

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **May 31, 2013**

**CVR PARTNERS, LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**001-35120**  
(Commission File Number)

**56-2677689**  
(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))
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**Item 7.01. Regulation FD Disclosure.**

On May 31, 2013, CVR Partners, LP, or the "Company," posted an investor presentation to its website at [www.cvrpartners.com](http://www.cvrpartners.com) under the tab "Investor Relations". The information included in the presentation provides an overview of the Company's strategy and performance and includes, among other things, information concerning the fertilizer market. The presentation is intended to be made available to unitholders, analysts and investors, including investor groups participating in forums such as sponsored investor conferences, during the second quarter of 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 are being furnished pursuant to 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 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 management 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: May 31, 2013

CVR PARTNERS, LP

By: CVR GP, LLC, its general partner

By: /s/ Byron R. Kelley  
Byron R. Kelley  
Chief Executive Officer and President

# Maximizing Yields



## Investor Presentation

May 2013



## Safe Harbor

*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 those noted in the Company's filings with the Securities and Exchange Commission. CVR Partners, LP 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.*

## Key Strategic Drivers

- Growth-oriented partnership formed by CVR Energy, Inc. in June 2007 ... IPO in April 2011
  - General Partner has non-economic interest (no IDRs or management fees)
  - Manufacturing facility produces ammonia and urea ammonium nitrate (UAN)
  - Facility located in Coffeyville, KS ... capacity to produce ~8% of annual UAN demand in U.S.
- ✓ Solid market fundamentals
  - ✓ Experienced management team
  - ✓ Fully utilized capacity
  - ✓ High run time rates
  - ✓ Strategically located assets
  - ✓ Multiple opportunities for growth

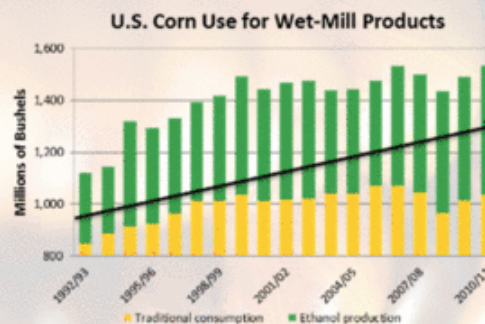
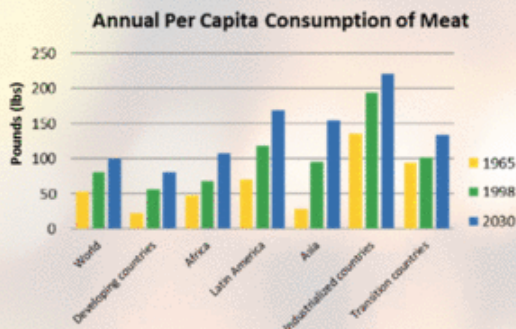
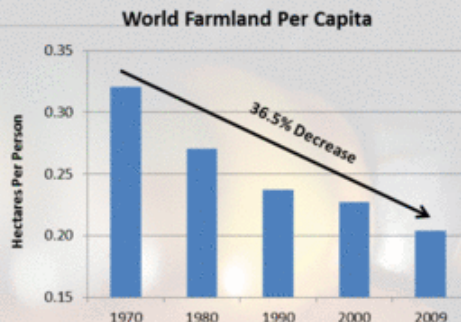
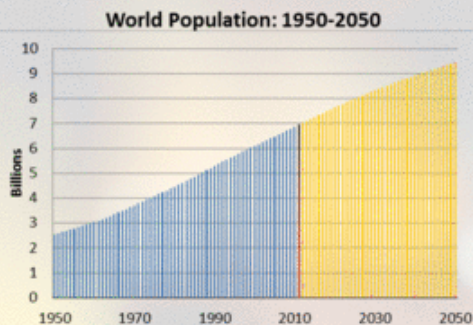


# Solid Market Fundamentals

## Key Demand Drivers



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Source: USDA, Census Bureau, World Bank, <http://data.worldbank.org/indicator/AG.LND.ARBL.HA.PC>

