
**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): January 13, 2012

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 7.01. Regulation FD Disclosure.

On January 13, 2012, CVR Partners, LP, or the “Company,” posted an investor presentation to its website at www.cvrpartners.com under the tab “Investor Relations”. The information included in the presentation provides an overview of the Company’s strategy and performance and includes, among other things, information concerning the fertilizer market. The presentation is intended to be made available to unitholders, analysts and investors, including investor groups participating in forums such as sponsored investor conferences, during the first quarter of 2012. The presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto are being furnished pursuant to Item 7.01 of Form 8-K and will not, except to the extent required by applicable law or regulation, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor will any of such information or exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as expressly set forth by specific reference in such filing.

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 Slides from management presentation.

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: January 13, 2012

CVR PARTNERS, LP

By: CVR GP, LLC, its general partner

By: _____ /s/ **BYRON R. KELLEY**
Byron R. Kelley
Chief Executive Officer and President



January 2012



The following information contains forward-looking statements based on management's current expectations and beliefs, as well as a number of assumptions concerning future events. These statements are subject to risks, uncertainties, assumptions, and other important factors. You are cautioned not to put undue reliance on such forward-looking statements (including forecasts and projections regarding our future performance) because actual results may vary materially from those expressed or implied as a result of various factors, including, but not limited to those set forth under "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the CVR Partners, LP Prospectus dated April 7, 2011 and any other filings CVR Partners, LP makes with the Securities and Exchange Commission. CVR Partners, LP assumes no obligation to, and expressly disclaims any obligation to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



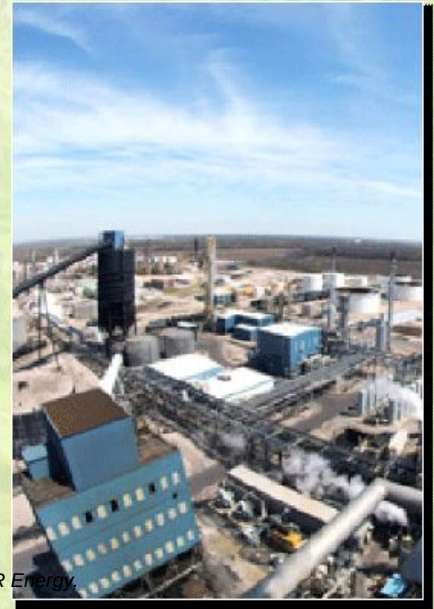
CVR Partners Offering



CVR Partners is a growth oriented partnership formed by CVR Energy, Inc. in June 2007. CVR Partners' nitrogen fertilizer manufacturing facility produces ammonia and Urea Ammonium Nitrate (UAN). The facility is located in Coffeyville, Kansas and produces 5% of the total UAN demand in the United States.

IPO Closed on April 13, 2011

NYSE Ticker: UAN	
Total units with over-allotment:	22.1m common units (30.2%)
Pricing:	\$16 per LP unit (\$3 higher than original mid-point)
March 31, 2012 LTM estimated distribution/yield:	\$1.92 per unit / 12%
Use of proceeds:	Buy the GP and extinguish IDR's, distribution to Coffeyville Resources, general growth projects including UAN expansion



As of January 12, 2012, CVR Partners market cap was \$1.9 billion, of which \$1.3 billion is controlled by CVR Energy.

Company Overview

Key Strategic Factors



- Experienced management team
- Fully utilized capacity
- High run time rates
- Strategically located plant
- Favorable rail logistics
- Stable & economic feedstock

Company Overview

Experienced Management Team



Byron R. Kelley
CEO

Years Experience: 41



Stan A. Riemann
COO

Years Experience: 37



Frank A. Pici
CFO and Treasurer

Years Experience: 28



Edmund S. Gross
SVP, General Counsel & Secretary

Years Experience: 31



Randal T. Maffett
EVP Business Development

Years Experience: 33



Kevan A. Vick
EVP & GM Nitrogen Manufacturing

Years Experience: 36



Christopher G. Swanberg
VP Environmental, Health & Safety

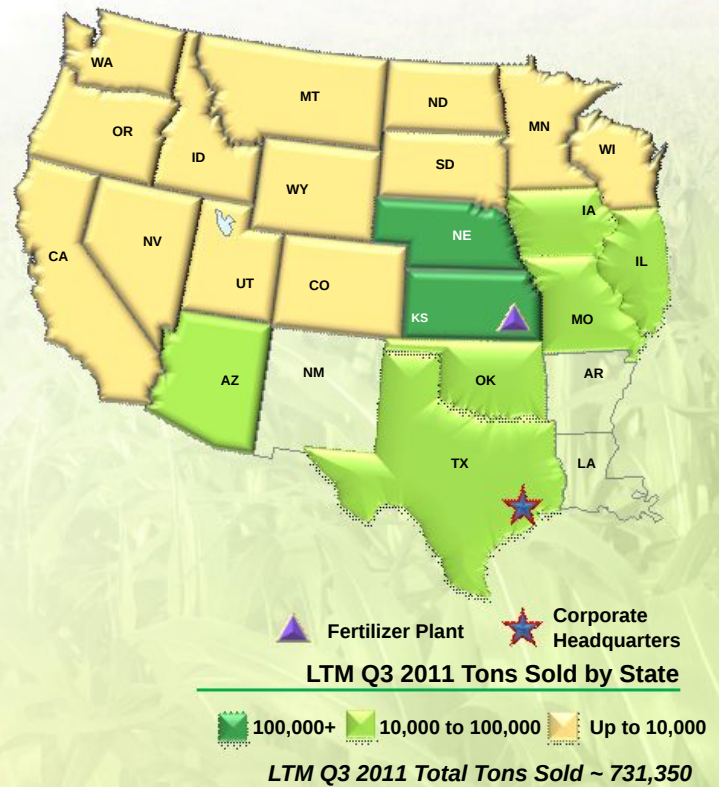
Years Experience: 31

Company Overview

Fully Utilized Capacity High Utilization Rates



- Capacity 1,225 tons-per-day ammonia unit, 2,025 tons-per-day UAN unit
- LTM Q3 2011 on-stream efficiency⁽¹⁾
 - Gasifier: 98.9%
 - Ammonia: 97.6%
 - UAN: 97.3%



