

CVR ENERGY INC  
Form DEFA14A  
March 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**CVR Energy, Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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**CVR ENERGY S BOARD OF DIRECTORS UNANIMOUSLY REAFFIRMS REJECTION OF CARL ICAHN S TENDER OFFER**

**Board Still Believes that the Offer is Inadequate, that the Minor Change In Terms Does Not Address the Serious Structural Flaws of the CCP Rights And Continues to Recommend that Stockholders Not Tender**

SUGAR LAND, Texas (March 19, 2012) CVR Energy, Inc. (NYSE: CVI), a refiner and marketer of petroleum fuels and a majority owner of CVR Partners, LP (NYSE:UAN), a nitrogen fertilizer producer, announced today that its Board of Directors, in consultation with its independent financial and legal advisors, has unanimously reaffirmed its decision to reject the unsolicited tender offer to acquire all of the outstanding shares of CVR Energy for \$30.00 per share in cash plus a contingent cash payment right (CCP) by entities controlled by Carl Icahn and recommends that stockholders not tender any of their shares into the offer. The Board again reviewed Mr. Icahn s offer in light of the minor changes announced on March 16, 2012.

After committing to drop his tender offer and proxy solicitation if he didn t receive sufficient tenders by March 23, Mr. Icahn has again gone back on his word by extending his distracting and detrimental campaign, said Chief Executive Officer Jack Lipinski. Friday s announcement modifying the term of his contingent cash payment rights by six months fails to address the fundamental structural flaws and conflicting incentives inherent in the CCP.

Most importantly, Mr. Icahn s tender offer amendment does not in any way change the fact that the offer substantially undervalues CVR Energy. Contrary to Mr. Icahn s criticism of our company and our prospects, our opportunities to deliver value well in excess of the offer are substantial, and the recent widening of crack spreads and related differentials are additional positives for our stockholders. The Board and management of CVR Energy have a proven track record of delivering outstanding returns for stockholders and making sound business decisions to increase the value of the business. Our record managing this complex business speaks for itself and we look forward to extending our history of success. We recommend our stockholders do not tender into Mr. Icahn s offer, sending him the clear message to end his distracting and detrimental campaign, Mr. Lipinski concluded.

### **Forward Looking Statements**

This news release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can generally identify forward-looking statements by our use of forward-looking terminology such as anticipate, believe, continue, could, estimate, expect, explore, evaluate, intend, may, 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 Annual Report on Form 10-K for the year ended Dec. 31, 2011. 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 Energy disclaims any intention or obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### **About CVR Energy, Inc.**

Headquartered in Sugar Land, Texas, CVR Energy, Inc.'s subsidiary and affiliated businesses operate independent refining assets in Coffeyville, Kan. and Wynnewood, Okla. with more than 185,000 barrels per day of processing capacity, a marketing network for supplying high value transportation fuels to customers through tanker trucks and pipeline terminals, and a crude oil gathering system serving central Kansas, Oklahoma, western Missouri, southwestern Nebraska and Texas. In addition, CVR Energy subsidiaries own a majority interest in and serve as the general partner of CVR Partners, LP, a producer of ammonia and urea ammonium nitrate, or UAN, fertilizers.

**Important Additional Information**

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. In response to the tender offer commenced by IEP Energy LLC and Icahn Enterprises Holdings L.P., as well as other entities affiliated with Carl C. Icahn, CVR Energy, Inc. ( CVR Energy ) has filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9. CVR ENERGY STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ THE COMPANY S SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 BECAUSE IT CONTAINS IMPORTANT INFORMATION. Stockholders may obtain a free copy of the Solicitation/Recommendation Statement on Schedule 14D-9, as well as any other documents filed by CVR Energy, for no charge at the SEC s website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge in the Investor Relations section of the Company s website at [www.cvrenergy.com](http://www.cvrenergy.com) or by writing to CVR Energy at 2277 Plaza Drive, Suite 500, Sugar Land, Texas, 77479, Attn: Senior Vice President, General Counsel and Secretary.

In addition, CVR Energy will file a proxy statement with the SEC. The definitive proxy statement will be mailed to stockholders of CVR Energy. CVR ENERGY STOCKHOLDERS ARE URGED TO READ THESE AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders will be able to obtain free copies of these documents (when available) and other documents filed with the SEC by CVR Energy through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov) and in the Investor Relations section of the Company s website at [www.cvrenergy.com](http://www.cvrenergy.com).

**Certain Information Regarding Participants**

CVR Energy, its directors and certain of its executive officers may be deemed to be participants under the rules of the SEC. Security holders may obtain information regarding the names, affiliations and interests of CVR Energy s directors and executive officers in CVR Energy s Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 29, 2012, and its proxy statement for the 2011 Annual Meeting, which was filed with the SEC on April 20, 2011. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants in any proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will also be included in any proxy statement and other relevant materials to be filed with the SEC if and when they become available.

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