# Solid Market Fundamentals

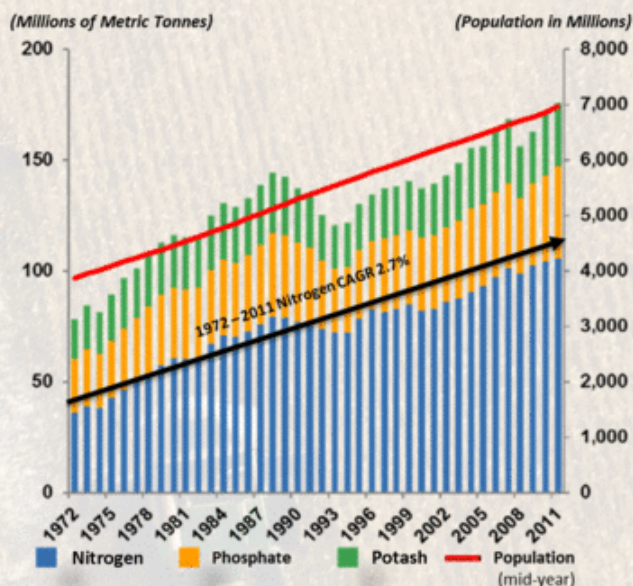
## Consistent Fertilizer Demand Growth



Maximizing Yields

- Nitrogen represents ~62% of fertilizer consumption<sup>(1)</sup>
- Nitrogen fertilizers have the most stable demand because must be applied annually
  - Primary determinant of crop yield

**Global Fertilizer Consumption Over Time**



(1) Per the International Fertilizer Industry Association.

Note: Nutrient Tonnes; Fertilizer Years.  
Source: International Fertilizer Industry Association; U.S. Bureau of the Census, International Data Base

# Solid Market Fundamentals

## Farmer Profitability Supports Fertilizer Price

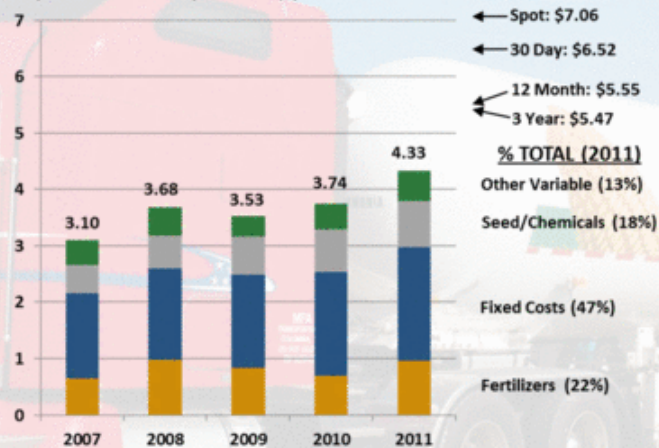


Maximizing Yields

- Corn consumes the largest amount of nitrogen fertilizer
- Farmers are expected to generate substantial proceeds at currently forecasted corn prices
- Farmer incentivized to use nitrogen at corn price much lower than current spot
- Nitrogen fertilizer represents small portion of farmer's total input costs

**Breakdown of U.S. Farmer Total Input Costs**

Input Costs and Prices per Bushel (\$)



\* As of May 15, 2013

Source: Capital IQ, USDA

Note: Fixed Costs include labor, machinery, land, taxes, insurance, and other.