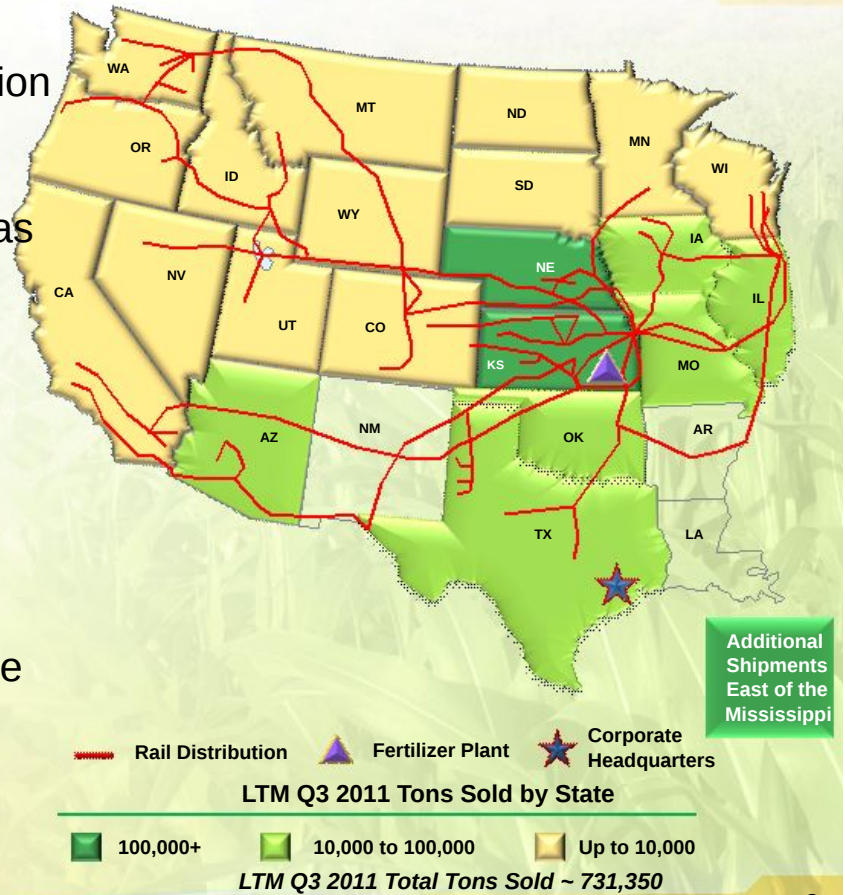
1) Adjusted for major scheduled turnaround, third-party outage on air separation unit and UAN vessel rupture.

Company Overview

Strategically Located Assets & Logistics



- Located in the corn belt (on Union Pacific mainline)
- 45% of corn planted in 2010 was within \$35/UAN ton freight rate of our plant
- \$25/ton transportation advantage to corn belt vs. U.S. Gulf Coast
- No intermediate transfer, storage, barge freight or pipeline freight charges



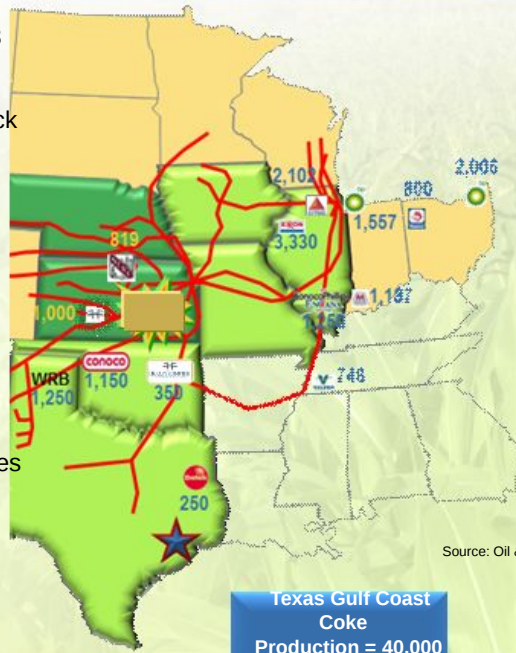
Company Overview

Stable & Economic Feedstock



Abundant Supply of Third-Party Pet Coke in the Region

- CVR Partners LP 2002-2010 average daily coke demand ~ 1,378 tons/day
- Coke gasification technology uses petroleum coke as a feedstock
 - Petcoke costs lower than natural gas costs per ton of ammonia produced, and pet coke prices are significantly more stable than natural gas prices
 - Over 70% of pet coke supplied by refinery through long-term contract
- Dual train gasifier configuration ensures reliability
- Ammonia synthesis loop and UAN synthesis use same processes as natural gas based producers

