

CVR ENERGY INC
Form 8-K
May 23, 2011

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**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): May 18, 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 5.07. Submission of Matters to a Vote of Security Holders

SIGNATURES

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On May 18, 2011, CVR Energy, Inc. (the Company) held its annual meeting of the stockholders of the Company. The stockholders of the Company voted on five proposals, consisting of (1) election of nine directors to the board of directors of the Company (the Board), (2) ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2011, (3) approval by a non-binding advisory vote of the Company's named executive officer compensation (referred to as Say-on-Pay), (4) approval by a non-binding advisory vote of the frequency of future Say-on-Pay voting every 1 year, 2 years or 3 years, and (5) approval of the Performance Incentive Plan of the Company. For more information regarding the foregoing proposals, please see the Company's Proxy Statement dated April 20, 2011, which was filed with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended.

At the annual meeting of the stockholders of the Company, (1) all of the Board's nominees for director were elected, (2) the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2011 was ratified, (3) the stockholders approved, by a non-binding advisory vote, the Company's named executive officer compensation (or Say-on-Pay), (4) the stockholders approved, by a non-binding advisory vote, the frequency of future Say-on-Pay voting every year, and (5) the stockholders approved the Performance Incentive Plan of the Company. The voting results for each of the proposals are summarized below.

Proposal 1 Election of Directors

The nominees listed below were elected to the Board, with the respective votes set forth opposite of each nominee's name:

| Director | Votes For | Votes Against or Withheld | Votes Abstain | Broker Non-Votes |
|---------------------|------------------|--------------------------------------|----------------------|-------------------------|
| John J. Lipinski | 67,377,231 | 641,531 | 0 | 11,307,555 |
| Barbara M. Baumann | 67,658,498 | 360,264 | 0 | 11,307,555 |
| William J. Finnerty | 67,765,895 | 252,867 | 0 | 11,307,555 |
| C. Scott Hobbs | 67,781,818 | 236,944 | 0 | 11,307,555 |
| George E. Matelich | 67,426,431 | 592,331 | 0 | 11,307,555 |
| Steve A. Nordaker | 67,424,531 | 594,231 | 0 | 11,307,555 |
| Robert T. Smith | 67,766,187 | 252,575 | 0 | 11,307,555 |
| Joseph E. Sparano | 67,420,232 | 598,530 | 0 | 11,307,555 |
| Mark E. Tomkins | 67,427,279 | 591,483 | 0 | 11,307,555 |

Table of Contents**Proposal 2 Ratify the Audit Committee's Selection of KPMG**

The appointment by the Company's Audit Committee of KPMG LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2011 was ratified by the following vote:

| Votes For | Votes Against or Withheld | Votes Abstain | Broker Non-Votes |
|------------------|----------------------------------|----------------------|-------------------------|
| 78,915,331 | 51,404 | 359,582 | 0 |

Proposal 3 Non-Binding, Advisory Vote on Named Executive Officer Compensation (Say-on-Pay)

The stockholders approved, by a non-binding advisory vote, the Company's named executive officer compensation (or Say-on-Pay) by the following vote:

| Votes For | Votes Against or Withheld | Votes Abstain | Broker Non-Votes |
|------------------|----------------------------------|----------------------|-------------------------|
| 60,561,655 | 7,220,301 | 236,806 | 11,307,555 |

Proposal 4 Non-Binding, Advisory Vote on the Frequency of Future Say-on-Pay Voting

The stockholders approved, by a non-binding advisory vote, the frequency of future Say-on-Pay voting every year by the following vote:

| Every 1 Year | Every 2 Years | Every 3 Years | Votes Abstain | Broker Non-Votes |
|---------------------|----------------------|----------------------|----------------------|-------------------------|
| 38,954,314 | 459,777 | 28,393,035 | 211,636 | 11,307,555 |

Proposal 5 Approval of the Performance Incentive Plan

The stockholders approved the Performance Incentive Plan of the Company by the following vote:

| Votes For | Votes Against or Withheld | Votes Abstain | Broker Non-Votes |
|------------------|----------------------------------|----------------------|-------------------------|
| 66,708,042 | 1,054,739 | 255,981 | 11,307,555 |

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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: May 23, 2011

CVR Energy, Inc.

By: /s/ Edmund S. Gross

Edmund S. Gross,
Senior Vice President, General
Counsel and
Secretary