

**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): **April 27, 2017**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On April 27, 2017, CVR Partners, LP (the "Partnership") posted a presentation to its website at www.cvrpartners.com under the tab "Investor Relations" providing information regarding its results of operations and financial condition for the quarter ended March 31, 2017. 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 is being furnished pursuant to Item 2.02 and 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 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 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 7.01. Regulation FD Disclosure.

The information set forth under Item 2.02 is incorporated by reference as if fully set forth herein.

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 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: April 27, 2017

CVR Partners, LP

By: CVR GP, LLC, its general partner

By: /s/ Susan M. Ball

Susan M. Ball,

Chief Financial Officer and Treasurer



CVR Partners, LP
1st Quarter 2017 Earnings Report
April 27, 2017

Safe Harbor Statement



The following presentation contains forward-looking statements based on management's current expectations and beliefs, as well as a number of assumptions concerning future events. The assumptions and estimates underlying forward-looking statements are inherently uncertain and, although considered reasonable as of the date of preparation by the management team of our general partner, are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective information. Accordingly, there can be no assurance that we will achieve the future results we expect or that actual results will not differ materially from expectations.

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" in CVR Partners, LP's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q 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, except as required by law.

Consolidated Selected Financials

(All information in this earnings report is unaudited other than the balance sheet data as of December 31, 2016)



Consolidated Financial Results and Cash Flow Data (In millions)	First Quarter	
	3/31/2017	3/31/2016
Net Sales	\$ 85.3	\$ 73.1
Operating Income	\$ 5.3	\$ 19.7
Net Income (Loss)	\$ (10.3)	\$ 18.0
Adjusted EBITDA ^{(1)/(2)}	\$ 20.8	\$ 27.9
Cash Flow Provided By Operations	\$ 30.0	\$ 23.6
Cash Flow Used In Investing Activities	\$ (4.1)	\$ (1.7)
Cash Flow Used In Financing Activities	\$ -	\$ (19.9)
Net Increase In Cash and Cash Equivalents	\$ 25.9	\$ 2.0
Maintenance Capital Expenditures	\$ 4.0	\$ 0.9
Growth Capital Expenditures	\$ 0.1	\$ 0.8
Total Capital Expenditures	\$ 4.1	\$ 1.7

On April 1, 2016, CVR Partners, LP (the "Partnership") completed the merger (the "East Dubuque Merger") whereby the Partnership acquired a nitrogen fertilizer manufacturing facility located in East Dubuque, Illinois (the "East Dubuque Facility"). The consolidated financial statements and key financial metrics contained in this presentation include the results of the East Dubuque Facility beginning on April 1, 2016, the date of the closing of the acquisition.

Balance Sheet (In millions)	as of	
	3/31/2017	12/31/2016
Cash and Cash Equivalents	\$ 81.5	\$ 55.6
Working Capital	\$ 77.9	\$ 71.5
Total Assets	\$ 1,328.4	\$ 1,312.2
Total Debt, including current portion	\$ 623.8	\$ 623.1
Partners' Capital	\$ 614.6	\$ 624.9

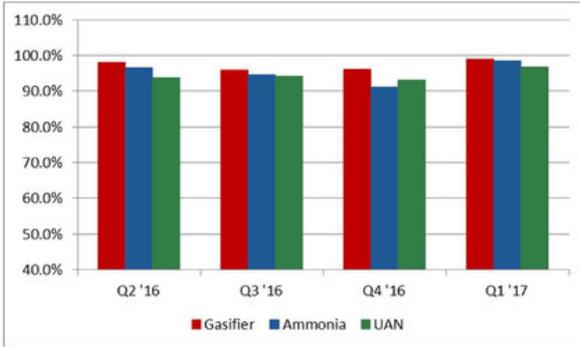
(1) Definition of this non-GAAP financial measure is on slide 7

(2) Reconciliation of this non-GAAP financial measure to the most directly comparable GAAP measure is on slide 8