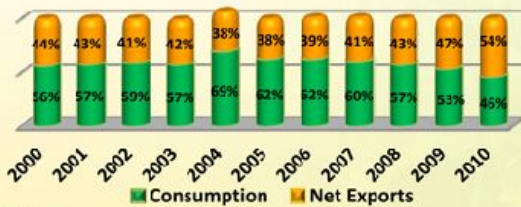


Source: Oil & Gas Journal

**Texas Gulf Coast
Coke
Production = 40,000
tons/day**

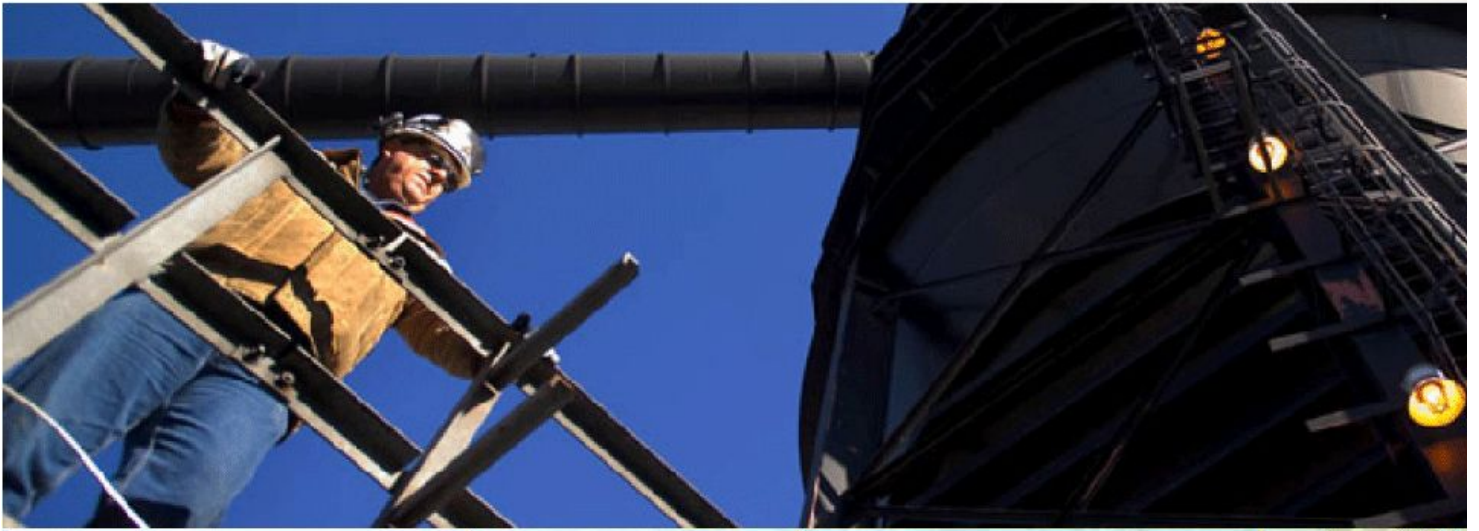
- Rail Distribution
- ▲ Fertilizer Plant
- ★ Corporate Headquarters

U.S. Pet Coke Exports and Consumption



Source: EIA.

Market Fundamentals



■ Fertilizer consumption is driven by:

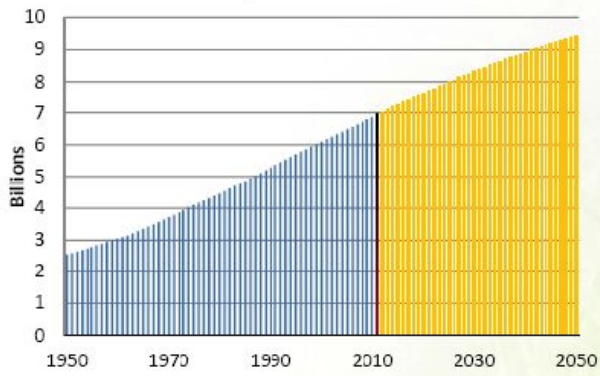
- Population growth
- Decline in farmland per capita
- Income growth in emerging markets, preference for proteins
- Ethanol production

Market Fundamentals

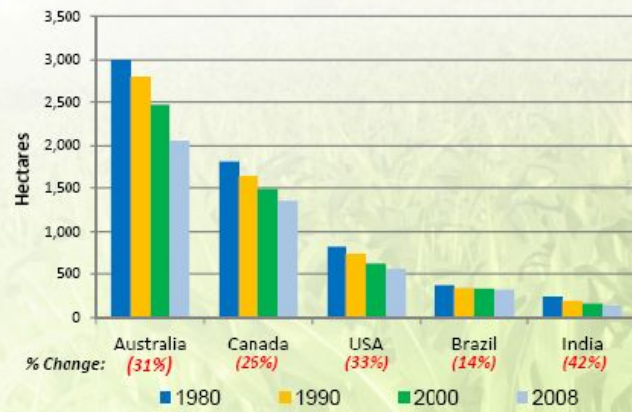
Key Growth Factors



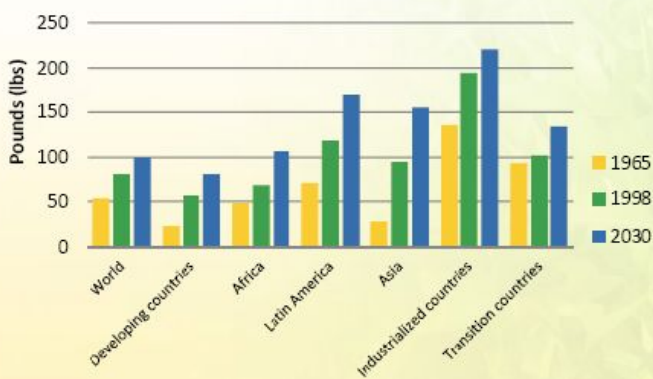
World Population: 1950-2050



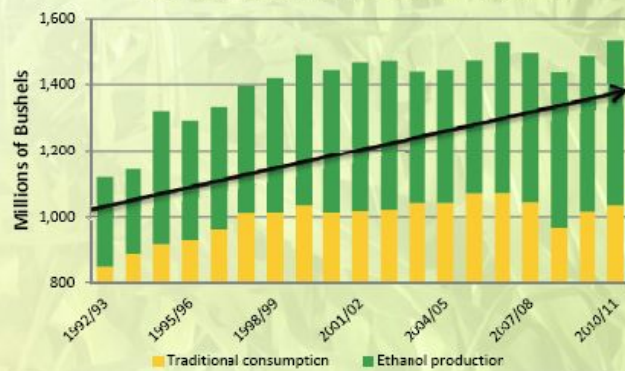
Declining Farmland Per Capita



Annual Per Capita Consumption of Meat



U.S. Corn Use for Wet-Mill Products



Source: USDA, Census Bureau, World Bank, <http://data.worldbank.org/indicator/AG.LND.ARBL.HA.PC>

