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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): October 31, 2011**

**CVR PARTNERS, LP**

(Exact name of registrant as specified in its charter)

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

**001-35120**  
(Commission File Number)

**56-2677689**  
(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 2.02. Results of Operations and Financial Condition.**

On October 31, 2011, CVR Partners, LP (the "Partnership") issued a press release announcing information regarding its results of operations and financial condition for the quarter and nine months ended September 30, 2011, the text of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 2.02 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being "furnished" and is not deemed "filed" by the Partnership for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor is it deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**Item 9.01. Financial Statements and Exhibits****(d) Exhibits**

The following exhibit is being "furnished" as part of this Current Report on Form 8-K:

99.1 Press release dated October 31, 2011, issued by CVR Partners, LP.

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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: October 31, 2011

CVR PARTNERS, LP

By: CVR GP, LLC, its general partner

By: /s/ Edward Morgan \_\_\_\_\_  
Edward Morgan,  
Chief Financial Officer and Treasurer



**CVR PARTNERS REPORTS THIRD QUARTER NET INCOME OF \$36.3 MILLION**

**SUGAR LAND, Texas (Oct. 31, 2011)** — CVR Partners, LP (NYSE: UAN), a manufacturer of ammonia and urea ammonium nitrate (UAN) solution fertilizer products, today announced third quarter 2011 net income of \$36.3 million on net sales of \$77.2 million, compared to \$13.5 million net income on net sales of \$46.4 million for the third quarter a year earlier.

Adjusted EBITDA for the third quarter 2011 was \$43.3 million compared to \$15.7 million adjusted EBITDA in the third quarter 2010 (see footnotes 2 and 3 in accompanying tables).

For the nine-month period, net income was \$91.2 million on net sales of \$215.3 million compared to \$39.5 million of net income on net sales of \$141.1 million for the comparable period a year earlier. Adjusted EBITDA for the nine month period in 2011 was \$114.0 million compared to adjusted EBITDA of \$45.1 million for the first nine months a year earlier.

On Oct. 27, 2011, CVR Partners announced its third quarter distribution based on available cash of 57.2 cents per common unit to unit holders of record on Nov. 7, 2011, payable on Nov. 14, 2011. CVR Partners said the results leave it well positioned to meet or exceed the distributions guidance in its IPO prospectus of \$1.92 per common unit for the 12 months ending March 31, 2012.

“Third quarter numbers mirror the excellent results CVR Partners had last quarter,” said Byron Kelley, president and chief executive officer. “The prices for ammonia and UAN have grown stronger as the demand for corn and other agricultural commodities increased during the past year.

“Our nitrogen fertilizer plant’s production remained consistently high, as well,” he said. “We continue to achieve our financial and operational objectives and are pleased with the results.”

For the third quarter 2011, average realized plant gate prices for ammonia and UAN were \$568 per ton and \$294 per ton respectively, compared to \$317 per ton and \$168 per ton respectively for the equivalent period in 2010.

CVR Partners produced 102,700 tons of ammonia during the third quarter of 2011, of which 25,900 net tons were available for sale while the rest was upgraded to 185,800 tons of more

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highly valued UAN. In the 2010 third quarter, the plant produced 112,600 tons of ammonia with 41,000 net tons available for sale with the remainder upgraded to 173,800 tons of UAN.

Ammonia production was down slightly in the third quarter of 2011 due to the sale of \$5.7 million of hydrogen (equivalent to the production of 8,703 tons of ammonia) under a feedstock and shared services agreement to the refinery located adjacent to the nitrogen fertilizer plant and operated by Coffeyville Resources Refining & Marketing, LLC (CRRM). The sale of hydrogen was a price neutral transaction.

On-stream factors during the third quarter were 99.2 percent for the gasifiers, 98.6 percent for the ammonia synthesis loop, and 97 percent for the UAN conversion facility.

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This news release contains 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,” “intend,” “may,” “might,” “plan,” “potential,” “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 Prospectus dated April 7, 2011, and filed with the SEC on April 11, 2011, and other filings with the SEC. 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. The Partnership undertakes no duty to update its forward-looking statements.

#### **About CVR Partners, LP**

Headquartered in Sugar Land, Texas, with manufacturing facilities located in Coffeyville, Kan., CVR Partners, LP is a Delaware limited partnership focused primarily on the manufacture of nitrogen fertilizers. The CVR Partners nitrogen fertilizer manufacturing facility is the only operation in North America that uses a petroleum coke gasification process to produce nitrogen fertilizer and includes a 1,225 ton-per-day ammonia unit, a 2,025 ton-per-day urea ammonium nitrate unit, and a dual-train gasifier complex having a capacity of 84 million standard cubic feet per day of hydrogen.

