
**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): January 5, 2012

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 January 5, 2012, CVR Partners, LP, or the "Company," posted an investor presentation to its website at 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 first quarter of 2012. 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: January 5, 2012

CVR PARTNERS, LP

By: CVR GP, LLC, its general partner

By: /s/ John J. Lipinski

John J. Lipinski

Executive Chairman



CVR
Energy™

Deutsche Bank US Independent Refining Conference
January 5, 2012

This presentation should be reviewed in conjunction with CVR Energy, Inc.'s Third Quarter earnings conference call held on November 3, 2011. 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, but not limited to (i) those set forth under "Risk Factors" in CVR Energy, Inc.'s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and any other filings CVR Energy, Inc. makes with the Securities and Exchange Commission, and (ii) those set forth under "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the CVR Partners, LP Prospectus and any other filings CVR Partners, LP makes with the Securities and Exchange Commission. CVR Energy, Inc. 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.

Jack Lipinski

Chief Executive Officer

Ed Morgan

Executive Vice President of Investor Relations

Jay Finks

Director of Finance



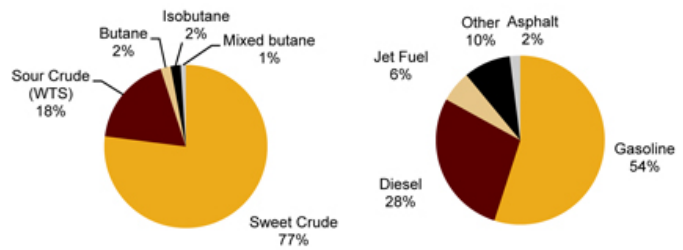
- **CVR Energy, Inc. acquired Gary-Williams Energy Corporation for \$607 million including working capital**
- **Gary-Williams' primary asset is a 70,000 barrels-per-day ("bpd") refinery located in Wynnewood, Oklahoma**
 - Complexity rating of 9.3
- **We funded the transaction primarily with cash, combined with approximately \$200 million of senior secured financing**
 - \$643 million in balance sheet cash at Coffeyville Resources as of September 30, 2011^(a)
- **We increased our existing asset based credit facility to \$400 million**
- **Transaction closed December 15th**

(a) \$643 million is net of cash at CVR Partners, LP.

Summary

- 70,000 bpd of crude throughput capacity
 - 9.3 complexity
- Produces a full slate of gasoline, diesel, asphalt, jet fuel, LPG and specialty products
 - 97.5% liquid product yield
- Strategically located in Group III of PADD II
 - Access to cost-advantaged, WTI price-linked crude oils
- Approximately 60% of products sold directly into the local Oklahoma market
 - Approximately 12,000 bpd of gasoline and ULSD sold via truck rack
 - Approximately 4,000 bpd of JP-8 sold via truck rack
 - Remaining volumes distributed throughout Mid-Continent region via Magellan Pipeline
- Over \$100 million invested to upgrade and optimize the facility since 2007

LTM Feedstock and Product Slate



Asset Improvement Opportunities

| Project | Opportunity |
|-----------------|---|
| Logistics | <ul style="list-style-type: none"> ■ Opportunity to share feedstocks based on unit economics |
| Crude slate | <ul style="list-style-type: none"> ■ Optimize crudes to improve consumed crude differentials and improve realized refining margin |
| Rail options | <ul style="list-style-type: none"> ■ Wynnewood connected to a BNSF main line <ul style="list-style-type: none"> – Property can accommodate new track and off-take infrastructure |
| Storage options | <ul style="list-style-type: none"> ■ Currently 2 million barrels of storage <ul style="list-style-type: none"> – Sufficient land for significant additional storage / blending tanks |

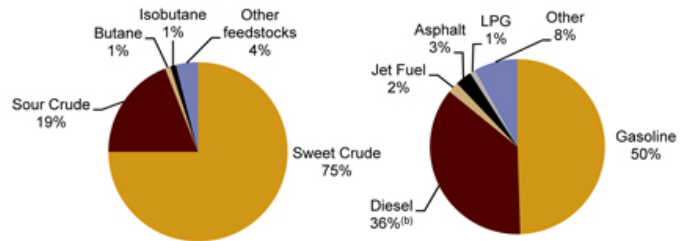
Note: LTM as of September 30, 2011.

- **High quality asset increases CVR's scale and operational diversity**
 - Pro forma company will have approximately 185,000 bpd of throughput capacity and weighted average complexity of approximately 11.5
- **Strategically positioned in attractive Mid-Continent region**
 - Located in the highly fragmented and historically underserved Group III, PADD II region (same as CVR)
- **Significant opportunities to enhance consolidated operations**
 - Ability to expand CVR's existing crude oil gathering business, diversify GWEC's crude slate, leverage our marketing capabilities, reduce duplicative SG&A
- **Enhances financial strength and flexibility**
 - Improves credit profile by expanding processing capacity and diversifying asset base (CVR will no longer be a single asset refiner)
- **Favorable spread environment and positive industry outlook**
 - WTI/LLS and WTI/Brent pricing dynamics continue to provide favorable Mid-Continent refining environment due to the limited crude pipeline capacity to Gulf Coast (even post Seaway reversal)

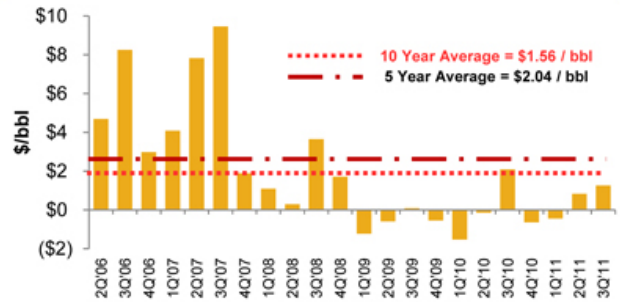
Pro Forma Company Overview

- **Two top-tier Mid-Continent refineries**
 - 115,000 bpd Coffeyville, Kansas refinery
 - 70,000 bpd Wynnewood, Oklahoma Refinery
- **A nitrogen fertilizer plant using pet coke gasification**
 - Rated capacity of 1,225 tpd ammonia; 2,025 tpd UAN Nitrogen
 - Current \$100.0 million expansion ongoing to increase UAN capacity by 400,000 tons
- **Operates in higher margin markets**
- **Logistics assets supporting both businesses**
- **Financial flexibility**

Pro Forma LTM Feedstock & Product Slate^(a)



PADD II – Group 3 Basis



Note: LTM as of September 30, 2011.