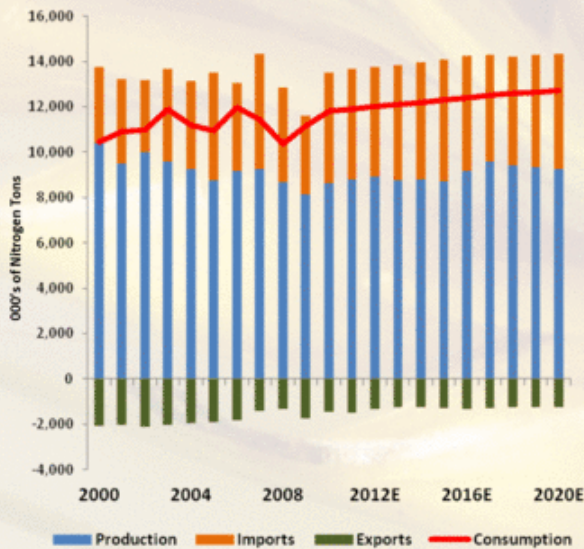
# Solid Market Fundamentals

## Supply/Demand Supports Significant Planting



Maximizing Yields

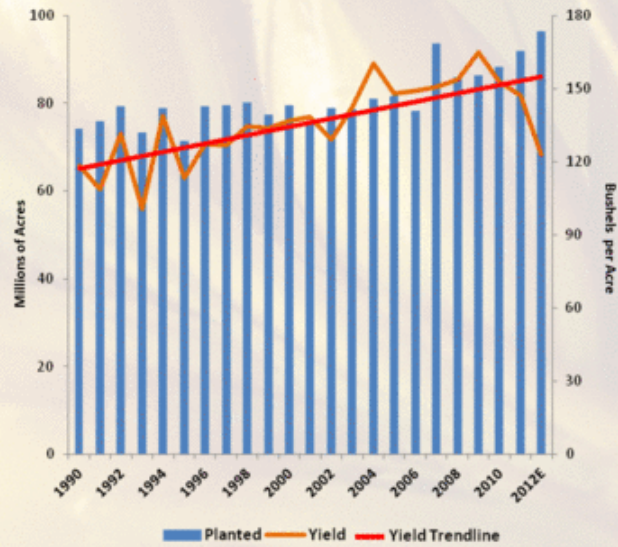
U.S. Nitrogen Production & Consumption <sup>(1)</sup>



Source: Fertecon.

(1) Excludes recently announced or other potential significant capacity additions.

U.S. Corn Planted & Yields



Source: USDA.

# Solid Market Fundamentals

## Acres Planted Impacts Crop Yield



Maximizing Yields

### Historical Yield Data Indicates Year Ending Corn Stocks of 10% or Less

Year	Yield (bu/ac)	Acres (MM)
2003	142.2	78.6
2004	160.3	80.9
2005	147.9	81.2
2006	149.1	78.3
2008	153.9	86.0
2009	164.7	86.4
2010	152.8	88.2
<b>Avg</b>	<b>153.0</b>	
2007	150.7	93.5
2011	147.2	91.9
<b>Avg</b>	<b>149.0</b>	

90 MM acres or less

Greater 90 MM acres

	2012		2013		2013 (Assuming 95 MM Acres Planted)		
	USDA <sup>(1)</sup>	USDA <sup>(1)</sup>	90 MM acres or less	Greater 90 MM acres	USDA	90 MM acres or less	Greater 90 MM acres
Planted (MM acres)	97	97	97	97	95	95	95
Harvested %	90%	92.0%	92.0%	92.0%	92.0%	92.0%	92.0%
Yield (bu/ac)	123.4	158.0	153.0	149.0	158.0	153.0	149.0
Beginning Stocks	989	759	759	759	759	759	759
Production	10,780	14,140	13,694	13,336	13,807	13,370	13,020
Imports	125	25	25	25	25	25	25
Total Available	11,894	14,924	14,478	14,120	14,591	14,154	13,804
Total Use	11,135	12,920	12,920	12,920	12,920	12,920	12,920
Ending Stocks	759	2,004	1,558	1,200	1,671	1,234	884
Stocks to Use %	6.8%	15.5%	12.1%	9.3%	12.9%	9.5%	6.8%

(1) USDA (WASDE May 10, 2013).



Maximizing Yields

# Solid Market Fundamentals

## Excess Demand Driving Imports of UAN

U.S. imports for UAN were 28% of estimated total U.S. demand in 2012

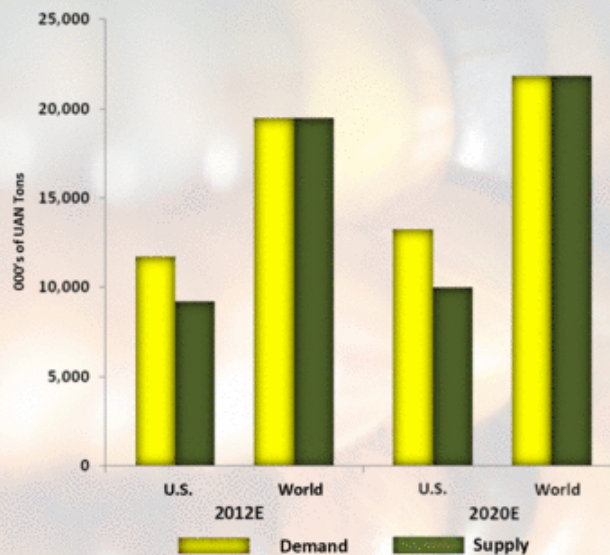
### U.S. Imports of UAN

(000's of UAN Tons)

