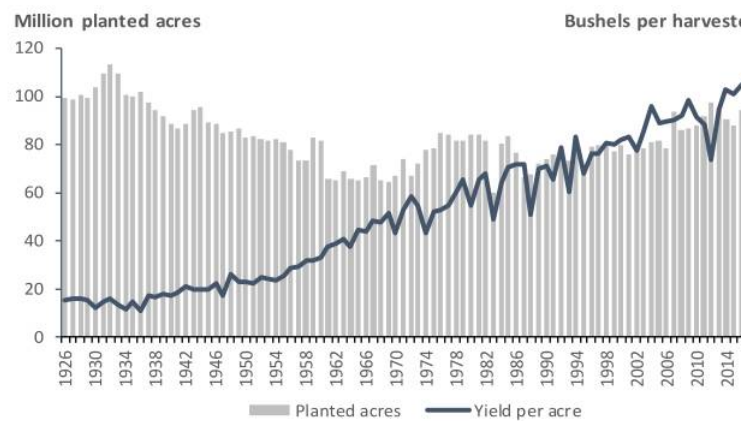


- Corn has a variety of uses and applications, including feed grains, ethanol for fuel and food, seed and industrial (FSI)
- Feed grains
 - ~96% of domestic feed grains are supplied by corn
 - Consumes ~37% of annual corn crop⁽¹⁾
- Ethanol
 - Consumes ~37% of annual corn crop⁽¹⁾
- Corn production driven more by yield than acres planted
- Nitrogen demand directly correlated with yield per acre

U.S. Domestic Corn Use



Domestic Corn Planted Acres and Yield per Acre



Source: USDA Economic Research Service and USDA WASDE.

(1) Based on most recent five year average.

Solid Financial Profile



Unaudited Selected Balance Sheet Data As of March 31, 2019

(in millions)

Cash and Cash Equivalents	\$	96.6
Working Capital	\$	67.3
Total Assets	\$	1,247.0
Total Debt	\$	629.8 ⁽¹⁾
Total Partners' Capital	\$	480.2

Unaudited Selected Income Statement Data For the Twelve Months Ended March 31, 2019

(in millions, except per unit data)

Net Sales	\$	363.1
EBITDA	\$	97.1
Adjusted EBITDA	\$	103.4
Net Loss	\$	(37.0)
EPU - Diluted	\$	(0.33)
Weighted Average Diluted Units Outstanding		113.3

Unaudited Selected Credit Metrics

Total Debt to Adjusted EBITDA	6.1 x
Net Debt to Adjusted EBITDA	5.2 x ⁽²⁾
Total Debt to Capital	57%
Net Debt to Capital	53% ⁽²⁾

⁽¹⁾ Gross debt net of unamortized debt issuance costs or unamortized discount

⁽²⁾ Net Debt defined as Total Debt Less Cash and Cash Equivalents

CVR Partners' 2019 Q1 Results



In millions, except product price at gate per ton and per unit data

	Three Months Ended March 31,	
	2019	2018
UAN Product Price Per Ton at Gate ⁽¹⁾	\$222	\$153
Ammonia Product Price Per Ton at Gate ⁽¹⁾	\$367	\$322
Net Sales	\$91.9	\$79.9
Net Income (Loss)	(\$6.1)	(\$19.1)
EBITDA ⁽²⁾	\$26.0	\$13.0
Adjusted EBITDA ⁽²⁾	\$26.0	\$13.0
Available Cash for Distribution ⁽²⁾	\$7.8	(\$4.1)
Distribution Declared Per Unit	\$0.07	\$ --
Common Units Outstanding	113.3	113.3

⁽¹⁾ Product pricing at gate represents net sales less freight revenue divided by product sales volumes in tons and is shown in order to provide a pricing measure that is comparable across the fertilizer industry.