For further information, please contact:

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## CVR Partners, LP

The following tables summarize the financial data and key operating statistics for CVR Partners, LP (the "Partnership") for the three and nine months ended September 30, 2011 and 2010. Select balance sheet data is as of September 30, 2011 and December 31, 2010.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in millions) (unaudited)			
<b>Consolidated Statement of Operations data:</b>				
Net sales	\$ 77.2	\$ 46.4	\$ 215.3	\$ 141.1
Cost of product sold — Affiliates*	3.6	2.9	8.0	5.1
Cost of product sold — Third parties*	7.3	7.9	20.2	22.6
Direct operating expense — Affiliates*	0.2	0.5	1.0	1.4
Direct operating expense — Third parties*	19.9	16.7	64.4	59.3
Insurance recovery — business interruption	(0.5)	—	(3.4)	—
Selling, general and administrative expenses — Affiliates	3.4	2.4	13.1	6.8
Selling, general and administrative expenses — Third parties	1.1	0.9	4.5	2.0
Depreciation and amortization	4.7	4.5	13.9	13.9
Operating income	\$ 37.5	\$ 10.6	\$ 93.6	\$ 30.0
Interest expense and other financing costs	(1.4)	—	(2.6)	—
Interest income	—	3.0	0.1	9.6
Other income (expense), net	0.2	(0.1)	0.1	(0.1)
Income before income tax expense	\$ 36.3	\$ 13.5	\$ 91.2	\$ 39.5
Income tax expense	—	—	—	—
Net income	\$ 36.3	\$ 13.5	\$ 91.2	\$ 39.5

\* Amounts shown are exclusive of depreciation and amortization.

Net income subsequent to initial public offering	\$ 36.3	\$ 67.1
Net income per common unit — basic**	\$ 0.50	\$ 0.92
Net income per common unit — diluted**	\$ 0.50	\$ 0.92
Weighted average, number of common units outstanding (in thousands):		
Basic	73,003	73,002
Diluted	73,083	73,065

\*\* Reflective of net income per common unit since closing the Partnership's initial public offering on April 13, 2011. The Partnership has omitted net income per unit for the periods in 2010 because the Partnership operated under a different capital structure prior to the closing of the Offering and, as a result, the per unit data would not be meaningful to investors.

	<u>As of September 30,</u> 2011	<u>As of December 31,</u> 2010
	(in millions)	
	(unaudited)	
<b>Balance Sheet Data:</b>		
Cash and cash equivalents	\$ 255.5	\$ 42.7
Working capital	234.7	27.1
Total assets	673.8	452.2
Total debt	125.0	—
Partners' capital	489.3	402.2

	<u>Three Months Ended</u> <u>September 30,</u>		<u>Nine Months Ended</u> <u>September 30,</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
	(in millions)			
	(unaudited)			
<b>Other Financial Data:</b>				
Cash flows provided by operating activities	\$ 57.7	\$ 27.0	\$ 107.9	\$ 56.6
Cash flows used in investing activities	(2.0)	(1.9)	(7.8)	(3.8)
Cash flows provided by (used in) financing activities	(30.0)	—	112.7	(29.5)
Net cash flow	\$ 25.7	\$ 25.1	\$ 212.8	\$ 23.3
Capital expenditures	\$ 4.5	\$ 1.9	\$ 10.5	\$ 3.8

Three Months Ended September 30,		Nine Months Ended September 30,	
2011	2010	2011	2010

(in millions)  
(unaudited)

### Non-GAAP Measures:

#### Reconciliation of Net Income to Adjusted Net Income and to Adjusted EBITDA:

Net Income	\$ 36.3	\$ 13.5	\$ 91.2	\$ 39.5
Adjustments:				
Share-based compensation (1)	0.9	0.7	6.4	1.3
<b>Adjusted net income (2)</b>	<b>\$ 37.2</b>	<b>\$ 14.2</b>	<b>\$ 97.6</b>	<b>\$ 40.8</b>
Major scheduled turnaround expense	—	—	—	—
Depreciation and amortization	4.7	4.5	13.9	13.9
Interest (income) expense	1.4	(3.0)	2.5	(9.6)
<b>Adjusted EBITDA (3)</b>	<b>\$ 43.3</b>	<b>\$ 15.7</b>	<b>\$ 114.0</b>	<b>\$ 45.1</b>

