

CVR ENERGY INC  
Form 8-K  
March 01, 2011

**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): February 23, 2011  
CVR ENERGY, INC.**

(Exact name of registrant as specified in its charter)

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

**001-33492**  
(Commission File Number)

**61-1512186**  
(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 23, 2011, two directors of CVR Energy, Inc. (the Company), Scott L. Lebovitz and John K. Rowan, informed the Company that they do not intend to stand for re-election to the board of the Company at this year's annual meeting. These directors were previously nominated to the board pursuant to nomination rights granted to certain funds affiliated with Goldman, Sachs & Co., which recently sold its interest in the Company.

On March 1, 2011, a third director of the Company, Stanley de. J. Osborne, informed the Company that he does not intend to stand for re-election to the board of the Company at this year's annual meeting. Mr. Osborne was previously nominated to the board pursuant to nomination rights granted to certain funds affiliated with Kelso & Company, L.P., which recently sold a substantial portion of its interest in the Company.

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**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: March 1, 2011

CVR Energy, Inc.

By: /s/ Edmund S. Gross

Edmund S. Gross

Senior Vice President, General Counsel  
and Secretary