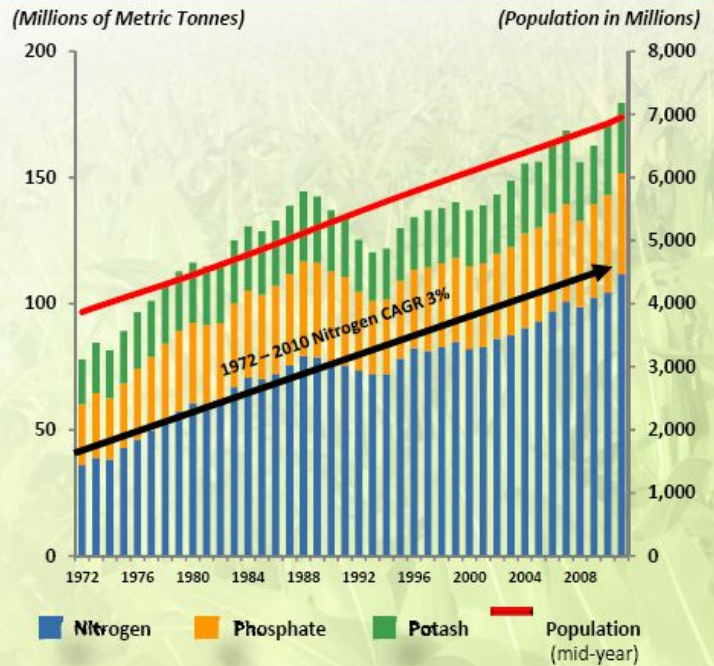
Market Fundamentals

Consistent Fertilizer Demand Growth



- Nitrogen represents ~63% of fertilizer consumption¹⁾
- Nitrogen based fertilizers have the most stable demand because they all must be applied annually
- Primary determinant of crop yield

Global Fertilizer Consumption Over Time



Note: Nutrient Tonnes; Fertilizer Years.

Source: International Fertilizer Industry Association; U.S. Bureau of the Census, International Data Base

1) Per the International Fertilizer Industry Association

Market Fundamentals

Global Shift in Cost of Production



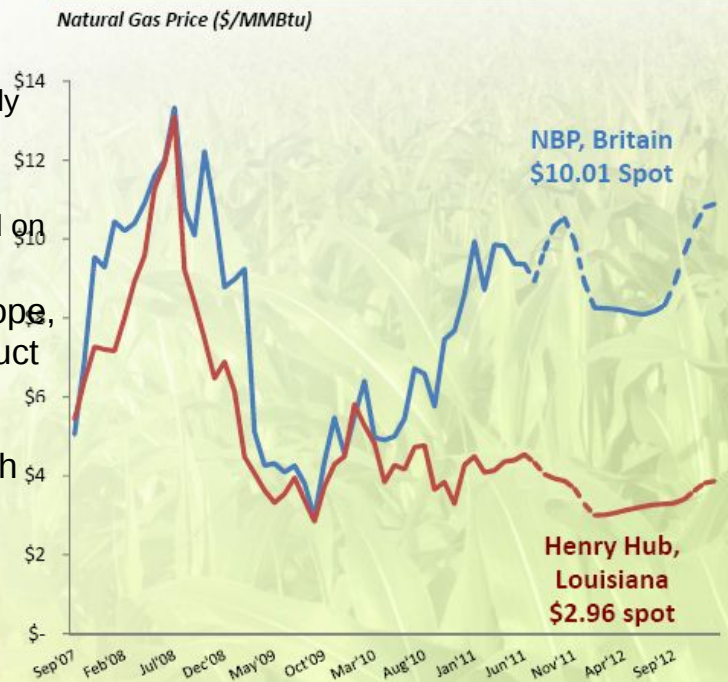
- North America has shifted from being a high cost region globally to a lower cost region

- Shale gas has increased natural gas supply
- Natural gas costs in North America have declined
- Russian gas to Ukraine increasingly priced on market basis

- U.S. imports nitrogen from Eastern Europe, represents price floor for domestic product

- Change in dynamics has served to strengthen economic position of all North American producers

Natural Gas Prices – United States vs. Western Europe



Source: European prices converted from GBP/Therm to \$/MMBtu, based on daily exchange rate
Historical Sources: Capital IQ NBP Monthly Spot Rate, Henry Hub Monthly Spot Rate
Forecast Sources: Capital IQ NBP Forward Rate 01/06/12, Henry Hub Futures Nymex Exchange 01/06/12
Spot price as of 01/06/12

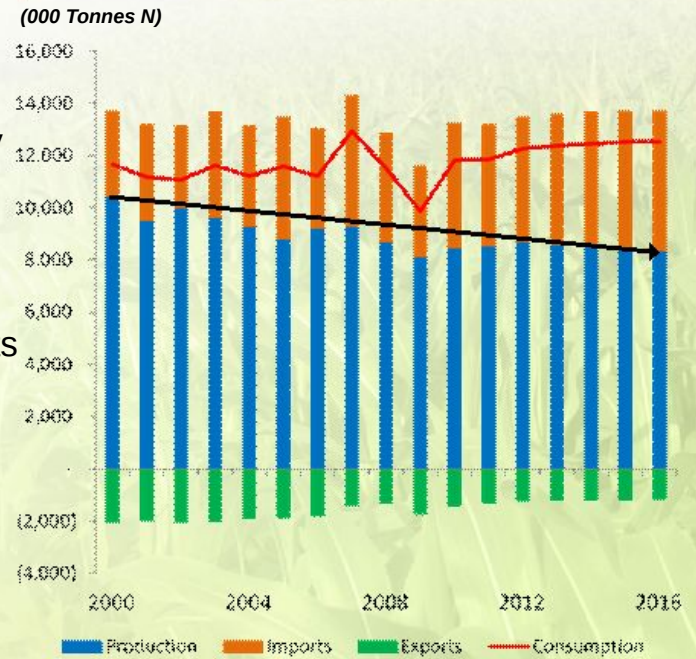
Market Fundamentals

Supply Rationalization and Consolidation



Historical U.S. Nitrogen Production and Consumption

- Between 1999 to 2010, U.S. nitrogen fertilizer capacity was reduced by 34% as producers shut down less attractive plants
- Industry has also consolidated significantly through mergers and acquisitions
 - Top 5 producers market share:
 - Today: 78%
 - 2000: 56%
- U.S. will continue to increase its net imports of Nitrogen fertilizer



