

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