(a) Pro forma based on weighted average of refinery capacity.

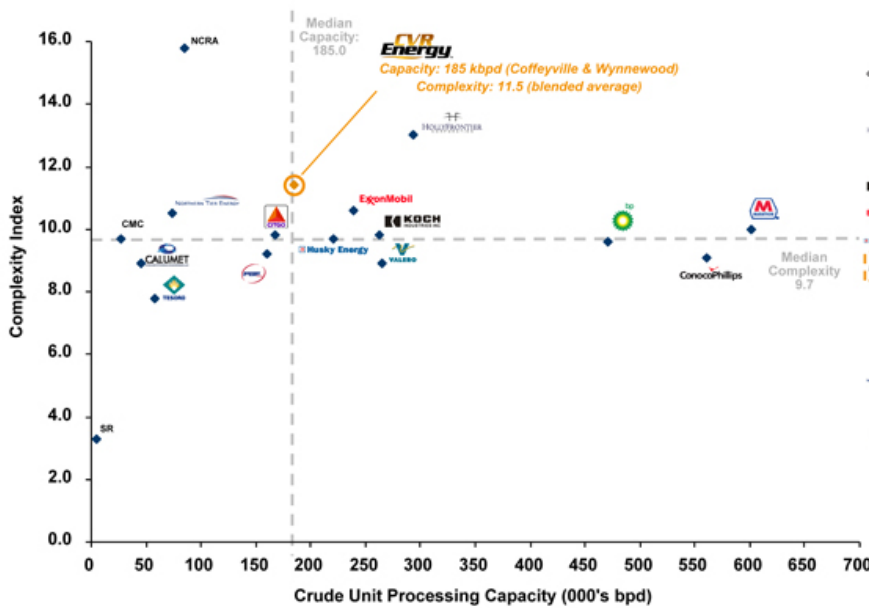
(b) CVR distillate assumed to be diesel for pro forma.

Well Positioned to Compete in Underserved PADD II Region



“Top Quartile” Consolidated Asset Profile

PADD II Consolidated Refinery Statistics – By Owner



PADD II Refiners

| Company | Total Capacity (Kbpd) | Blended Complexity |
|--|-----------------------|--------------------|
| Marathon Petroleum | 602.0 | 10.0 |
| ConocoPhillips ^(a) | 560.4 | 9.1 |
| BP ^(b) | 470.7 | 9.6 |
| HollyFrontier | 293.3 | 13.0 |
| Valero Energy | 265.0 | 8.9 |
| Koch Industries | 262.0 | 9.8 |
| ExxonMobil | 238.6 | 10.6 |
| Husky Energy ^(b) | 220.7 | 9.7 |
| CVR Energy / Wynnewood | 185.0 | 11.5 |
| CITGO Petroleum | 167.0 | 9.8 |
| PBF Energy | 160.0 | 9.2 |
| NCRA National Cooperative Refinery Association | 85.5 | 15.8 |
| Northern Tier Energy | 74.0 | 10.5 |
| Tesoro | 58.0 | 7.8 |
| Calumet Specialty Products | 45.0 | 8.9 |
| CountryMark Cooperative | 28.5 | 9.7 |
| Somerset Refinery | 5.5 | 3.3 |
| Total PADD II Refining Capacity | 3,719.2 | |

(a) 100% of capacity in Wood River, IL refinery JV consolidated (50% ownership interest).

(b) Includes 50% interest in JV in Toledo, OH refinery.