Three Months Ended  
September 30, 2011  
(in millions, except per unit amount)  
(unaudited)

Cash flows from operations (4)	\$ 57.7
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#### Adjustments:

Plus: Deferred revenue balance at June 30, 2011	3.0
Less: Deferred revenue balance at September 30, 2011	(20.6)
Plus: Insurance proceeds included in investing activities	2.5
Less: Maintenance capital expenditures July 1 through September 30, 2011	(0.8)

Available cash for distribution	\$ 41.8
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Available cash for distribution, per unit	\$ 0.572
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Common units outstanding	73,022
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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
<b>(unaudited)</b>				
<b>Nitrogen Fertilizer Key Operating Statistics:</b>				
Production (thousand tons):				
Ammonia (gross produced) (5)	102.7	112.6	310.4	322.9
Ammonia (net available for sale) (5)	25.9	41.0	89.3	117.9
UAN	185.8	173.8	535.8	500.5
Petroleum coke consumed (thousand tons)	131.2	118.6	391.0	351.8
Petroleum coke (cost per ton)	\$ 43	\$ 26	\$ 30	\$ 19
Sales (thousand tons):				
Ammonia	22.6	33.4	83.5	115.2
UAN	179.2	178.9	524.7	506.9
Total sales	201.8	212.3	608.2	622.1
Product pricing (plant gate) (dollars per ton) (6):				
Ammonia	\$ 568	\$ 317	\$ 569	\$ 305
UAN	\$ 294	\$ 168	\$ 266	\$ 180
On-stream factors (7):				
Gasification	99.2%	99.2%	99.5%	95.8%
Ammonia	98.6%	99.0%	98.0%	94.6%
UAN	97.0%	96.9%	95.9%	92.2%
Reconciliation to net sales (dollars in millions):				
Freight in revenue	\$ 6.0	\$ 5.8	\$ 16.1	\$ 14.6
Hydrogen revenue	5.7	—	11.9	—
Sales net plant gate	65.5	40.6	187.3	126.5
Total net sales	\$ 77.2	\$ 46.4	\$ 215.3	\$ 141.1
<b>Market Indicators:</b>				
Natural gas NYMEX (dollars per MMBtu)	\$ 4.06	\$ 4.38	\$ 4.21	\$ 4.52
Ammonia — Southern Plains (dollars per ton)	\$ 619	\$ 465	\$ 609	\$ 385
UAN — Mid Cornbelt (dollars per ton)	\$ 401	\$ 247	\$ 373	\$ 246

- (1) CVR Partners records non-cash share-based compensation expense related to awards granted from its Long-Term Incentive Plan (“LTIP”). Awards to non-employees out of the LTIP are accounted for as equity based awards and are marked-to-market each reporting period and amortized through their vesting date. Additionally, CVR Partners has been allocated non-cash share-based compensation expense from CVR Energy, Inc., its affiliates and former affiliates (collectively “CVR Energy”). CVR Energy accounts for share-based compensation in accordance with Accounting Standards Codification (“ASC”) Topic 718 *Compensation — Stock Compensation* (“ASC 718”) as well as guidance regarding the accounting for share-based compensation granted to employees of an equity method investee. In accordance with ASC 718, CVR Energy applies a fair-value based measurement method in accounting for share-based compensation. The Partnership recognizes the costs of the share-based compensation incurred by CVR Energy on its behalf, primarily in selling, general and administrative expenses (exclusive of depreciation and amortization), and a corresponding increase or decrease to Partners’ Capital, as the costs are incurred on its behalf, following the guidance issued by the FASB regarding the accounting for equity instruments that are issued to other than employees for acquiring, or in conjunction with selling goods or services, which require remeasurement at each reporting period through the performance commitment period, or in the Partnership’s case, through the vesting period. Costs are allocated by CVR Energy

based upon the percentage of time a CVR Energy employee provides services to CVR Partners. In accordance with a services agreement between the entities, CVR Partners will not be responsible for the payment of cash related to any share-based compensation allocated to it by CVR Energy.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in millions) (unaudited)			
Share-based compensation recorded in direct operating expenses	\$ 0.1	\$ 0.1	\$ 0.4	\$ 0.2
Share-based compensation recorded in selling, general and administrative expenses	<u>0.8</u>	<u>0.6</u>	<u>6.0</u>	<u>1.1</u>
Total share-based compensation	\$ 0.9	\$ 0.7	\$ 6.4	\$ 1.3