⁽²⁾ See page 15 for reconciliation of Net Income (Loss) to EBITDA, Adjusted EBITDA and Available Cash for Distribution

Key Investment Highlights



- Leading North American producer and distributor of nitrogen fertilizer products
- Experienced management team
- Early stages of recovery in the nitrogen fertilizer industry
 - Imports are down due to high input and logistics costs
 - Strong corn demand and lower stock to use ratio
 - Anticipated increase in corn planting acreage in 2019
- Attractive market position
 - Plants are strategically located in the heart and near the corn belt
 - Low cost logistics
 - High utilization rates at production facilities



Management Team Experienced in Refining and Fertilizer Industries



Dave Lamp: Executive Chairman – 37 years

Mark Pytosh: CEO & President – 32 years

Tracy Jackson: CFO & EVP – 26 years

Melissa Buhrig: EVP, General Counsel & Secretary – 19 years

Neal Barkley: VP & Facility GM Coffeyville – 37 years

Marc Gilbertson: VP & Facility GM East Dubuque – 26 years

Matt Green: VP Marketing – 34 years



Appendix

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 to exclude consolidated turnaround expense and other non-recurring items which management believes are material to an investor's understanding of the Company's underlying operating results.

Available Cash for Distribution represents Adjusted EBITDA reduced for cash reserves established by the board of directors of our general partner for (i) debt service, (ii) maintenance capital expenditures, (iii) turnaround expenses and, to the extent applicable, (iv) reserves for future operating or capital needs that the board of directors of our general partner deems necessary or appropriate, if any. 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 of directors of our general partner.

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

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

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



(\$ in millions)	FY Ended December 31,				Q2	Q3	Q4	Q1	L
	2015	2016	2017	2018	2018	2018	2018	2019	
Net Income (Loss)	\$ 62.0	\$ (26.9)	\$ (72.8)	\$ (50.0)	\$ (16.4)	\$ (13.1)	\$ (1.4)	\$ (6.1)	\$
(+) Interest expense and other financing costs, net	7.0	48.6	62.9	62.6	15.7	15.7	15.5	15.7	
(+) Depreciation and amortization	28.4	58.2	74.0	71.6	20.4	16.0	18.7	16.6	
(+) Income tax expense	-	0.3	0.2	(0.0)	-	-	(0.0)	(0.1)	
EBITDA	\$ 97.4	\$ 80.2	\$ 64.3	\$ 84.1	\$ 19.7	\$ 18.6	\$ 32.8	\$ 26.0	\$
(+) Major scheduled turnaround expense	7.0	6.6	2.6	6.4	6.3	-	-	-	
(+) Share-based compensation, non-cash	0.1	-	-	-	-	-	-	-	
(+) Loss on extinguishment of debt	-	4.9	-	-	-	-	-	-	
(+) Expenses associated with the merger	2.3	3.1	-	-	-	-	-	-	
Adjusted EBITDA	\$ 106.8	\$ 94.8	\$ 66.9	\$ 90.5	\$ 26.0	\$ 18.6	\$ 32.8	\$ 26.0	\$
(-) Maintenance capital expenditures	(9.6)	(13.7)	(14.1)	(15.5)	(4.1)	(4.5)	(4.0)	(3.4)	
Free Cash Flow ⁽¹⁾	\$ 97.2	\$ 81.1	\$ 52.8	\$ 75.0	\$ 21.9	\$ 14.1	\$ 28.8	\$ 22.7	\$
Adjusted EBITDA	\$ 106.8	\$ 94.8	\$ 66.9	\$ 90.5	\$ 26.0	\$ 18.6	\$ 32.8	\$ 26.0	\$
(-) Debt service	(6.0)	(46.1)	(59.9)	(59.4)	(14.9)	(14.9)	(14.7)	(14.8)	
(-) Maintenance capital expenditures	(9.6)	(13.7)	(14.1)	(14.9)	(4.1)	(4.5)	(4.0)	(3.4)	
(-) Turnaround expenses	(7.0)	(6.6)	(2.6)	(6.4)	(6.3)	-	-	-	
(-) Cash reserves for future operating needs	-	-	-	-	(0.7)	-	-	-	
(-) Cash reserves for future turnaround expenses	(7.9)	-	-	-	-	-	-	-	
(-) Expenses associated with East Dubuque Facility acquisition	(2.3)	(3.1)	-	-	-	-	-	-	
(+) Impact of purchase accounting	-	13.0	-	-	-	-	-	-	
(+) Available cash associated with East Dubuque 2016 first quarter	-	6.3	-	-	-	-	-	-	
(+) Release of cash reserves established for turnaround expenses	7.0	-	-	-	-	-	-	-	
Available Cash for Distribution	\$ 81.0	\$ 44.7	\$ (9.7)	\$ 9.8	\$ 0.0	\$ (0.8)	\$ 14.1	\$ 7.8	\$

(1) Free cash flow defined as Adjusted EBITDA less maintenance capital expenditures.