Country	2008	2009	2010	2011	2012
Trinidad & Tobago	0	0	777	1,010	852
Russia	953	658	749	674	750
Canada	487	427	437	617	402
Romania	185	29	254	487	284
Egypt	174	0	123	117	221
Lithuania	431	69	79	489	395
Ukraine	173	0	73	30	0
Poland	123	0	0	0	0
Estonia	13	30	117	92	0
Netherlands	28	0	44	144	143
Bulgaria	58	0	33	21	109
Germany	13	69	30	153	81
Turkey	0	0	0	0	46
Rest of world	3	3	2	29	3
<b>Total</b>	<b>2,641</b>	<b>1,285</b>	<b>2,718</b>	<b>3,853</b>	<b>3,286</b>

Source: USDA.

### UAN Demand/Supply<sup>(1)</sup>



Source: Fertecor.

(1) Excludes recently announced or other potential significant capacity additions.



Maximizing Yields

# Experienced Management



**Byron R. Kelley**  
CEO

Years Experience: 42



**Stan A. Riemann**  
COO

Years Experience: 38



**Susan M. Ball**  
CFO and Treasurer

Years Experience: 28



**Edmund S. Gross**  
SVP, General Counsel & Secretary

Years Experience: 32



**Randal T. Maffett**  
EVP Business Development

Years Experience: 34



**Christopher G. Swanberg**  
VP Environmental, Health & Safety

Years Experience: 32



# Fully Utilized Capacity & High Run Rates



Maximizing Yields

■ Capacity: 1,225 tons/day ammonia unit & 3,000 tons/day UAN unit (as of March 2013)

■ 2012 on-stream efficiency <sup>(1)</sup>

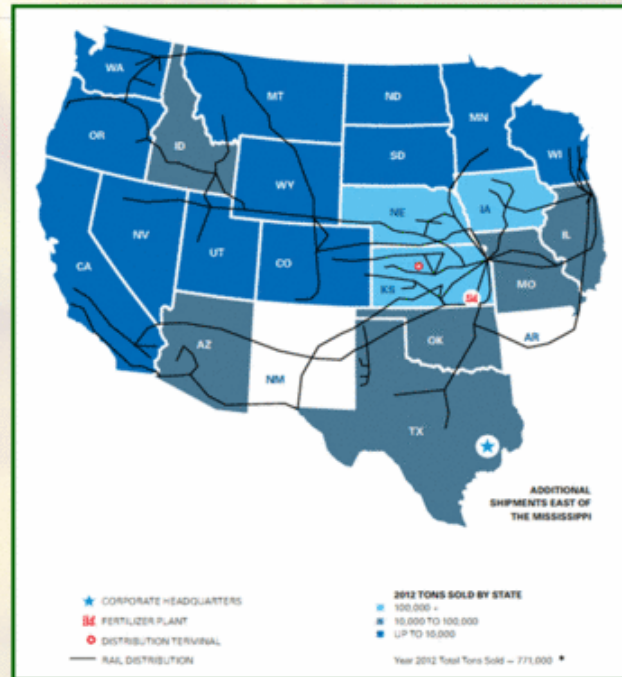
- Gasifier: 98.1%
- Ammonia: 97.1%
- UAN: 92.8%



(1) Excludes impact of major scheduled turnaround (occurs every two years) and third party air separation unit outage. Including impact of turnaround and third party outage, on-stream efficiency would have been 92.6% for gasifier, 91.1% for ammonia, and 86.4% for UAN.

# Strategically Located Assets

- Located in Corn Belt
- 54% of corn planted in 2012 was within \$45/UAN ton freight rate of plant
- ~\$15/UAN ton transportation advantage to Corn Belt vs. U.S. Gulf Coast



\* Impacted by major scheduled turnaround (occurs every two years).

# Multiple Growth Opportunities

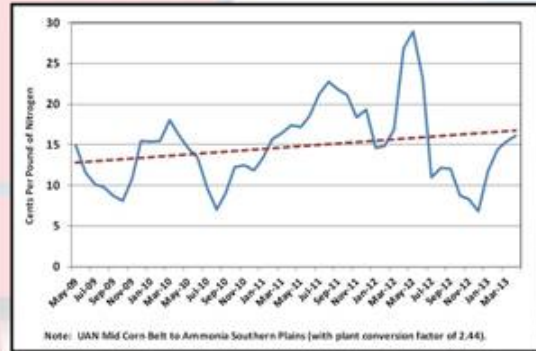
	Current	12-24 Months	3-5 Years
• Operational efficiency	✓	✓	✓
• Plant expand/enhance	✓	✓	—
• Specialty products	✓	✓	—
• Distribution	✓	✓	✓
• Mergers and acquisitions	✓	✓	✓



