

**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): October 6, 2021

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common units representing limited partner interests	UAN	New York Stock Exchange

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 6, 2021, the board of directors of the general partner of CVR Partners, LP (the “Partnership”) and the board of directors of CVR Energy, Inc. (the “CVR Energy”) appointed Dane J. Neumann, 37, to serve as Executive Vice President and Chief Financial Officer of the general partner of the Partnership and CVR Energy, effective immediately. Mr. Neumann will hold the duties of principal financial officer for the Partnership and CVR Energy.

Mr. Neumann most recently served as the Interim Chief Financial Officer and principal financial officer of the Partnership and CVR Energy since August 9, 2021, and as Vice President of Finance & Treasurer of the Partnership and CVR Energy since June 2020. Prior to that, he held various other roles within the Partnership and CVR Energy’s finance organizations since June 2018, including Vice President of Financial Planning & Analysis and Director of Projects & Controls. Before joining the Partnership and CVR Energy, Mr. Neumann served in various roles of increasing responsibility for Andeavor and its affiliates (each formerly publicly traded refining and marketing entities) from March 2011 until June 2018, including as Director of Commercial Business Planning & Analytics from June 2017 until June 2018; Director of Financial Planning & Analysis for Western Refining (“WNR”) from 2017 until its acquisition by Andeavor (then Tesoro Corp.) in June 2017; and Corporate Finance Manager for the general partner of Northern Tier Energy, LP from 2012 until its acquisition by WNR in June 2016. Mr. Neumann obtained a Bachelor of Science in Finance and Political Science and a Master of Business Administration from the University of Minnesota and is a Certified Public Accountant.

In connection with his appointment, Mr. Neumann and CVR Services, LLC (“CVR Services”), a wholly owned subsidiary of the CVR Energy, entered into an offer letter dated October 7, 2021, under which Mr. Neumann will be eligible to receive (a) a base annual salary of \$400,000; (b) a bonus under CVR Energy’s performance-based bonus plan at a target of 120% of his respective base salary, subject to the terms of the performance-based bonus plan; and (c) annual incentive awards under CVR Energy’s Long Term Incentive Plan dated as of December 26, 2013 equal to 120% of his respective base salary, which awards are generally made in December of each year. Each incentive unit that may be granted represents the right to receive, upon vesting, a cash payment equal to the average fair market value of one share of CVR Energy’s common stock in accordance with the award agreement, plus the per share cash value of all dividends declared and paid by CVR Energy from the grant date up to and including the vesting date. In addition, Mr. Neumann will be entitled to participate in such health, insurance, retirement and other employee benefit plans and programs of CVR Energy as in effect from time to time on the same basis as other senior executives of CVR Energy and the Partnership. The foregoing description of the offer letter does not purport to be complete and is qualified in its entirety by reference to the full text of the offer letter, a copy of which will be filed with the Partnership’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2021, and is incorporated herein by reference.

CVR Energy indirectly owns 100% of the Partnership’s general partner and approximately 36% of the common units representing limited partner interests in the Partnership. The Partnership obtains certain management and other services from CVR Energy and certain of its subsidiaries (including CVR Services), pursuant to a Corporate Master Service Agreement among the Partnership, its general partner, CVR Energy and certain of their subsidiaries effective January 1, 2020 (the “Service Agreement”). In accordance with the Service Agreement, the Partnership (or its subsidiaries or general partner, as the case may be) pays to CVR Services or its subsidiaries a monthly fee which includes, among other costs, a pro rata share of personnel costs (including an allocated portion of performance-based bonuses and incentive units) incurred in connection with the employment of certain employees who provide services to the Partnership, including Mr. Neumann. The foregoing description of the Service Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Service Agreement, a copy of which was filed as Exhibit 10.14 to the Partnership’s Annual Report on Form 10-K for the year ended December 31, 2019.