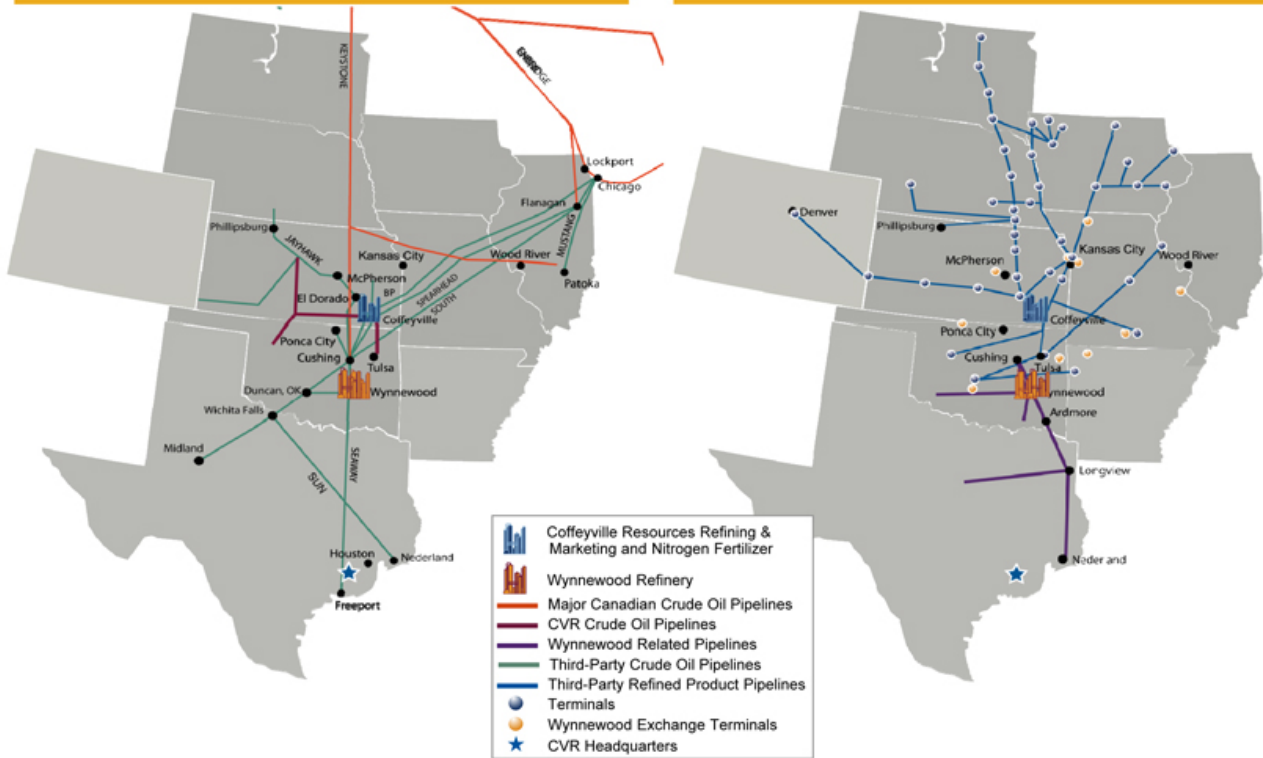
Source: EIA and Wall Street research

Extensive Crude Oil Supply and Product Distribution Network



Consolidated Supply Network

Consolidated Marketing Network



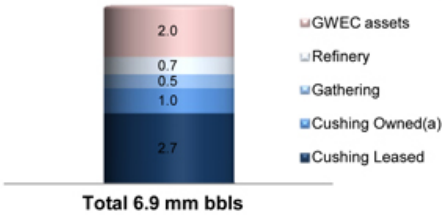
Logistics Overview

- Located 100 miles from the global crude hub of Cushing, CVR has access to global crudes with storage to optimize purchasing and crude slates
- Shipper status of 35,000 bpd on Spearhead and Keystone Pipelines
- 37,000+ bpd crude oil gathering system serving Kansas, Oklahoma, Missouri and Nebraska
- 145,000 bpd proprietary pipeline system to transport crude to the Coffeyville refinery
- Currently constructing an additional one million barrel storage facility in Cushing

Operations Map

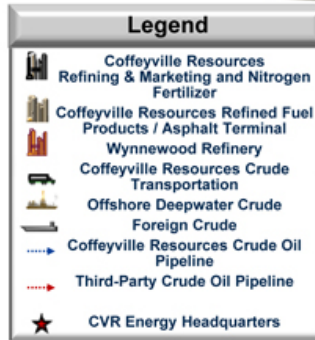


PF Crude Storage Owned / Leased

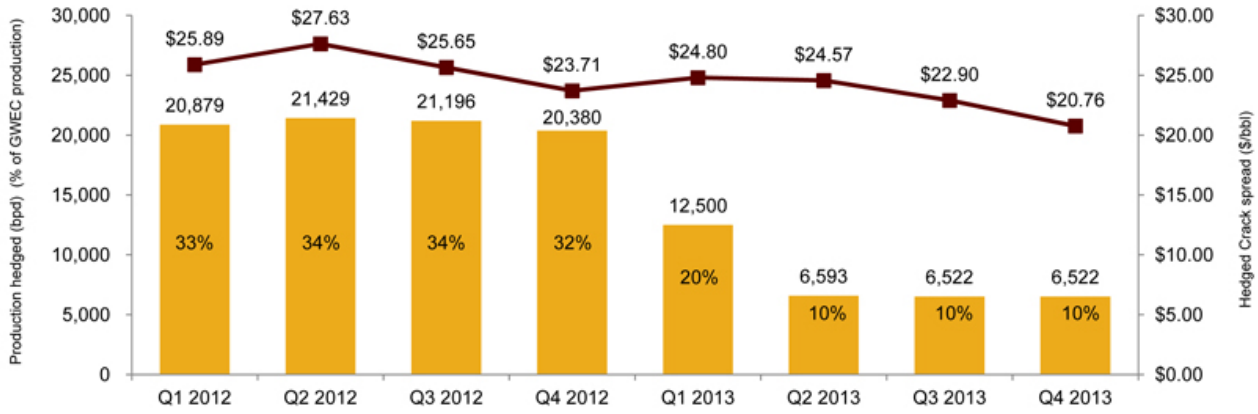


Total 6.9 mm bbls

(a) Under construction.



CVR has an estimated \$50.9 million unrealized gain based on 11/28 market data



| Locked Gross Margin | Q1 2012 | Q2 2012 | Q3 2012 | Q4 2012 | Q1 2013 | Q2 2013 | Q3 2013 | Q4 2013 |
|---------------------|---------|---------|---------|---------|---------|---------|---------|---------|
| | \$49.2 | \$53.9 | \$50.0 | \$44.5 | \$27.9 | \$14.7 | \$13.7 | \$12.5 |

| | |
|--|----------------|
| 2012 Total Locked Gross Margin | \$197.5 |
| 2012 Total Locked Margin per Barrel | \$3.42 |

Note: Based on 11/28 market data.

- **Integrate and optimize operations with existing businesses**
 - Expand existing crude oil gathering business to supply lower cost, local crude to Wynnewood refinery
 - Proximity of plant is a benefit to managing feedstocks

- **Increase ability to optimize Sour / Heavy Sour processing**
 - CVR has 35,000 barrels per day capacity on pipelines from Canada
 - Ability to substitute Heavy Canadian Sour for Domestic US Sour
 - All crudes priced off WTI

- **SG&A synergies exist**

Projected Synergies and Improvements



2012E Projected Synergies

| Synergies | Assumptions | Amount (\$mm) ^(a) |
|---|--|------------------------------|
| Crude Rate Increase | 4,000 bpd to 67,000 bpd in non turnaround years | \$16.3 |
| Overall Crude Differential | \$0.50/bbl on crude rate | 7.9 |
| Reduce Trucked Crude Freight | \$0.50/bbl on 10,000 bpd | 0.9 |
| Product & Feedstock Optimization Between Refineries | Assumes improvement of \$1.50/bbl on 2,000 bpd | 1.1 |
| SG&A Improvements / Optimizations | Shared services, personnel realignment & general savings | 5.0 |
| Miscellaneous | Sum of small improvements & optimizations | 1.2 |
| Total | | \$32.4 |

(a) Assumes realization at beginning of year.