Market Fundamentals



Farmer Profitability Supports Fertilizer Pricing

- Corn consumes the largest amount of nitrogen fertilizer
- Farmers are expected to generate substantial proceeds at currently forecasted corn prices
- Farmer still incentivized to lay nitrogen at a corn price much lower than current spot
- Nitrogen fertilizer represents small percent of farmer's input costs

Corn Spot Prices



*As of Jan. 06, 2012
Source: CIQ

Breakdown of U.S. Farmer Total Input Costs

Input Costs and Prices per Bushel (\$)



*As of Jan. 06, 2012
Source: CIQ, USDA

Note: Fixed Costs include labor, machinery, land, taxes, insurance, and other.

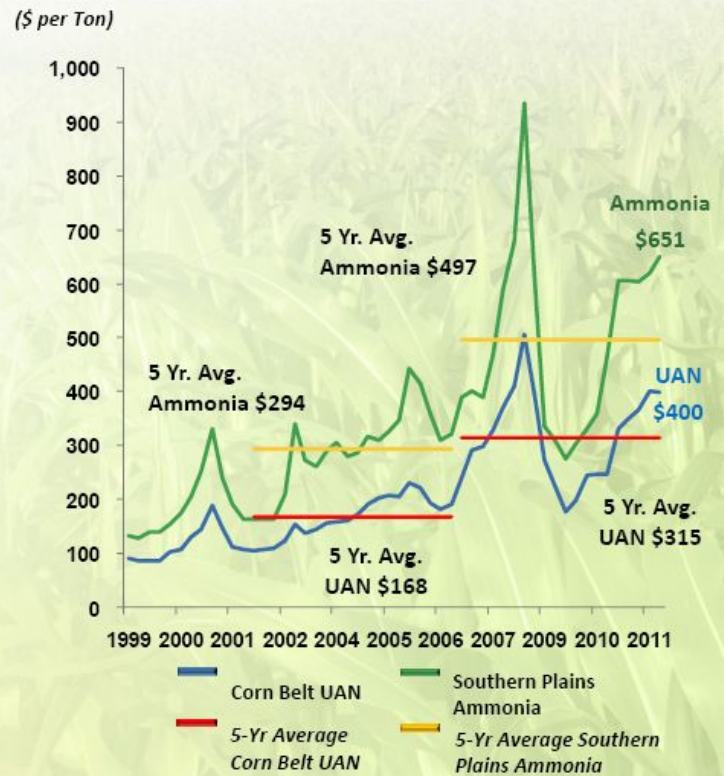
Market Fundamental

Strong Pricing Environment



- Robust global grain demand coupled with capacity reductions has led to significant nitrogen fertilizer price increases
- 5 year average UAN price has increased 88% over previous 5 year average
- UAN commands a premium over ammonia and urea on a nutrient basis

Historical U.S. Nitrogen Fertilizer Prices



Source: Green Markets Data, Fertecon

Demand Growth



Source: Integer Focus Report 2011: Global Outlook for UAN

Growth Opportunities



	Current	12-24 Months	3-5 Years
■ Operational efficiency	✓	✓	✓
■ Plant expansion	—	✓	—
■ Specialty products	✓	✓	—
■ Distribution	—	✓	✓
■ Mergers and acquisitions	✓	✓	✓
■ Expansion	—	—	✓

Growth Opportunities

UAN Expansion



■ UAN expansion project

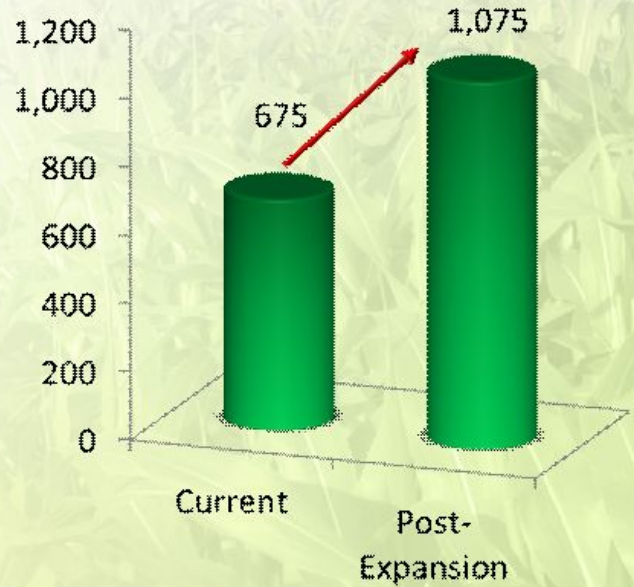
- Increase exposure to strong UAN market dynamics
- Expand UAN capacity by 400,000 tons per year or by ~50%
- Provides flexibility to upgrade 100% of ammoniated UAN
- On-line in Q1 2013

■ Approximately \$100MM cost to complete⁽¹⁾

■ At current pricing, ROI exceeds 24%

UAN Upgrading Capacity

(000's Tons of UAN)



1) Excludes \$5MM of capitalized interest

Growth Opportunities

Diesel Emission Fluid (DEF)



- DEF is the most widely accepted technology for reducing NOX and particulate matter from diesel vehicle exhaust emissions
- Solution of 32.5% urea and 67.5% water injected at approximately 2% of fuel consumption
- North America forecasted DEF consumption in vehicle emission reduction*:
 - 2011: 240,000 tones
 - 2013: 530,000 tones
 - 2015: 1,525,000 tones
 - 2020: 3,462,000 tones