There are no other arrangements or understandings with Mr. Neumann pursuant to which he was appointed to this role. There are no family relationships between Mr. Neumann and any director or executive officer of the Partnership, its general partner, or CVR Energy and he does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On October 12, 2021, the Partnership issued a press release announcing the matters described in Item 5.02 of this Current Report on Form 8-K, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in Item 7.01 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 exhibits are being “furnished” as part of this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press release dated October 12, 2021.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

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 12, 2021

CVR Partners, LP

By: CVR GP, LLC, its general partner

By: /s/ Melissa M. Buhrig

Melissa M. Buhrig

Executive Vice President, General Counsel and Secretary



CVR Partners Names Dane Neumann Executive Vice President & Chief Financial Officer

SUGAR LAND, Texas (October 12, 2021) – CVR Partners, LP (“CVR Partners” or the “Partnership”) (NYSE: UAN), together with CVR Energy, Inc. (the “Company”), today announced that Dane Neumann has been named Executive Vice President and Chief Financial Officer of the general partner of the Partnership and the Company. Neumann’s appointments were effective October 6, 2021. In this position, Neumann will lead all aspects of the finance and accounting functions for the Partnership, the Company and their subsidiaries.

“Dane has proven his qualifications to serve as our Chief Financial Officer through his ability to handle positions of increasing responsibility since joining the Company in 2018,” said Mark Pytosh, CVR Partners’ Chief Executive Officer. “His experience in the nitrogen fertilizer industry along with his financial planning and analysis expertise will continue to be an asset to the organization going forward.”

Neumann most recently served as Interim Chief Financial Officer of the general partner of the Partnership and the Company since August 2021 and Vice President of Finance & Treasurer since June 2020. Prior to that, he held various other roles within the Company’s and the Partnership’s finance organizations since June 2018, including Vice President of Financial Planning & Analysis and Director of Projects & Controls. Before joining the Partnership and the Company, Neumann served in roles of increasing responsibility for Andeavor and its affiliates (each formerly publicly traded refining and marketing entities) from March 2011 until June 2018, including as Director of Commercial Business Planning & Analytics from June 2017 until June 2018, Director of Financial Planning & Analysis for Western Refining (“WNR”) from 2017 until its acquisition by Andeavor (then Tesoro Corp.) in June 2017 and Corporate Finance Manager for the general partner of Northern Tier Energy, LP from 2012 until its acquisition by WNR in June 2016.

Neumann earned a Master of Business Administration and a Bachelor of Science in Finance and Political Science from the University of Minnesota. He also is a Certified Public Accountant.

About CVR Partners, LP

Headquartered in Sugar Land, Texas, CVR Partners is a Delaware limited partnership focused on the production, marketing and distribution of nitrogen fertilizer products. It primarily produces urea ammonium nitrate (UAN) and ammonia, which are predominantly used by farmers to improve the yield and quality of their crops. CVR Partners' Coffeyville, Kansas, nitrogen fertilizer manufacturing facility includes a 1,300 ton-per-day ammonia unit, a 3,000 ton-per-day UAN unit and a dual-train gasifier complex having a capacity of 89 million standard cubic feet per day of hydrogen. CVR Partners' East Dubuque, Illinois, nitrogen fertilizer manufacturing facility includes a 1,075 ton-per-day ammonia unit and a 1,100 ton-per-day UAN unit.

Investors and others should note that CVR Partners may announce material information using SEC filings, press releases, public conference calls, webcasts, and the Investor Relations page of its website. CVR Partners may use these channels to distribute material information about the Partnership and to communicate important information about the Partnership, corporate initiatives and other matters. Information that CVR Partners posts on its website could be deemed material; therefore, CVR Partners encourages investors, the media, its customers, business partners and others interested in the Partnership to review the information posted on its website.

For further information, please contact:

Investor Relations:

Richard Roberts
CVR Partners, LP
(281) 207-3205
InvestorRelations@CVRPartners.com

Media Relations:

Brandee Stephens
CVR Partners, LP
(281) 207-3516
MediaRelations@CVRPartners.com