Coffeyville Overview



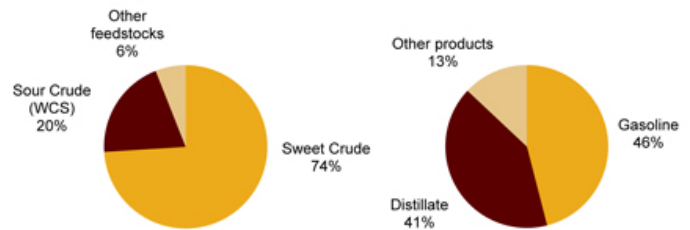
Coffeyville Refinery Overview



Summary

- 115,000 bpd of crude throughput capacity
 - 12.9 complexity
- High complexity refinery producing gasoline, distillates, specialty products and petroleum coke
- Strategically located in Group III of PADD II
 - Access to cost-advantaged, WTI price-linked crude oils
 - 100 miles from Cushing, Oklahoma
- Sales and distribution
 - Rack marketing division supplies products through tanker trucks
 - Bulk sales into Mid-Continent markets via Magellan and into Colorado and other destinations via product pipelines owned by Magellan, Enterprise Products Partners and NuStar
- \$521 million invested in refinery between 2005 and 2009
- Two-phase turnaround complete in Q1 2012

LTM Feedstock & Product Slate^(a)



Management's Proven Track Record

| | 2005 (Acquisition year) | Current |
|--------------------------------------|------------------------------------|-------------------------------------|
| Operational Upgrades | Launched \$521 million of upgrades | Now, most flexible Mid-Con refinery |
| Crude and Feedstock Throughput (bpd) | 98,300 | 115,140 ^(a) |
| Feedstock flexibility | No heavy sour | Up to 25k bpd |
| Complexity | 9.5 | 12.9 |
| Gathered Barrels Capacity (bpd) | ~7,000 | 37,000+ |

(a) LTM as of September 30, 2011.

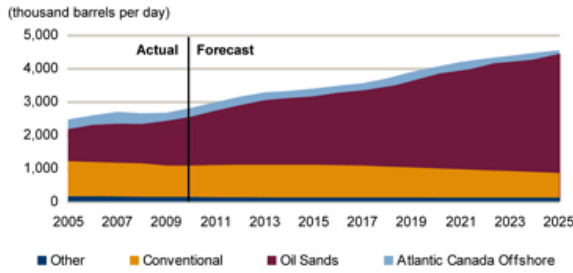
Overview

- Both refineries benefit from the current WTI-Brent spread
- WTI price-linked crudes are currently trading at historically wide discounts to crudes, such as Brent and LLS
- Growing production from the U.S. Bakken and Canada flowing into Cushing, OK is contributing to this differential
- Expected pipeline capacity (Seaway reversal) necessary to move production from Cushing to the Gulf Coast projected to move only 400k bpd by 2013

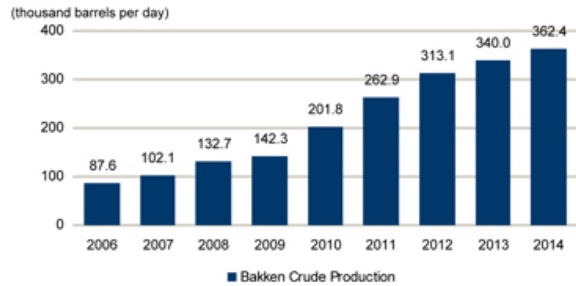
Historical WTI-Brent Spread (\$/bbl)



Historical & Projected Canadian Production



Historical & Projected Bakken Crude Production



(a) Source: Canadian Association of Petroleum Producers June 2011 publication.
Source: Wood Mackenzie Upstream Service database

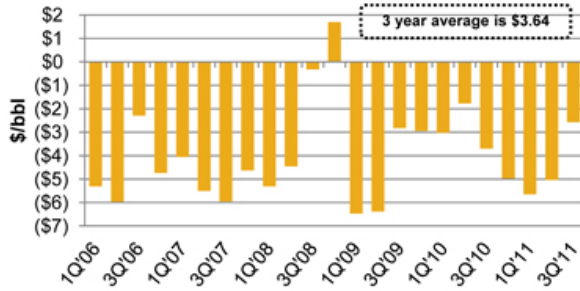
Overview

- Gathered 7,000 bpd in 2005
- Today gathering 37,000+ bpd
- Growth target 10% – 20% per year for the next 2 – 5 years

Asset Map



Total Consumed Crude Discount to WTI



▲ Refining Operations ★ Corporate Headquarters

Barrels Gathered Per Day – LTM Q3 2011

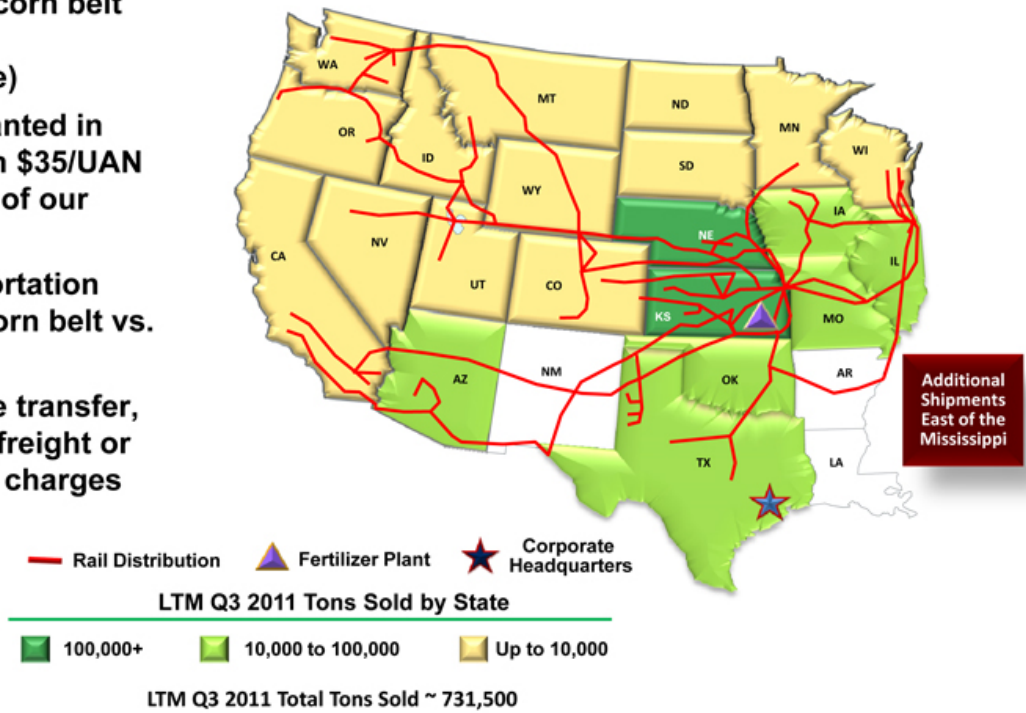
■ 15,000+ ■ Up to 10,000 ■ Up to 1,000 ■ Growth Prospects



