

CVR ENERGY INC  
Form 8-K  
June 18, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **June 18, 2013 (June 13, 2013)**

**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**

## Edgar Filing: CVR ENERGY INC - Form 8-K

(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.**

On June 13, 2013, CVR Energy, Inc. (the "Company") held its annual meeting of the stockholders of the Company. The stockholders of the Company voted on three 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, 2013, and (3) approval by a non-binding advisory vote of the Company's named executive officer compensation (referred to as "Say-on-Pay"). For more information regarding the foregoing proposals, please see the Company's Proxy Statement dated April 30, 2013, 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, 2013 was ratified, and (3) the stockholders approved, by a non-binding advisory vote, the Company's named executive officer compensation (or "Say-on-Pay"). 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:

| <b>Director</b>     | <b>Votes For</b> | <b>Votes Against<br/>or Withheld</b> | <b>Votes Abstain</b> | <b>Broker Non-<br/>Votes</b> |
|---------------------|------------------|--------------------------------------|----------------------|------------------------------|
| Bob G. Alexander    | 83,016,829       | 147,042                              | 0                    | 1,812,159                    |
| SungHwan Cho        | 73,650,659       | 9,513,212                            | 0                    | 1,812,159                    |
| Carl C. Icahn       | 78,068,600       | 5,095,271                            | 0                    | 1,812,159                    |
| Vincent J. Intriери | 78,498,887       | 4,664,984                            | 0                    | 1,812,159                    |
| John J. Lipinski    | 79,723,581       | 3,440,290                            | 0                    | 1,812,159                    |
| Samuel Merksamer    | 78,493,283       | 4,670,588                            | 0                    | 1,812,159                    |
| Stephen Mongillo    | 82,970,901       | 192,970                              | 0                    | 1,812,159                    |
| Daniel A. Ninivaggi | 72,617,050       | 10,546,821                           | 0                    | 1,812,159                    |
| James M. Strock     | 82,974,295       | 189,576                              | 0                    | 1,812,159                    |

**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, 2013 was ratified by the following vote:

| <b>Votes For</b> |            | <b>Votes Against or Withheld</b> |        | <b>Votes Abstain</b> |       | <b>Broker Non-Votes</b> |   |
|------------------|------------|----------------------------------|--------|----------------------|-------|-------------------------|---|
|                  | 84,922,930 |                                  | 43,816 |                      | 9,284 |                         | 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:

| <b>Votes For</b> |            | <b>Votes Against or Withheld</b> |         | <b>Votes Abstain</b> |        | <b>Broker Non-Votes</b> |           |
|------------------|------------|----------------------------------|---------|----------------------|--------|-------------------------|-----------|
|                  | 82,770,329 |                                  | 357,841 |                      | 35,701 |                         | 1,812,159 |

**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: June 18, 2013

CVR Energy, Inc.

By:

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