* FERTECO Ammonia Outlook – Issue 2011 (3) P. 81

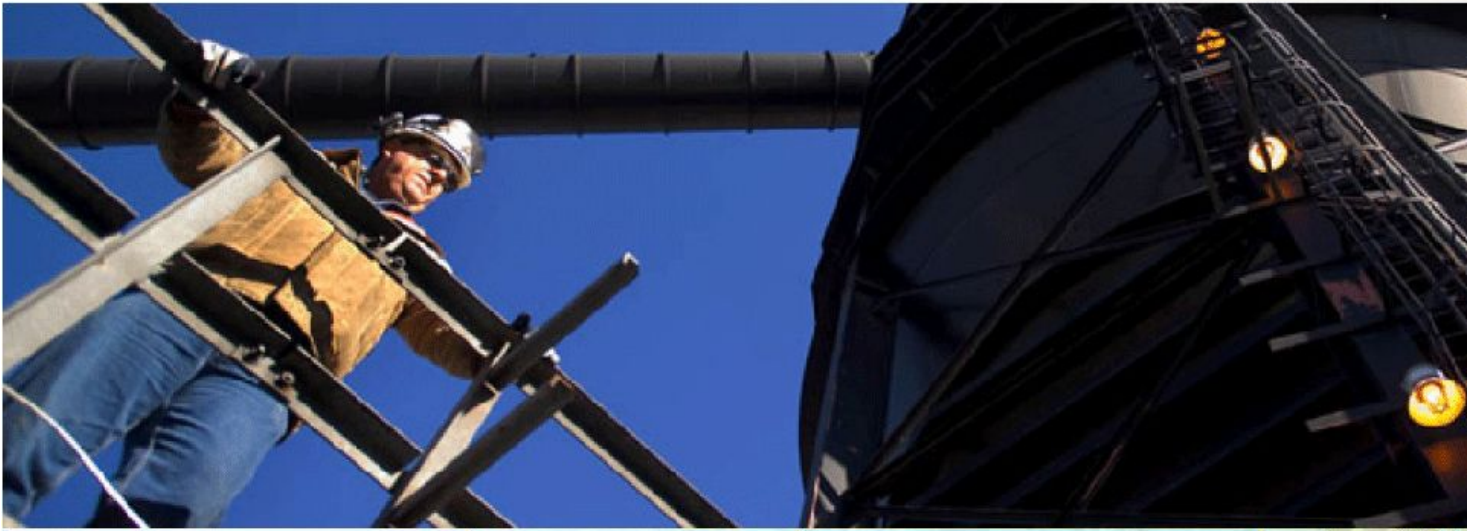
Growth Opportunities

Enhanced Distribution



- Logistic assets are key to enhancing annual margin during the shift between application and fill season
- Target 60,000 –70,000 tons per year of sales through off premise storage facilities
- Net margin increased by \$15 per ton

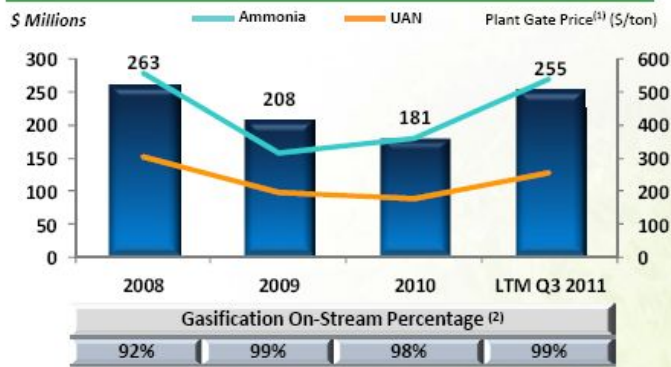
Financial Statistics



Financial Statistics



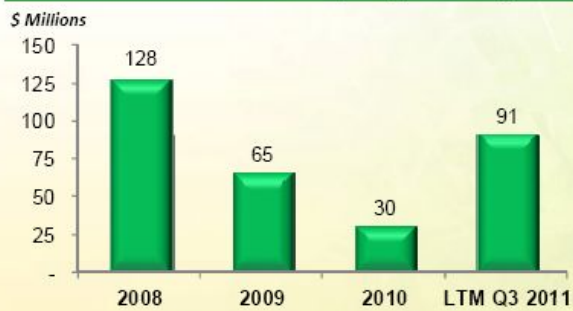
Net Sales



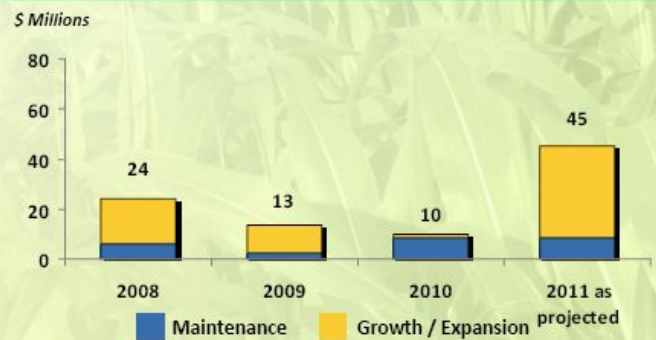
EBITDA



EBITDA - Maint. CapEx (No Debt)³



Capital Expenditures



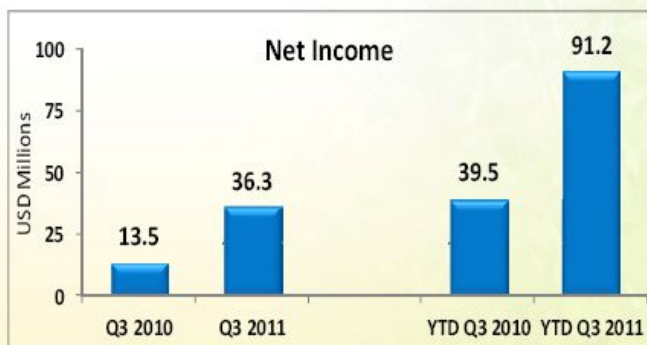
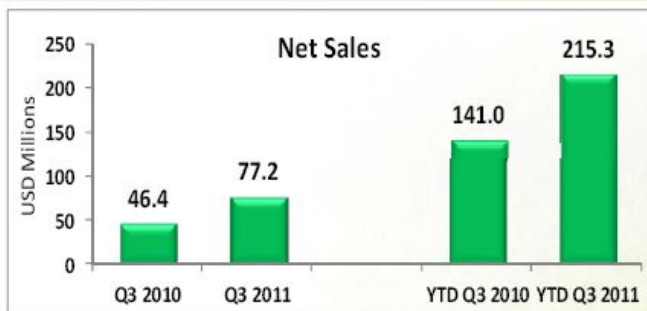
1) Plant gate price per ton represents net sales less freight costs and hydrogen revenue (from hydrogen sales to CVR Energy's refinery) divided by product sales volume in tons in the reporting period. Plant gate price per ton is shown in order to provide a pricing measure that is comparable across the fertilizer industry.