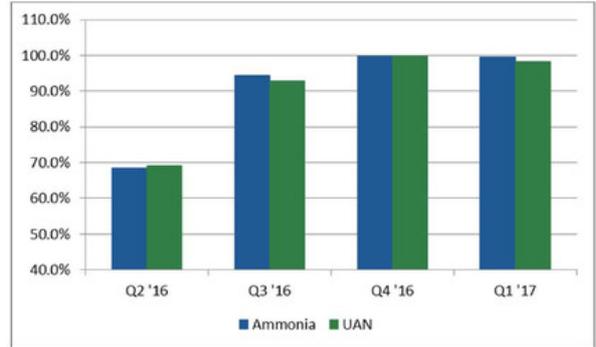
Key Performance Indicators



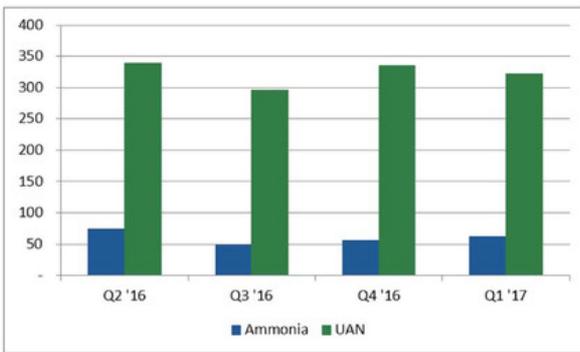
Coffeyville On-Stream Rates



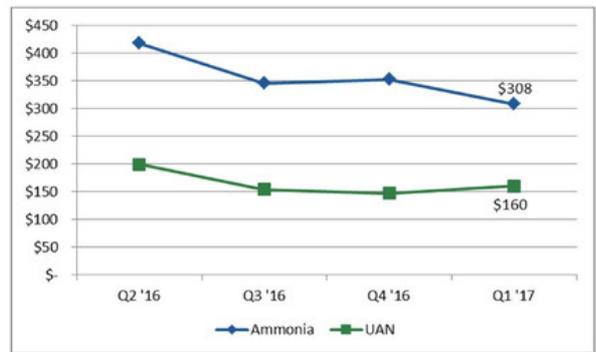
East Dubuque On-Stream Rates⁽¹⁾



Consolidated Sales (thousand tons)



Consolidated Product Pricing at Gate (\$ / ton)



