
**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): **April 27, 2017**

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))

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 2.02. Results of Operations and Financial Condition.

On April 27, 2017, CVR Partners, LP (the "Partnership") issued a press release announcing information regarding its results of operations and financial condition for the quarter ended March 31, 2017, and announcing a cash distribution for the quarter ended March 31, 2017, the text of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 2.02 and Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being "furnished" and is not deemed "filed" by the Partnership for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor is it deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

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 Press release.

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: April 27, 2017

CVR Partners, LP

By: CVR GP, LLC, its general partner

By: /s/ Susan M. Ball

Susan M. Ball,

Chief Financial Officer and Treasurer



**CVR Partners Reports 2017 First Quarter Results
And Announces Cash Distribution of 2 Cents**

SUGAR LAND, Texas (April 27, 2017) - CVR Partners, LP (NYSE: UAN), a manufacturer of ammonia and urea ammonium nitrate (UAN) solution fertilizer products, today announced a first quarter 2017 net loss of \$10.3 million, or 9 cents per common unit, on net sales of \$85.3 million, compared to net income of \$18.0 million, or 25 cents per common unit, on net sales of \$73.1 million for the first quarter a year earlier.

Adjusted EBITDA, a non-GAAP financial measure, was \$20.8 million for the first quarter of 2017, compared to adjusted EBITDA of \$27.9 million for the first quarter of 2016.

CVR Partners' results for the three months ended March 31, 2017, include the results of the East Dubuque fertilizer facility. First quarter 2016 results do not include East Dubuque.

"CVR Partners posted strong operational performance at our Coffeyville and East Dubuque fertilizer facilities during the 2017 first quarter, with both plants achieving on-stream rates just under 100 percent," said Mark Pytosh, chief executive officer.

"We also were pleased to deliver approximately \$2 million in distributable cash flow for the quarter, which we achieved during the industry's seasonably slow time of year," Pytosh said. "In addition, spring planting is underway and we expect demand to remain firm as farmers are forecasted to plant 90 million acres of corn this year."

Consolidated Operations

For the first quarter of 2017, consolidated average realized gate prices for UAN and ammonia were \$160 per ton and \$308 per ton, respectively. Average realized gate prices for UAN and ammonia for the Coffeyville facility were \$209 per ton and \$367 per ton, respectively, for the same period in 2016.

CVR Partners' fertilizer facilities produced a combined 219,200 tons of ammonia during the first quarter of 2017, of which 80,000 net tons were available for sale while the rest was upgraded to other fertilizer products, including 341,900 tons of UAN. In the 2016 first quarter, the Coffeyville facility produced 113,700 tons of ammonia, of which 15,100 net tons were available for sale while the remainder was upgraded to 248,200 tons of UAN.

Distributions

CVR Partners also announced today a first quarter 2017 distribution of 2 cents per common unit. The distribution, as set by the board of CVR GP, LLC, the general partner of CVR Partners, will be paid on May 15, 2017, to unitholders of record on May 8, 2017.

CVR Partners is a variable distribution master limited partnership. As a result, its quarterly distributions, if any, will vary from quarter to quarter due to several factors, including, but not limited to, its operating performance, fluctuations in the prices received for its finished products, maintenance capital expenditures, and cash reserves deemed necessary or appropriate by the board of directors of its general partner.

First Quarter 2017 Earnings Conference Call

CVR Partners previously announced that it will host its 2017 first quarter Earnings Conference Call for analysts and investors on Thursday, April 27, at 11 a.m. Eastern. The Earnings Conference Call may also include discussion of the Partnership's developments, forward-looking information and other material information about business and financial matters.

The Earnings Conference Call will be broadcast live over the Internet at <https://www.webcaster4.com/Webcast/Page/1004/20614>. For investors or analysts who want to participate during the call, the dial-in number is (877) 407-8029.

For those unable to listen live, the Webcast will be archived and available for 14 days at <https://www.webcaster4.com/Webcast/Page/1004/20614>. A repeat of the conference call can be accessed by dialing (877) 660-6853, conference ID 13659736.