# UAN Plant Expansion

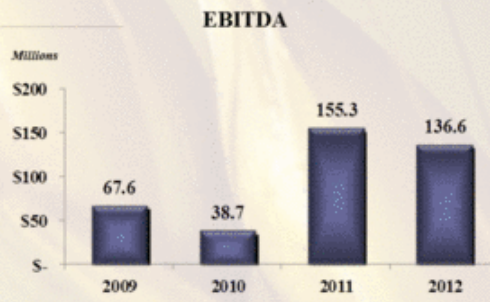
- Completed in March 2013
- Overview
  - Increased exposure to strong UAN market dynamics
  - Ability to upgrade 100% of ammonia to UAN
  - Expanded UAN capacity by ~400K tons/year (~50%) to ~1MM tons/year
- Total cost of \$130MM
- Annualized incremental impact
  - EBITDA: ~\$18MM
  - Available for distribution: ~\$0.25/unit

UAN Price Premium to Ammonia \*

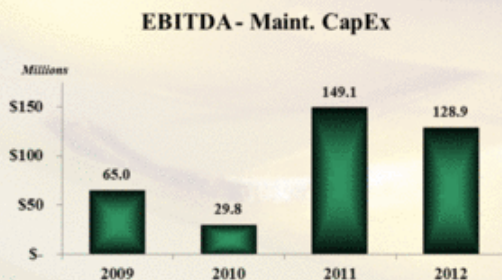


\* Indicates price premium only (i.e., before incremental processing costs, etc.).

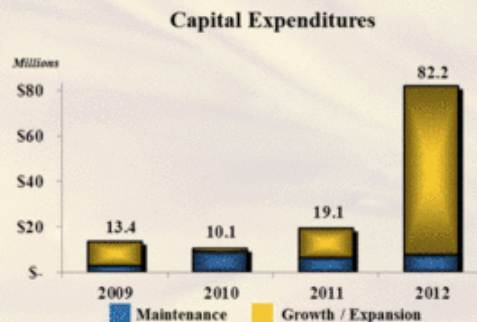
# History of Financial Success



See page 22 for a reconciliation of net income to EBITDA.



See page 22 for a reconciliation of net income to EBITDA less maintenance capital.



1) Plant gate (netback) price per ton represents net sales less freight costs and hydrogen revenue (from hydrogen sales to CVR Energy's refinery) divided by product sales volume in tons in the reporting period. Netback price per ton is shown in order to provide a pricing measure that is comparable across the fertilizer industry.

# Significant Growth in 2013



Maximizing Yields

**Distributable Cash Flow Per Unit of \$2.15 to \$2.45 for 2013 Full Year**  
*-- 19% to 35% Higher than \$1.81 Paid to Unitholders for 2012 --*

*\$US millions, except per unit data*

	YTD 3/31/13	YTD 3/31/12	Change
Sales	\$81.4	\$78.3	4.0%
EBITDA <sup>(1)</sup>	\$42.6	\$36.8	15.8%
Adjusted EBITDA <sup>(2)</sup>	\$43.8	\$38.0	15.3%
Operating Income	\$36.8	\$31.4	17.2%
Distributable Cash Flow (DCF)	\$44.6	\$38.2	16.8%
DCF/Unit	\$0.610	\$0.523	16.6%

(1) See page 22 for a reconciliation of net income to EBITDA.

(2) See page 22 for reconciliation of EBITDA to Adjusted EBITDA.

# Strong Financial Profile

(US millions)

Capitalization	As of 3/31/13
Cash & Equivalents	\$153.2
Credit Facility due April 2016:	
Term Loan	125.0
\$25 million Revolver	—
<b>Total Debt</b>	<b>\$125.0</b>
Partners' Equity	469.1
<b>Total Capitalization (Book)</b>	<b>\$594.1</b>
LTM EBITDA <sup>(1)</sup>	\$142.4
LTM Interest Expense <sup>(1)</sup>	3.8
<b>Key Credit Statistics</b>	<b>As of 03/31/13</b>
Total Debt / LTM EBITDA	0.9x
LTM EBITDA / Interest Expense	37.5x
Total Debt / Capitalization (Book)	21.0%
<b>Liquidity</b>	<b>As of 03/31/13</b>
Cash & Equivalents	\$153.2
\$25 million Revolver	25.0
Less: Drawn Amount	—
Less: Letters of Credit	—
<b>Total Liquidity</b>	<b>\$178.2</b>

## Financial Flexibility to Support Growth Initiatives



(1) See page 22 for a reconciliation of LTM 03/31/13 EBITDA and interest expense.