Overview

- Located in the corn belt (on Union Pacific mainline)
- 45% of corn planted in 2010 was within \$35/UAN ton freight rate of our plant
- \$25/ton transportation advantage to corn belt vs. US Gulf Coast
- No intermediate transfer, storage, barge freight or pipeline freight charges

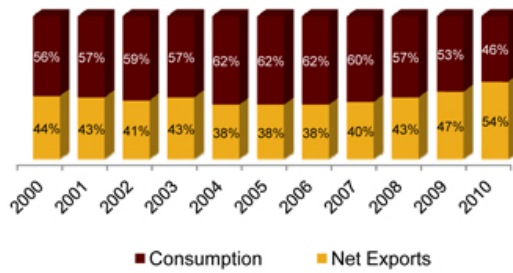
Fertilizer Operations



Overview

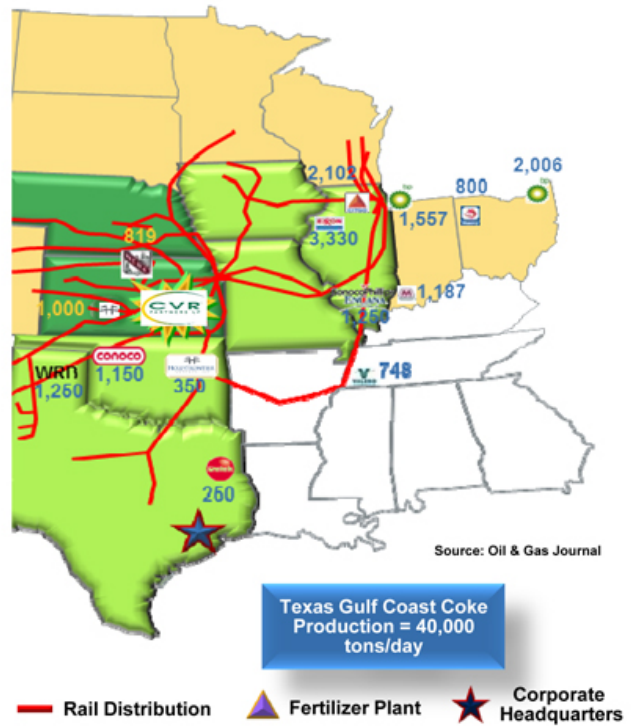
- CVR Partners LP 2008 – 2010 average daily coke demand ~ 1,378 tons/day
- Coke gasification technology uses petroleum coke as a feedstock
 - Pet coke costs lower than natural gas costs per ton of ammonia produced, and pet coke prices are significantly more stable than natural gas prices
 - Over 70% of pet coke supplied by refinery through long-term contract
- Dual train gasifier configuration ensures reliability
- Ammonia synthesis loop and UAN synthesis use same processes as natural gas based producers

US Pet Coke Exports and Consumption



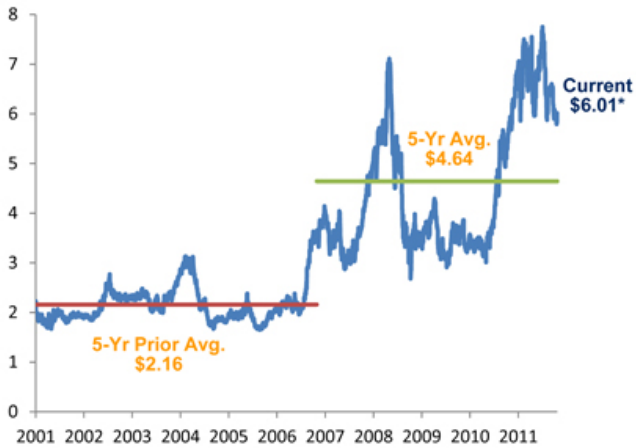
Source: EIA

Abundant Supply of Third-party Pet Coke



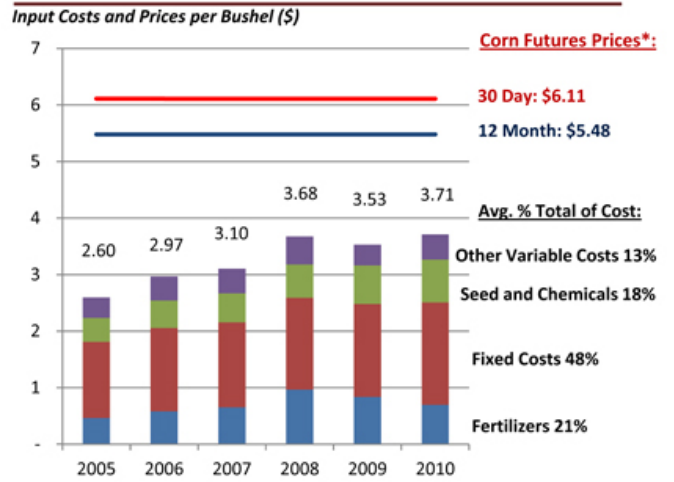
- Corn consumes the largest amount of nitrogen fertilizer
- Farmers are expected to generate substantial proceeds at currently forecasted corn prices
- Farmers are still incentivized to apply nitrogen fertilizer at corn prices lower than current spot
- Nitrogen fertilizer represents a small percentage of a farmer's input costs