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This release serves as a qualified notice to nominees and brokers as provided for under Treasury Regulation Section 1.1446-4(b). Please note that 100 percent of CVR Partners' distributions to foreign investors are attributable to income that is effectively connected with a United States trade or business. Accordingly, CVR Partners' distributions to foreign investors are subject to federal income tax withholding at the highest effective tax rate.

Forward-Looking Statements

This news release contains forward-looking statements. You can generally identify forward-looking statements by our use of forward-looking terminology such as "outlook," "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "potential," "predict," "seek," "should," or "will," or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control. For a discussion of risk factors which may affect our results, please see the risk factors and other disclosures included in our most recent Annual Report on Form 10-K, any subsequently filed Quarterly Reports on Form 10-Q and our other SEC filings. These risks may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included in this press release are made only as of the date hereof. CVR Partners disclaims any intention or obligation to update publicly or revise its forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent required by law.

About CVR Partners, LP

Headquartered in Sugar Land, Texas, CVR Partners, LP is a Delaware limited partnership focused on the production, marketing and distribution of nitrogen fertilizer products. It primarily produces urea ammonium nitrate (UAN) and ammonia, which are predominantly used by farmers to improve the yield and quality of their crops. CVR Partners' Coffeyville, Kansas, nitrogen fertilizer manufacturing facility includes a 1,300 ton-per-day ammonia unit, a 3,000 ton-per-day UAN unit and a dual-train gasifier complex having a capacity of 89 million standard cubic feet per day of hydrogen. CVR Partners' East Dubuque, Illinois, nitrogen fertilizer manufacturing facility includes a 1,075 ton-per-day ammonia unit and a 1,100 ton-per-day UAN unit.

For further information, please contact:

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CVR Partners, LP

Financial and Operational Data (all information in this release is unaudited other than the balance sheet data as of December 31, 2016). On April 1, 2016, CVR Partners, LP (the "Partnership") completed the merger (the "East Dubuque Merger") whereby the Partnership acquired a nitrogen fertilizer manufacturing facility located in East Dubuque, Illinois (the "East Dubuque Facility"). The consolidated financial statements and key operating metrics include the results of the East Dubuque Facility beginning on April 1, 2016, the date of the closing of the acquisition.

	Three Months Ended March 31,	
	2017	2016
(in millions, except unit data)		
Consolidated Statements of Operations Data:		
Net sales (1)	\$ 85.3	\$ 73.1
Cost of materials and other - Affiliates	2.2	0.8
Cost of materials and other - Third parties	19.6	15.5
Direct operating expenses - Affiliates (2)	0.8	0.9
Direct operating expenses - Third parties (2)	35.1	22.8
Depreciation and amortization	15.4	7.0
Cost of sales	73.1	47.0
Selling, general and administrative expenses - Affiliates (3)	3.9	3.5
Selling, general and administrative expenses - Third parties (3)	3.0	2.9
Operating income	5.3	19.7
Interest expense and other financing costs	(15.7)	(1.7)
Other income, net	0.1	—
Income (loss) before income tax expense	(10.3)	18.0
Income tax expense	—	—
Net income (loss)	\$ (10.3)	\$ 18.0
Net income (loss) per common unit - basic and diluted	\$ (0.09)	\$ 0.25
Adjusted EBITDA*	\$ 20.8	\$ 27.9
Available cash for distribution*	\$ 1.8	\$ 30.6
Weighted average common units outstanding - basic and diluted (in thousands)	113,283	73,128

* See "Use of Non-GAAP Financial Measures" below.

(1) Below are the components of net sales:

	Three Months Ended March 31,	
	2017	2016
	(in millions)	
Reconciliation to net sales:		
Fertilizer sales net at gate	\$ 76.0	\$ 64.8
Freight in revenue	7.1	6.9
Hydrogen revenue	0.1	1.1
Other	2.1	0.3
Total net sales	<u>\$ 85.3</u>	<u>\$ 73.1</u>

(2) Direct operating expenses are reflected exclusive of depreciation and amortization.