# A Bright Outlook

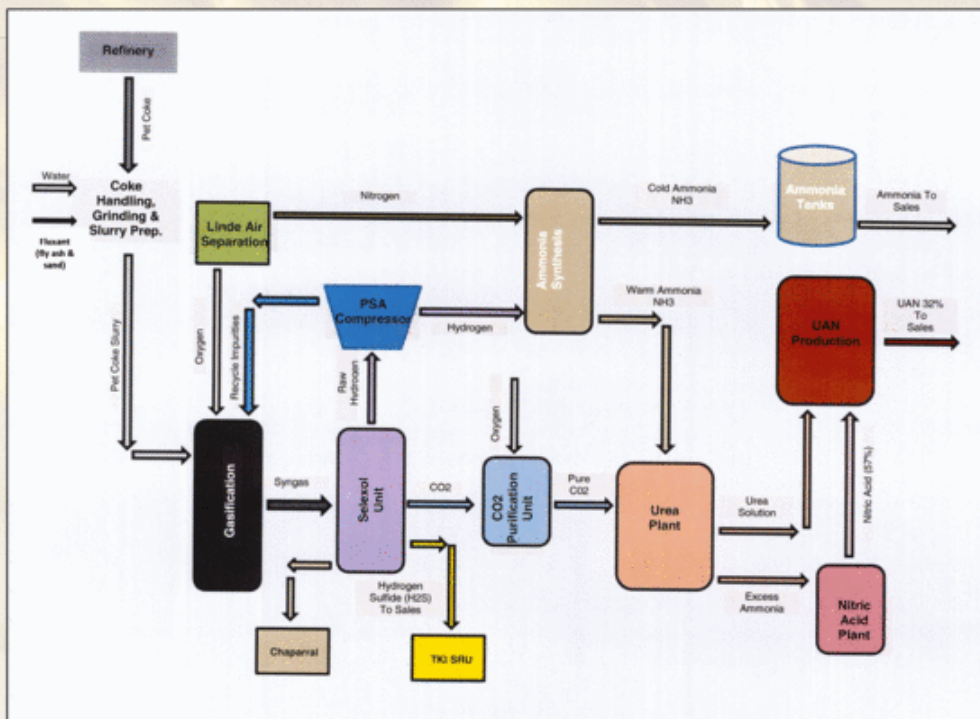
- Strong industry fundamentals
- High-quality & strategically-located assets
- Premium product focus
- Attractive growth opportunities
- Experienced management team
- Pay out 100% of available cash each quarter
- No IDRs or management fees for General Partner



# Appendix



## Fertilizer Plant Schematic





Maximizing Yields

## Non-GAAP Financial Measures

*To supplement the actual results in accordance with U.S. generally accepted accounting principles (GAAP), for the applicable periods, the Company also uses certain non-GAAP financial measures as discussed below, which are adjusted for GAAP-based results. The use of non-GAAP adjustments are not in accordance with or an alternative for GAAP. The adjustments are provided to enhance the overall understanding of the Company's financial performance for the applicable periods and are also indicators that management utilizes for planning and forecasting future periods. The non-GAAP measures utilized by the Company are not necessarily comparable to similarly titled measures of other companies.*

*The Company believes that the presentation of non-GAAP financial measures provides useful information to investors regarding the Company's financial condition and results of operations because these measures, when used in conjunction with related GAAP financial measures (i) together provide a more comprehensive view of the Company's core operations and ability to generate cash flow, (ii) provide investors with the financial analytical framework upon which management bases financial and operational planning decisions, and (iii) presents measurements that investors and rating agencies have indicated to management are useful to them in assessing the Company and its results of operations.*

# Non-GAAP Reconciliation

**EBITDA:** Defined as net income before (i) net interest (income) expense; (ii) income tax expense; and (iii) depreciation and amortization expense, which are items management believes affect the comparability of operating results.