(1) East Dubuque turnaround occurred in Q2 2016

Capital Structure and Debt Metrics



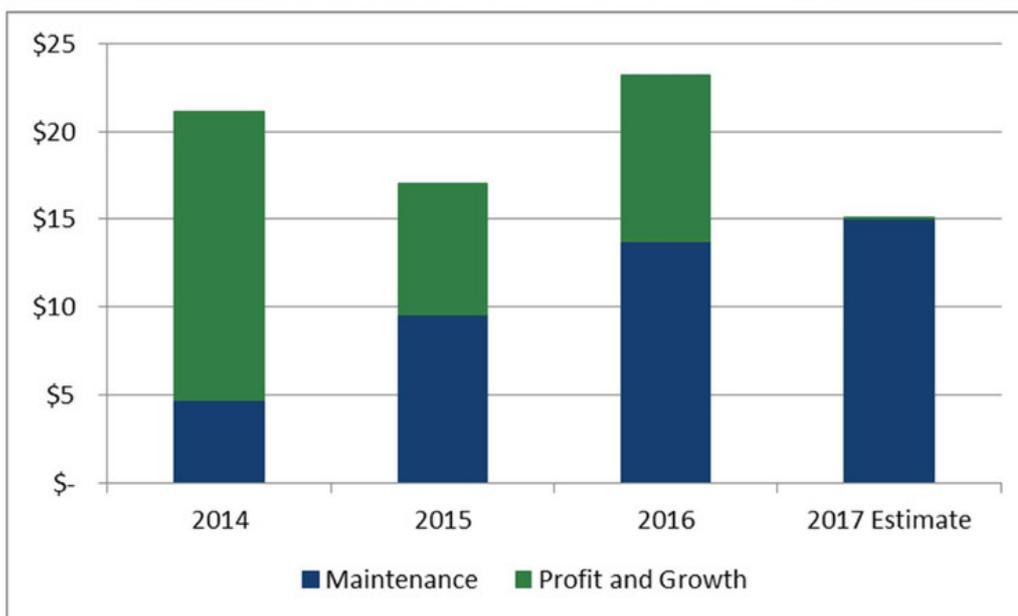
<i>(\$ in millions, except ratios)</i>	LTM Q2 2016	LTM Q3 2016	LTM Q4 2016	LTM Q1 2017
Cash and Cash Equivalents	\$ 76.3	\$ 65.3	\$ 55.6	\$ 81.5
Total Debt, Including Current Portion ⁽¹⁾	\$ 649.2	\$ 649.2	\$ 647.2	\$ 647.2
Net Debt ⁽²⁾	\$ 572.9	\$ 583.9	\$ 591.6	\$ 565.7
Partners' Capital	\$ 672.1	\$ 639.5	\$ 624.9	\$ 614.6
Pro Forma Adjusted EBITDA ⁽³⁾	\$ 157.7	\$ 150.5	\$ 121.4	\$ 98.6
Debt to Capital	49%	50%	51%	51%
Net Debt to Capital	43%	45%	47%	45%
Debt to Pro Forma Adjusted EBITDA	4.1	4.3	5.3	6.6
Net Debt to Pro Forma Adjusted EBITDA	3.6	3.9	4.9	5.7

(1) Amounts presented are gross debt not net of unamortized debt issuance costs or unamortized discount.

(2) Net debt is defined as total debt less cash and cash equivalents.

(3) Reconciliation of this non-GAAP financial measure to the most directly comparable GAAP measure is on slide 9. The summary unaudited pro forma financial information for the LTM period assumes CVR Partners owned the East Dubuque Facility for all periods presented and also assumes the \$645M principal balance of the 2023 senior secured notes was outstanding for all periods presented. Pro forma net income (loss) has also been adjusted to exclude \$13.0 million of nonrecurring expenses related to the fair value adjustment to acquisition-date inventory and deferred revenue. Pro forma net income (loss) includes incremental depreciation resulting from increased fair value of the property, plant and equipment. The summary pro forma financial information is for informational purposes only and does not purport to represent what the Partnership's consolidated results of operations actually would have been if the East Dubuque Merger or financing transactions had occurred at any date, and such data does not purport to project the Partnership's results of operations for any future period.

Capital Spending



	2014	2015	2016	Q1 2017	2017 Estimate
Maintenance	\$ 4.7	\$ 9.6	\$ 13.7	\$ 4.0	\$ 15.0
Profit and Growth	16.4	7.4	9.5	0.1	0.1
Total Capital Spending	\$ 21.1	\$ 17.0	\$ 23.2	\$ 4.1	\$ 15.1



Appendix

Non-GAAP Financial Measures



To supplement the actual results in accordance with GAAP for the applicable periods, the Partnership also uses non-GAAP financial measures as discussed below, which are reconciled to GAAP-based results. These non-GAAP financial measures should not be considered an alternative for GAAP results. 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.

EBITDA and Adjusted EBITDA. EBITDA represents net income (loss) before (i) interest expense and other financing costs, net of interest income, (ii) income tax expense and (iii) depreciation and amortization. Adjusted EBITDA represents EBITDA adjusted for share-based compensation, non-cash; major scheduled turnaround expenses; gain or loss on extinguishment of debt; loss on disposition of assets; expenses associated with the East Dubuque Merger and business interruption insurance recovery. We present Adjusted EBITDA because it is the starting point for our calculation of available cash for distribution. EBITDA and Adjusted EBITDA are not recognized terms under GAAP and should not be substituted for net income or cash flow from operations. Management believes that EBITDA and Adjusted EBITDA enable investors to better understand our ability to make distributions to our common unitholders, help investors evaluate our ongoing operating results and allow for greater transparency in reviewing our overall financial, operational and economic performance. EBITDA and Adjusted EBITDA presented by other companies may not be comparable to our presentation, since each company may define these terms differently.