Corn Spot Prices



*As of Dec. 20, 2011
Source: CIQ

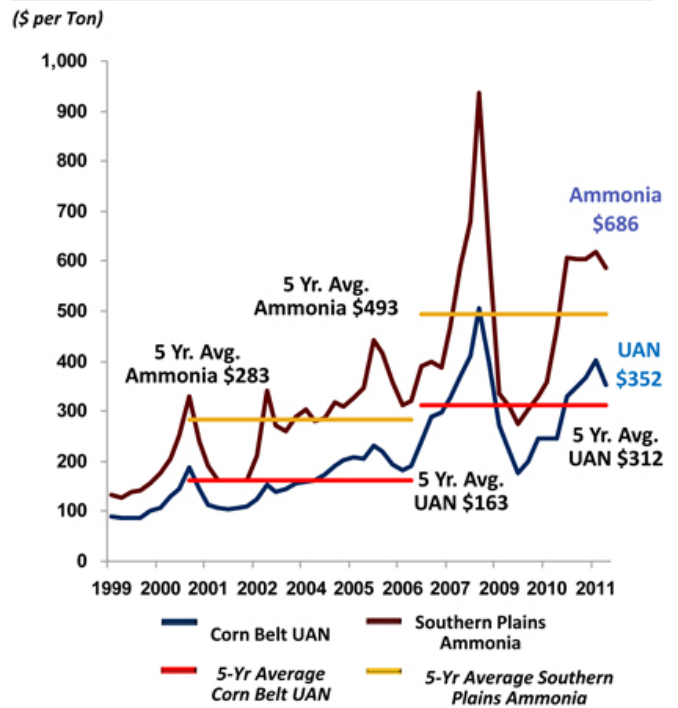
Breakdown of U.S. Farmer Total Input Costs



*As of Dec. 20, 2011
Source: CIQ, USDA
Note: Fixed Costs include labor, machinery, land, taxes, insurance, and other.

- Robust global grain demand coupled with capacity reductions has led to significant nitrogen fertilizer price increases
- 5 year average UAN price has increased 91% over previous 5 year average
- UAN commands a premium over ammonia and urea on a nutrient basis

Historical U.S. Nitrogen Fertilizer Prices



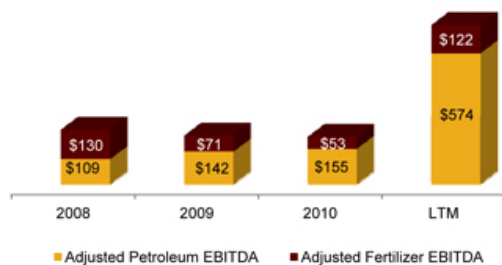
Source: Green Markets Data, Fertecon



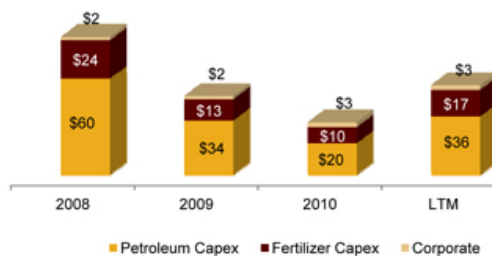
Key Historical Financial Statistics CVR Energy Standalone



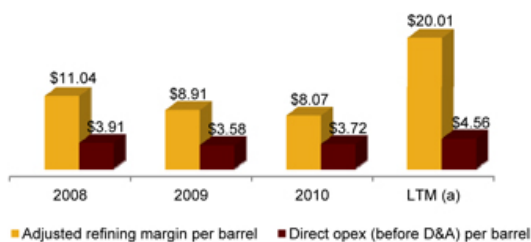
EBITDA by Operating Segment (\$mm)



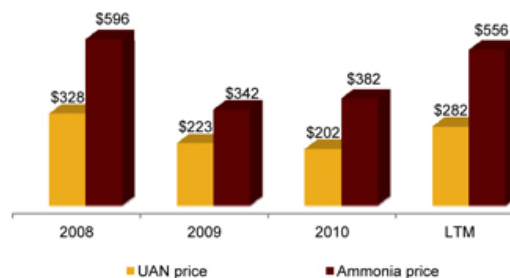
Capital Expenditures (\$mm)



Refining Margins and Expenses (\$/bbl)



Fertilizer Prices (\$/Ton)



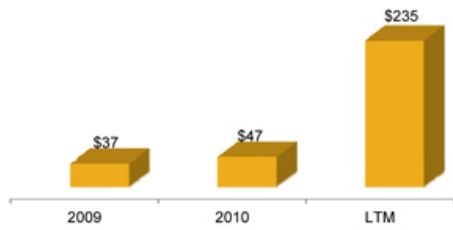
Note: Adjusted Petroleum EBITDA represents petroleum operating income adjusted for FIFO impacts, share-based compensation, loss on disposal of fixed assets, major scheduled turnaround expenses, realized gain and losses on derivatives, net, depreciation and amortization and other income or expenses. Adjusted Fertilizer EBITDA represents nitrogen fertilizer operating income adjusted for share-based compensation, loss of disposal of fixed assets, major scheduled turnaround expenses, depreciation and amortization and other income or expenses.

(a) Direct opex per barrel excludes turnaround.