(3) The Partnership incurred legal and other professional fees and other merger related expenses that are referred to herein as expenses associated with the East Dubuque Merger, which are included in selling, general and administrative expenses. The Partnership incurred approximately \$1.2 million of expenses associated with the East Dubuque Merger for the three months ended March 31, 2016.

	As of March 31, 2017	As of December 31, 2016
		(audited)
	(in millions)	
Balance Sheet Data:		
Cash and cash equivalents	\$ 81.5	\$ 55.6
Working capital	77.9	71.5
Total assets	1,328.4	1,312.2
Total debt, including current portion	623.8	623.1
Total partners' capital	614.6	624.9

	Three Months Ended March 31,	
	2017	2016
	(in millions)	
Cash Flow Data:		
Net cash flow provided by (used in):		
Operating activities	\$ 30.0	\$ 23.6
Investing activities	(4.1)	(1.7)
Financing activities	—	(19.9)
Net increase in cash and cash equivalents	<u>\$ 25.9</u>	<u>\$ 2.0</u>
Capital expenditures for property, plant and equipment:		
Maintenance capital expenditures	\$ 4.0	\$ 0.9
Growth capital expenditures	0.1	0.8
Total capital expenditures	<u>\$ 4.1</u>	<u>\$ 1.7</u>

Operating Data

The following tables set forth information about our consolidated operations and our nitrogen fertilizer manufacturing facility located in Coffeyville, Kansas (the "Coffeyville Facility") and the East Dubuque Facility.

	Three Months Ended March 31,	
	2017	2016
Key Operating Statistics:		
Consolidated sales (thousand tons):		
Ammonia	61.9	24.4
UAN	321.6	267.0
Consolidated product pricing at gate (dollars per ton) (1):		
Ammonia	\$ 308	\$ 367
UAN	\$ 160	\$ 209
Consolidated production volume (thousand tons):		
Ammonia (gross produced) (2)	219.2	113.7
Ammonia (net available for sale) (2)	80.0	15.1
UAN	341.9	248.2
Feedstock:		
Petroleum coke used in production (thousand tons)	132.6	126.9
Petroleum coke used in production (dollars per ton)	\$ 14	\$ 17
Natural gas used in production (thousands of MMBtus)	2,091.2	—
Natural gas used in production (dollars per MMBtu) (3)	\$ 3.41	\$ —
Natural gas in cost of materials and other (thousands of MMBtus)	1,476.0	—
Natural gas in cost of materials and other (dollars per MMBtu) (3)	\$ 3.59	\$ —
Coffeyville Facility on-stream factors (4):		
Gasification	98.9%	97.7%
Ammonia	98.5%	97.2%
UAN	96.8%	91.4%
East Dubuque Facility on-stream factors (4):		
Ammonia	99.6%	—%
UAN	98.2%	—%
Market Indicators:		
Ammonia - Southern plains (dollars per ton)	\$ 387	\$ 375
Ammonia - Corn belt (dollars per ton)	\$ 424	\$ 441
UAN - Corn belt (dollars per ton)	\$ 215	\$ 229
Natural gas NYMEX (dollars per MMBtu)	\$ 3.06	\$ 1.98

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

(2) Gross tons produced for ammonia represent total ammonia produced, including ammonia produced that was upgraded into other fertilizer products. Net tons available for sale represent ammonia available for sale that was not upgraded into other fertilizer products.

(3) The cost per MMBtu excludes derivative activity, when applicable. The impact of natural gas derivative activity during the three months ended March 31, 2017 and 2016 was not material.

(4) On-stream factor is the total number of hours operated divided by the total number of hours in the reporting period and is included as a measure of operating efficiency.

Use of Non-GAAP Financial Measures

To supplement our actual results calculated in accordance with GAAP for the applicable periods, the Partnership also uses the non-GAAP financial measures noted above, which are reconciled to our GAAP based results below. These non-GAAP financial measures should not be considered as an alternative to GAAP results.

EBITDA is defined as net income (loss) before (i) interest (income) expense, (ii) income tax expense and (iii) depreciation and amortization expense.

Adjusted EBITDA is defined as EBITDA further adjusted for the impact of major scheduled turnaround expenses, gain or loss on extinguishment of debt, loss on disposition of assets, expenses associated with the East Dubuque Merger, and business interruption insurance recovery, when applicable.