Non-GAAP Financial Measures



(\$ in millions)	First Quarter	
	3/31/2017	3/31/2016
Net Income (loss)	\$ (10.3)	\$ 18.0
Interest expense and other financing costs, net	15.7	1.7
Depreciation and amortization	15.4	7.0
Income tax expense	-	-
EBITDA ⁽¹⁾	\$ 20.8	\$ 26.7
Expenses associated with the East Dubuque Merger	-	1.2
Adjusted EBITDA ⁽¹⁾	\$ 20.8	\$ 27.9

(1) Definition of this non-GAAP financial measure is on slide 7

Non-GAAP Financial Measures Pro Forma⁽²⁾



(\$ in millions)	Q3 2015	Q4 2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	Q1 2017
Net Income (loss)	\$ (16.7)	\$ 13.1	\$ 9.0	\$ 2.5	\$ (12.8)	\$ (14.5)	\$ (10.3)
Interest expense and other financing costs, net	15.8	15.8	15.8	15.3	15.7	15.8	15.7
Depreciation and amortization	18.7	18.3	18.6	17.6	16.4	17.2	15.4
Income tax expense	-	-	-	0.1	0.2	-	-
EBITDA ⁽¹⁾	\$ 17.8	\$ 47.2	\$ 43.4	\$ 35.5	\$ 19.5	\$ 18.5	\$ 20.8
Major scheduled turnaround expenses	6.6	-	-	6.6	-	-	-
Share-based compensation, non-cash	0.2	0.2	0.2	-	-	-	-
(Gain) on extinguishment of debt	-	-	-	-	-	(0.2)	-
Insurance recovery - business interruption	-	-	-	-	(2.1)	-	-
Adjusted EBITDA ⁽¹⁾	\$ 24.6	\$ 47.4	\$ 43.6	\$ 42.1	\$ 17.4	\$ 18.3	\$ 20.8

(\$ in millions)	LTM Q2 2016	LTM Q3 2016	LTM Q4 2016	LTM Q1 2017
Net Income (loss)	\$ 7.9	\$ 11.8	\$ (15.8)	\$ (35.1)
Interest expense and other financing costs, net	62.7	62.6	62.6	62.5
Depreciation and amortization	73.2	70.9	69.8	66.6
Income tax expense	0.1	0.3	0.3	0.3
EBITDA ⁽¹⁾	\$ 143.9	\$ 145.6	\$ 116.9	\$ 94.3
Major scheduled turnaround expenses	13.2	6.6	6.6	6.6
Share-based compensation, non-cash	0.6	0.4	0.2	-
(Gain) on extinguishment of debt	-	-	(0.2)	(0.2)
Insurance recovery - business interruption	-	(2.1)	(2.1)	(2.1)
Adjusted EBITDA ⁽¹⁾	\$ 157.7	\$ 150.5	\$ 121.4	\$ 98.6

(1) Definition of this non-GAAP financial measure is on slide 7

(2) The summary unaudited pro forma financial information for the LTM period assumes CVR Partners owned the East Dubuque Facility for all periods presented and also assumes the \$645M principal balance of the 2023 senior secured notes was outstanding for all periods presented. Pro forma net income (loss) has also been adjusted to exclude \$13.0 million of nonrecurring expenses related to the fair value adjustment to acquisition-date inventory and deferred revenue. Pro forma net income (loss) includes incremental depreciation resulting from increased fair value of the property, plant and equipment. The summary pro forma financial information is for informational purposes only and does not purport to represent what the Partnership's consolidated results of operations actually would have been if the East Dubuque Merger or financing transactions had occurred at any date, and such data does not purport to project the Partnership's results of operations for any future period.