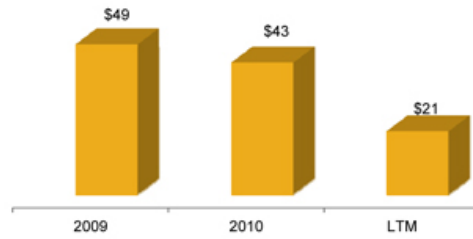
Key Historical Financial Statistics Gary Williams Standalone



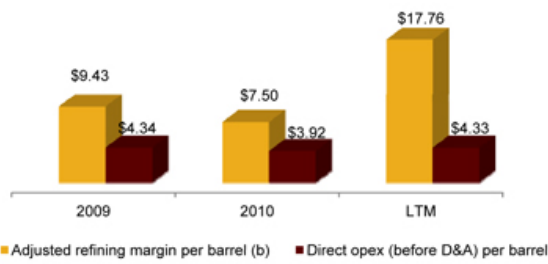
Adjusted EBITDA (\$mm)^(a)



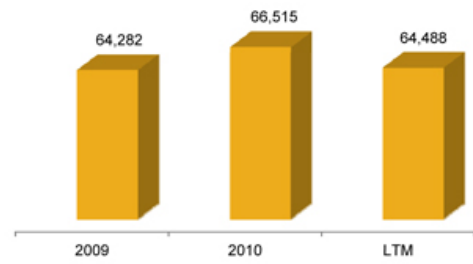
Capital Expenditures (\$mm)



Refining Margins and Expenses (\$/bbl)



Total Throughput (bpd)



- (a) Adjusted EBITDA represents GWEC operating income adjusted for FIFO impacts, major scheduled turnaround expenses, realized gain and losses on derivatives, net, depreciation and amortization and other income or expenses.
- (b) Adjusted refining margin per barrel is equal to gross operating margin adjusted for FIFO inventory gains or losses divided by crude throughput.

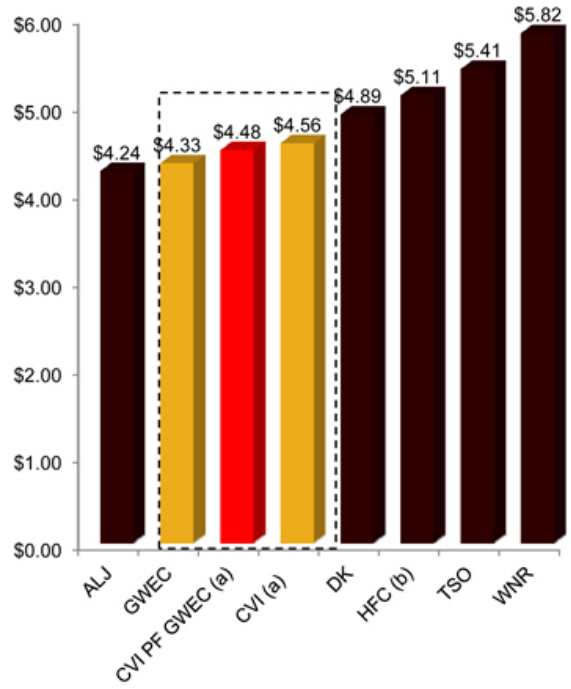
Combined Company – Controlled Operating Expenses



CVI Operating Expenses^(a) (\$/bbl)



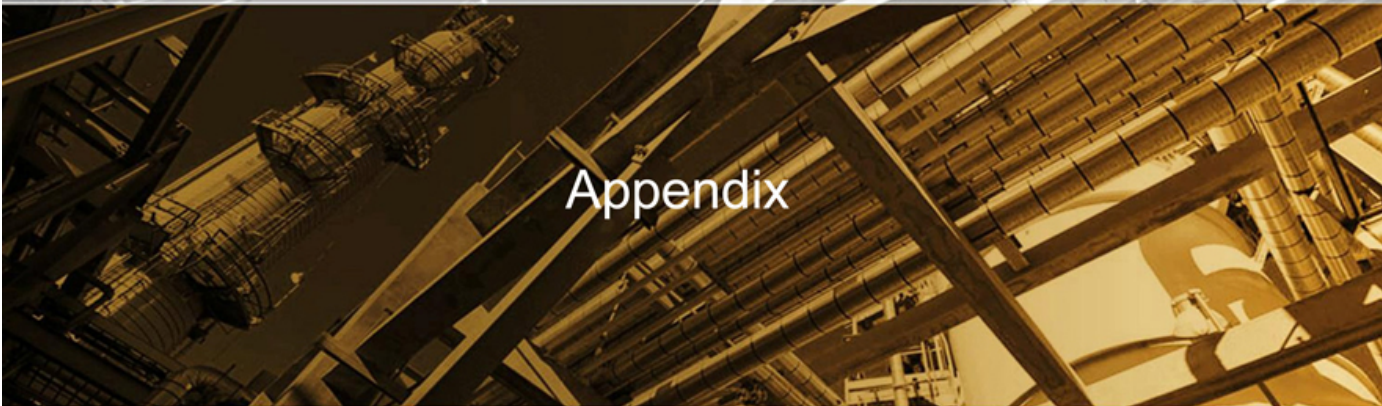
Q3'11 LTM Operating Expense (\$/bbl)



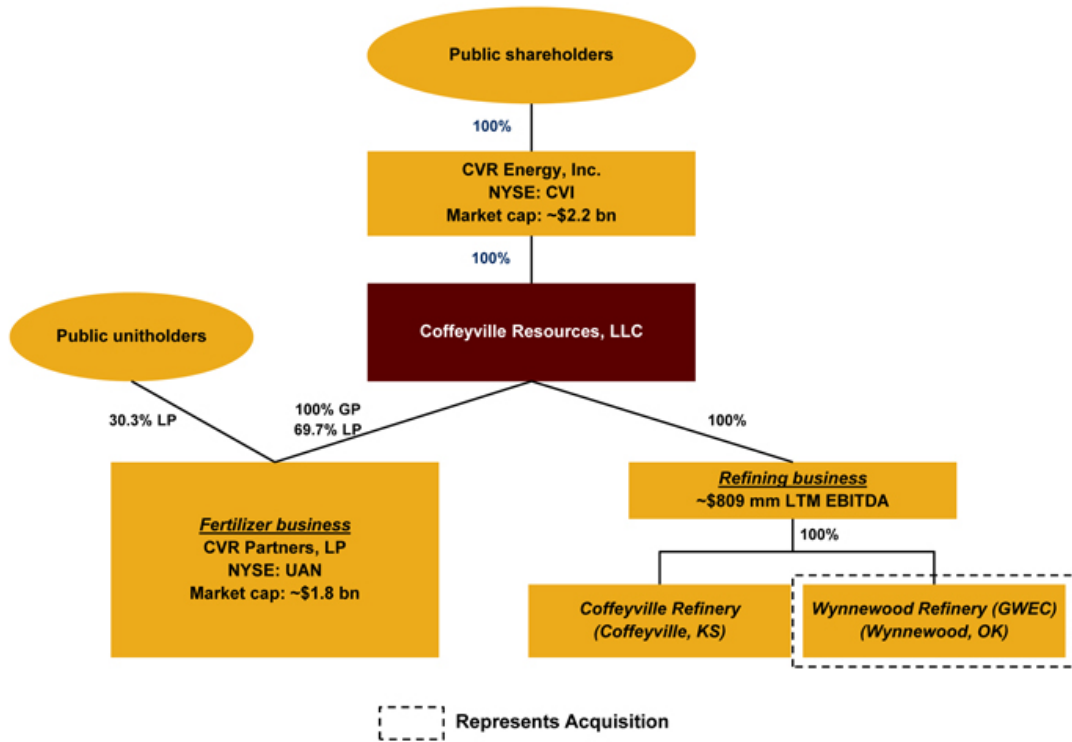
(a) Excludes turnaround. CVI PF GWEC based on weighted average crude throughput.
 (b) HFC combined results from legacy companies 3Q 2011 report.