We present EBITDA because we believe it allows users of our financial statements, such as investors and analysts, to assess our financial performance without regard to financing methods, capital structure or historical cost basis. We present Adjusted EBITDA because we have found it helpful to consider an operating measure that excludes amounts, such as major scheduled turnaround expenses, gain or loss on extinguishment of debt, loss on disposition of assets, expenses associated with the East Dubuque Merger, and business interruption insurance recovery, relating to transactions not reflective of our core operations. When applicable, each of these amounts is discussed in the Management's Discussion and Analysis of Financial Condition and Results of Operations section of our SEC reports, so that investors have complete information about these amounts. We also present Adjusted EBITDA because it is the starting point used by the board of directors of our general partner when calculating our available cash for distribution.

EBITDA and Adjusted EBITDA are not recognized terms under GAAP and should not be substituted for net income (loss) 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 common unitholders, help investors and analysts evaluate our ongoing operating results and allow for greater transparency in reviewing our overall financial, operational and economic performance by allowing investors to evaluate the same information used by management. EBITDA and Adjusted EBITDA presented by other companies may not be comparable to our presentation, since each company may define these terms differently.

A reconciliation of consolidated Net income (loss) to consolidated EBITDA and consolidated Adjusted EBITDA is as follows:

	Three Months Ended March 31,	
	2017	2016
	(in millions)	
Net income (loss)	\$ (10.3)	\$ 18.0
Add:		
Interest expense and other financing costs, net	15.7	1.7
Income tax expense	—	—
Depreciation and amortization	15.4	7.0
EBITDA	\$ 20.8	\$ 26.7
Add:		
Expenses associated with the East Dubuque Merger	—	1.2
Adjusted EBITDA	\$ 20.8	\$ 27.9

Available cash for distribution is not a recognized term under GAAP. Available cash for distribution should not be considered in isolation or as an alternative to net income (loss) or operating income, or any other measure of financial performance or operating performance. In addition, available cash for distribution is not presented as, and should not be considered, an alternative to cash flows from operations or as a measure of liquidity. Available cash for distribution as reported by the Partnership may not be comparable to similarly titled measures of other entities, thereby limiting its usefulness as a comparative measure.

Available cash begins with Adjusted EBITDA reduced for cash needed for (i) net cash interest expense (excluding capitalized interest) and debt service and other contractual obligations; (ii) maintenance capital expenditures; and (iii) to the extent applicable, major scheduled turnaround expenses, reserves for future operating or capital needs that the board of directors of the general partner deems necessary or appropriate, and expenses associated with the East Dubuque Merger, if any. Available cash for distribution may be increased by the release of previously established cash reserves, if any, at the discretion of the board of directors of our general partner, and available cash is increased by the business interruption insurance proceeds and the impact of purchase accounting. Actual distributions are set by the board of directors of our general partner. The board of directors of our general partner may modify our cash distribution policy at any time, and our partnership agreement does not require us to make distributions at all.

A reconciliation of consolidated Adjusted EBITDA to Available cash for distribution is as follows:

	Three Months Ended March 31,	
	2017	2016
	(in millions, except units and per unit data)	
Adjusted EBITDA	\$ 20.8	\$ 27.9
Adjustments:		
Less:		
Net cash interest expense (excluding capitalized interest) and debt service	(15.0)	(1.5)
Maintenance capital expenditures	(4.0)	(0.9)
Expenses associated with the East Dubuque Merger	—	(1.2)
Add:		
Available cash associated with East Dubuque 2016 first quarter	—	6.3
Available cash for distribution	<u>\$ 1.8</u>	<u>\$ 30.6</u>
Available cash for distribution, per common unit (1)	<u>\$ 0.02</u>	<u>\$ 0.27</u>
Distribution declared, per common unit	\$ 0.02	\$ 0.27
Common units outstanding (in thousands) (1)	113,283	113,283

(1) Available cash for distribution, per common unit for the three months ended March 31, 2016 is calculated based on the post-merger common units outstanding.