**Adjusted EBITDA:** Defined as EBITDA further adjusted for the impact of share-based compensation, non-cash and, where applicable, major scheduled turnaround expense and loss on disposition of assets. We present Adjusted EBITDA because it is a key measure used in material covenants in our credit facility and because it is the starting point for our available cash for distribution. EBITDA and Adjusted EBITDA are not recognized terms under GAAP and should not be substituted for net income or cash flows from operations. Management believes that EBITDA and Adjusted EBITDA enable investors and analysts to better understand our ability to make distributions to our common unitholders and our compliance with the covenants contained in our credit facility. EBITDA and Adjusted EBITDA presented by other companies may not be comparable to our presentation, since each company may define these terms differently.

See below for reconciliation of net income to EBITDA, EBITDA to Adjusted EBITDA, & EBITDA less maintenance capital

(in \$US millions)	For the Fiscal Years			
	2009	2010	2011	2012
Net income	\$ 57.9	\$ 33.3	\$ 132.4	\$ 112.2
Interest expense	-	-	4.0	3.8
Interest (income)	(9.0)	(13.1)	-	(0.2)
Depreciation and amortization	18.7	18.5	18.9	20.7
Income tax expense	-	-	-	0.1
<b>EBITDA</b>	<b>\$ 67.6</b>	<b>\$ 38.7</b>	<b>\$ 155.3</b>	<b>\$ 136.6</b>
Loss on disposition of assets	-	1.4	-	-
Turnaround	-	3.5	-	4.8
Share-based compensation	3.2	9.0	7.3	6.8
<b>Adjusted EBITDA</b>	<b>\$ 70.8</b>	<b>\$ 52.6</b>	<b>\$ 162.6</b>	<b>\$ 148.2</b>
<b>EBITDA</b>	<b>\$ 67.6</b>	<b>\$ 38.7</b>	<b>\$ 155.3</b>	<b>\$ 136.6</b>
Maintenance capital	2.6	8.9	6.2	7.7
<b>EBITDA less maintenance capital</b>	<b>\$ 65.0</b>	<b>\$ 29.8</b>	<b>\$ 149.1</b>	<b>\$ 128.9</b>

See below for reconciliation of net income to EBITDA & EBITDA to Adjusted EBITDA

(in \$US millions)	Three Months Ended March 31,	
	2012	2013
Net income	\$ 30.2	\$ 35.6
Interest expense, net	1.2	1.2
Interest (income)	(0.0)	(0.0)
Depreciation and amortization	5.4	5.8
Income tax expense	-	-
<b>EBITDA</b>	<b>\$ 36.8</b>	<b>\$ 42.6</b>
Major turnaround expense	-	-
Share-based compensation	1.2	1.2
<b>Adjusted EBITDA</b>	<b>\$ 38.0</b>	<b>\$ 43.8</b>

See below for reconciliation of LTM 03/31/13 EBITDA & Interest Expense

(in \$US millions)	Interest	
	EBITDA	Expense
3 months ended 3/31/13	\$ 42.6	\$ 1.2
12 months ended 12/31/12	136.6	3.8
Less: 3 months ended 3/31/12	36.8	1.2
<b>LTM 3/31/13</b>	<b>\$ 142.4</b>	<b>\$ 3.8</b>

# Activities & Transactions

	January-March	April-June	July-September	October-December
<b>Season</b>	Dealer/Distributor Fill Orders & Wheat Topdress	Spring Planting	Dealer/Distributor Fill Orders	Dealer/Distributor Fill Orders & Fall Planting
<b>Crop</b>	No Planting	Corn Planting	No Planting	Wheat Planting
<b>Nitrogen Need</b>	Fill Orders & Topdress	Topdress & Sidedress	Fill Orders	Fill Orders & Topdress
<b>Pricing &amp; Shipments</b>	* Prompt Pricing & Prompt Shipments  * Forward Pricing for Prepay Orders for Q2 Delivery  * Delivery of Prior Year Prepay Orders	* Prompt Pricing & Prompt Shipments  * Delivery of Prior Year & Q1 Prepay Orders	* Prompt Pricing & Prompt Shipments  * Forward Pricing for Prepay Orders for Q4 Delivery	* Prompt Pricing & Prompt Shipments  * Forward Pricing for Prepay Orders for Q1 & Q2 Next Yr. Delivery  * Delivery of Q3 Prepay Orders