2) Adjusted for major scheduled turnaround, third-party outage on air separation unit and UAN vessel rupture.

3) Not Pro Forma for \$125MM Term Loan

Financial Statistics

Strong YTD Financial Performance



- We expect our distribution for the 12 months ending March 31, 2012 to be at least \$1.92 per common unit yielding 7.3% as of January 12, 2012.

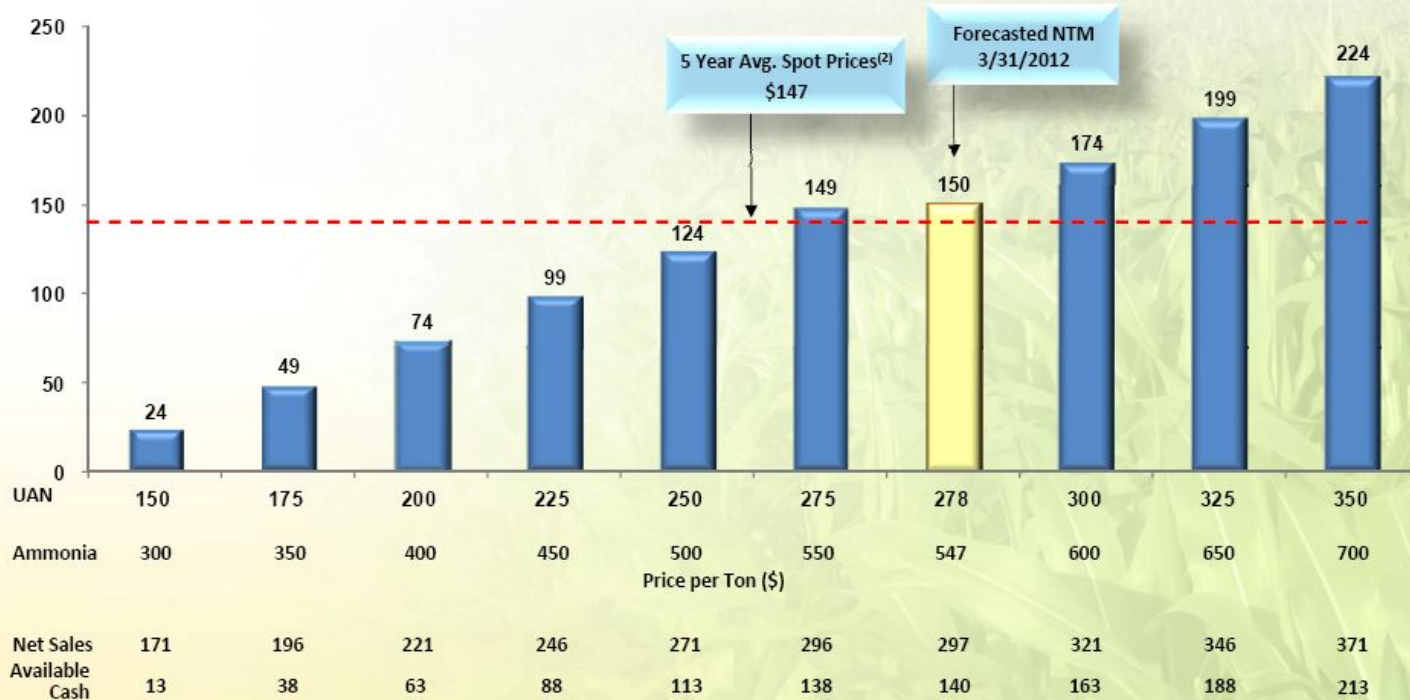
Financial Statistics

Forecasted Distributable Cash



Illustrative EBITDA Sensitivity to UAN and Ammonia Prices⁽¹⁾

EBITDA⁽¹⁾ (\$MM)



1) Based on projected cost structure as provided in our prospectus dated April 7, 2011.

2) Based on 5 year average Ammonia and UAN spot prices of \$467/ton and \$292/ton respectively and forecasted next twelve months cost structure.

