

CVR ENERGY INC  
Form 8-K  
December 23, 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): December 19, 2011**

**CVR ENERGY, INC.**

**(Exact name of registrant as specified in its charter)**

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

**001-33492**  
(Commission  
File Number)  
**2277 Plaza Drive, Suite 500**

**61-1512186**  
(I.R.S. Employer  
Identification Number)

**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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*(e) Compensatory Arrangements of Certain Officers*

On December 19, 2011, CVR Energy, Inc. (the Company ) and four of its named executive officers, John J. Lipinski, Stanley A. Riemann, Edmund S. Gross and Robert W. Haugen, entered into amendments to the Restricted Stock Agreements outstanding with such officers. The amendments, in each case, provide for accelerated vesting of the awards in the event the executive is terminated by the Company, a subsidiary or division without cause at any time on or following the date the executive reaches age 60.

In connection with the above-described amendments, the Company amended the form of Restricted Stock Agreement utilized for awards to named executive officers to incorporate the same provision. The new form of Restricted Stock Agreement is attached as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

**10.1 Form of Restricted Stock Agreement.**

**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: December 23, 2011

CVR Energy, Inc.

By: /s/ Edmund S. Gross  
Edmund S. Gross,  
Senior Vice President, General Counsel and  
Secretary