- (2) Adjusted net income results from adjusting net income for items that the Partnership believes are needed in order to evaluate results in a more comparative analysis from period to period. For the three and nine months ended September 30, 2011 and 2010, net income was adjusted for the impact of share-based compensation. Adjusted net income is not a recognized term under GAAP and should not be substituted for net income as a measure of our performance but rather should be utilized as a supplemental measure of financial performance in evaluating our business. Management believes that adjusted net income provides relevant and useful information that enables external users of our financial statements, such as industry analysts, investors, lenders and rating agencies to better understand and evaluate our ongoing operating results and allow for greater transparency in the review of our overall financial, operational and economic performance.
- (3) Adjusted EBITDA is defined as net income before income tax expense, net interest (income) expense, depreciation and amortization expense and certain other items management believes affect the comparability of operating results. For the three and nine months ended September 30, 2011 and 2010, EBITDA was adjusted for the impact of share-based compensation. Adjusted EBITDA is not a recognized term under GAAP and should not be substituted for net income as a measure of performance but should be utilized as a supplemental measure of performance in evaluating our business. Management believes that adjusted EBITDA provides relevant and useful information that enables external users of our financial statements, such as industry analysts, investors, lenders and rating agencies to better understand and evaluate our ongoing operating results and allows for greater transparency in the reviewing of our overall financial, operational and economic performance. Management believes it is appropriate to exclude certain items from EBITDA, such as share-based compensation and major scheduled turnaround expenses because management believes these items affect the comparability of operating results.
- (4) CVR Partners has announced a cash distribution of 57.2 cents per common unit for the third quarter of 2011. This distribution is based on our available cash flow. Available cash for each quarter will generally be equal to our cash flow from operations for the quarter, less cash needed for maintenance capital expenditures, debt service and other contractual obligations, and reserves for future operating or capital needs that the board of directors of our general partner deems necessary or appropriate. Additionally, the Partnership also retains the cash on hand associated with prepaid sales at each quarter end for future distributions to common unitholders based upon the recognition into income of the prepaid sales.

Available cash is a significant performance metric used by senior management to compare cash flows generated by the Partnership (excluding maintenance capital expenditures, debt service and other contractual obligations, and reserves for future operating or capital needs as deemed appropriate by the board of directors) to the cash distributions expected to be paid to unitholders. Actual distributions are set by the board of directors of our general partner. The board of directors of our general partner may modify our cash distribution policy at any time, and our partnership agreement does not require us to make distributions at all.

Available cash is not a calculation based on GAAP. Amounts derived in the calculation are derived from amounts separately presented in our consolidated financial statements; with the exception of maintenance capital spend. The measure most directly comparable to available cash is operating cash flow for which we have reconciled to in this release. Available cash should not

be considered in isolation or as an alternative to net income or operating income. It is presented here to support the quarterly distribution. CVR Partners' available cash may not be comparable to similarly titled measures of other entities.

- (5) The gross tons produced for ammonia represent the total ammonia produced, including ammonia produced that was upgraded into UAN. The net tons available for sale represent the ammonia available for sale that was not upgraded into UAN.
- (6) Plant gate sales per ton represent net sales less freight and hydrogen revenue divided by product sales volume in tons in the reporting period. Plant gate pricing per ton is shown in order to provide a pricing measure that is comparable across the fertilizer industry.
- (7) On-stream factor is the total number of hours operated divided by the total number of hours in the reporting period. Excluding the impact of the Linde air separation unit outage and the reactor outage, the on-stream factors would have been 99.2% for gasifier, 99.5% for ammonia, and 97.4% for UAN for three months ended September 30, 2010 and 98.0% for gasifier, 97.3% for ammonia, and 95.0% for UAN for nine months ended September 30, 2010. The on-stream factors would have been 100% for gasifier, 99.6% for ammonia, and 97.9% for UAN for three months ended September 30, 2011 and 99.8% for gasifier, 98.3% for ammonia, and 96.3% for UAN for nine months ended September 30, 2011, as adjusted to exclude the impact of a Linde air separation unit outage.

#### **Use of Non-GAAP Financial Measures**

To supplement the actual results in accordance with GAAP for the applicable periods, the Partnership also uses non-GAAP measures as discussed above, which are adjusted for GAAP-based results. The use of non-GAAP adjustments are not in accordance with or an alternative for GAAP. The adjustments are provided to enhance an overall understanding of the Partnership's financial performance for the applicable periods and are indicators management believes are relevant and useful for planning and forecasting future periods.