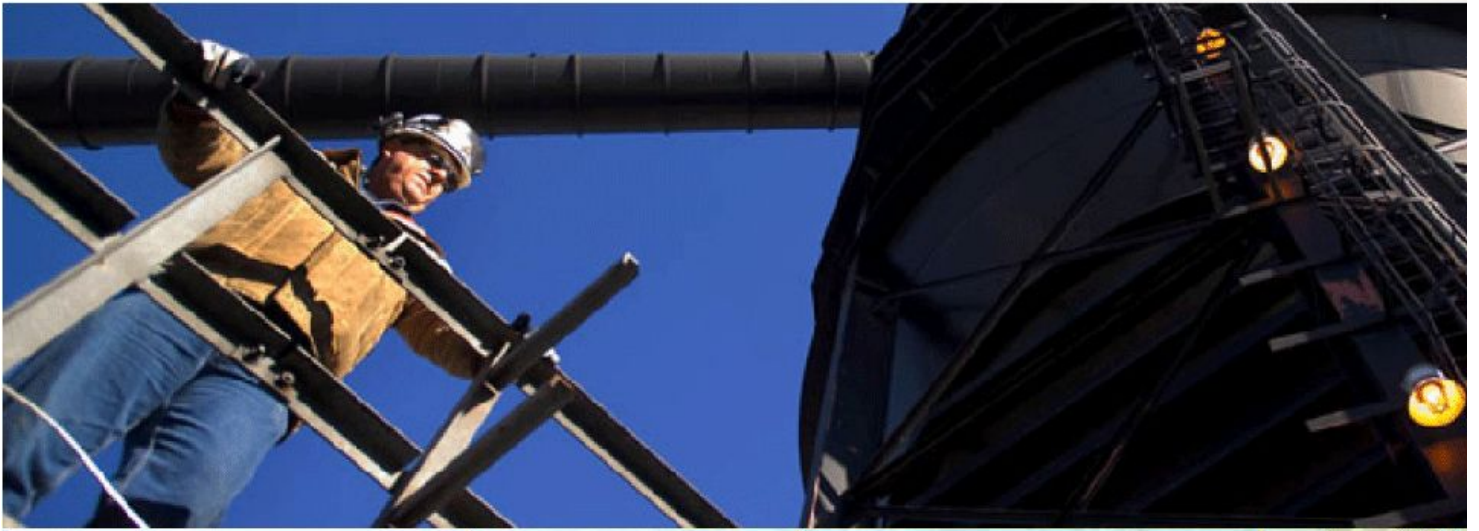
Summary



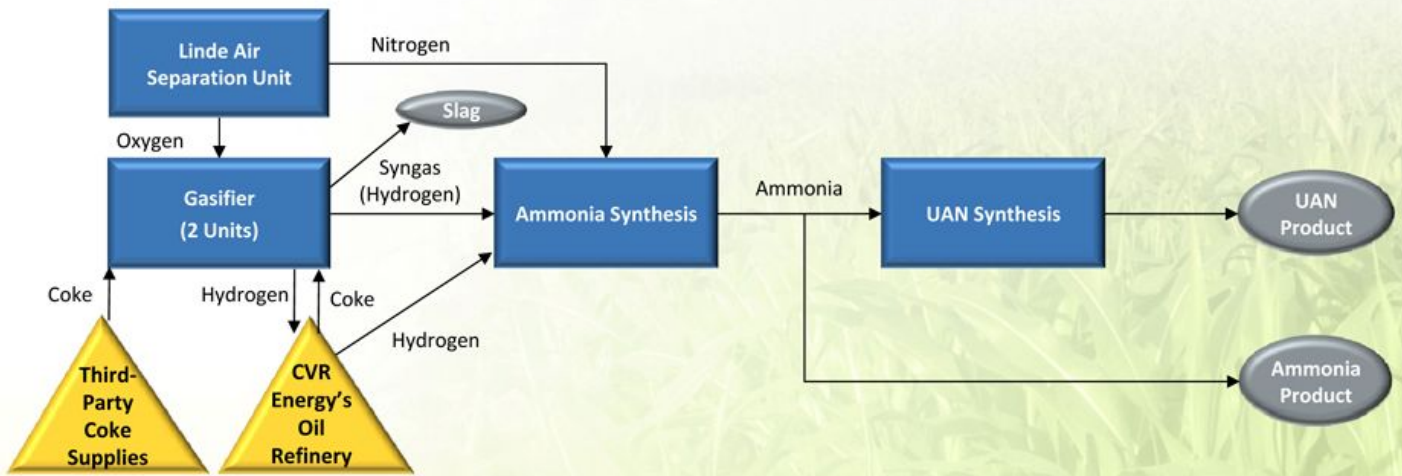
- Strong industry fundamentals
- High quality, strategically located assets
- Premium product focus
- Attractive growth opportunities
- Pay out 100% of available cash each quarter to Common Unitholders
- No IDR's
- Experienced management team



Q & A



Manufacturing Process



To supplement the actual results in accordance with U.S. generally accepted accounting principles (GAAP), for the applicable periods, the Company also uses certain non-GAAP financial measures as discussed below, 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 the overall understanding of the Company's financial performance for the applicable periods and are also indicators that management utilizes for planning and forecasting future periods. The non-GAAP measures utilized by the Company are not necessarily comparable to similarly titled measures of other companies.

The Company believes that the presentation of non-GAAP financial measures provides useful information to investors regarding the Company's financial condition and results of operations because these measures, when used in conjunction with related GAAP financial measures (i) together provide a more comprehensive view of the Company's core operations and ability to generate cash flow, (ii) provide investors with the financial analytical framework upon which management bases financial and operational planning decisions, and (iii) presents measurements that investors and rating agencies have indicated to management are useful to them in assessing the Company and its results of operations.

Non-GAAP Financial Measures



EBITDA: *EBITDA represents net income before the effect of interest expense, interest income, income tax expense (benefit) and depreciation and amortization. EBITDA is not a calculation based upon GAAP; however, the amounts included in EBITDA are derived from amounts included in the consolidated statement of operations of the Company.*

Non-GAAP Financial Measures



Below is a reconciliation of Net Income to EBITDA

<i>(In USD Millions)</i>	2008	2009	2010	LTM Q3 2011
Net Income	\$118.9	\$57.9	\$33.3	\$85.0
Interest expense	-	-	-	2.7
Interest (income)	(2.0)	(9.0)	(13.1)	(3.6)
Depreciation and amortization	18.0	18.7	18.5	18.5
Income tax expense	-	-	-	-
EBITDA	\$ 134.9	\$ 67.6	\$38.7	\$102.6

Non-GAAP Financial Measures



Below is a reconciliation of Net Income to EBITDA

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in millions) (unaudited)			
Net Income	\$ 36.3	\$ 13.5	\$ 91.2	\$ 39.5
Adjustments:				
Depreciation and amortization	4.7	4.5	13.9	13.9
Interest (income) expense	1.4	(3.0)	2.5	(9.6)
Tax provision	-	-	-	-
EBITDA	\$ 42.4	\$ 15.0	\$ 107.6	\$ 43.8