Appendix



Pro Forma Organizational Structure



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.

EBITDA: EBITDA represents net income before the effect of interest expense, interest income, income tax expense (benefit) and depreciation and amortization. EBITDA is not a calculation based upon GAAP; however, the amounts included in EBITDA are derived from amounts included in the consolidated statement of operations of the Company. Adjusted EBITDA by operating segment results from operating income by segment adjusted for items that the company believes are needed in order to evaluate results in a more comparative analysis from period to period. Additional adjustments to EBITDA include major scheduled turnaround expense, the impact of the Company's use of accounting for its inventory under first-in, first-out (FIFO), net unrealized gains/losses on derivative activities, share-based compensation expense, loss on extinguishment of debt, and other income (expense). Adjusted EBITDA is not a recognized term under GAAP and should not be substituted for operating income or net income as a measure of performance but should be utilized as a supplemental measure of financial performance in evaluating our business.

First-in, first-out (FIFO): The Company's basis for determining inventory value on a GAAP basis. Changes in crude oil prices can cause fluctuations in the inventory valuation of our crude oil, work in process and finished goods, thereby resulting in favorable FIFO impacts when crude oil prices increase and unfavorable FIFO impacts when crude oil prices decrease. The FIFO impact is calculated based upon inventory values at the beginning of the accounting period and at the end of the accounting period.

CVR 9/30/11 LTM Adjusted EBITDA (\$mm)

| | LTM 9/30/2011 |
|--|----------------|
| Consolidated Net Income | \$282.2 |
| Interest expense, net of interest income | 53.8 |
| Depreciation and amortization | 88.1 |
| Income tax expense | 181.5 |
| EBITDA adjustments included in NCI | (3.4) |
| Unrealized (gain)/loss on derivatives | 9.8 |
| Loss on disposal of fixed assets | 2.9 |
| FIFO impact (favorable), unfavorable | (30.4) |
| Share based compensation | 52.4 |
| Loss on extinguishment of debt | 3.6 |
| Major turnaround expense | 16.5 |
| Other non-cash expenses | - |
| Consolidated Adjusted EBITDA | \$657.0 |
| Fertilizer Adjusted EBITDA | 121.7 |
| Adjusted EBITDA excl. Fertilizer | \$535.3 |

Non-GAAP Financial Measures (cont'd)



CVR Adjusted EBITDA (\$mm)

| Petroleum: | 2008 | 2009 | 2010 | LTM 9/30/2011 |
|--|----------------|----------------|----------------|----------------|
| Petroleum operating income | \$31.9 | \$170.2 | \$104.6 | \$529.5 |
| FIFO impact (favorable) unfavorable | 102.5 | (67.9) | (31.7) | (30.4) |
| Share-based compensation | (10.8) | (3.7) | 11.5 | 17.1 |
| Loss on disposal of fixed assets | - | - | 1.3 | 1.5 |
| Major scheduled turnaround | - | - | 1.2 | 12.8 |
| Realized gain (loss) on derivatives, net | (121.0) | (21.0) | 0.7 | (24.7) |
| Goodwill impairment | 42.8 | - | - | - |
| Depreciation and amortization | 62.7 | 64.4 | 66.4 | 67.8 |
| Other income (expense) | 1.0 | 0.3 | 0.7 | 0.5 |
| Adjusted EBITDA | \$109.1 | \$142.3 | \$154.7 | \$574.1 |

| Fertilizer: | 2008 | 2009 | 2010 | LTM 9/30/2011 |
|----------------------------------|----------------|---------------|---------------|----------------|
| Fertilizer operating income | \$116.8 | \$48.9 | \$20.4 | \$84.0 |
| Share-based compensation | (10.6) | 3.2 | 9.0 | 14.1 |
| Loss on disposal of fixed assets | 2.3 | - | 1.4 | 1.4 |
| Major scheduled turnaround | 3.3 | - | 3.5 | 3.5 |
| Depreciation and amortization | 18.0 | 18.7 | 18.5 | 18.5 |
| Other income (expense) | 0.1 | - | - | 0.2 |
| Adjusted EBITDA | \$129.9 | \$70.8 | \$52.8 | \$121.7 |

GWEC Adjusted EBITDA (\$mm)

| GWEC: | 2009 | 2010 | LTM 9/30/2011 |
|---|---------------|---------------|----------------|
| Net income (loss) | \$52.5 | \$16.1 | \$161.6 |
| Income taxes | - | - | - |
| Interest expense (net) | 12.9 | 22.4 | 28.6 |
| Depreciation and amortization | 13.8 | 14.7 | 17.2 |
| Hedge mark to market loss (gain) | - | - | 37.9 |
| Turnaround amortization | 15.4 | 13.8 | 13.1 |
| Non-cash inventory loss (gain) | (57.9) | (19.6) | (23.1) |
| Other unusual or non-recurring items ^(a) | 0.1 | - | (0.2) |
| Adjusted EBITDA | \$36.8 | \$47.4 | \$235.1 |

(a) Includes disposal of assets, asset impairments, discontinued operations and fire related adjustments.