

CVR ENERGY INC
Form DEFA14A
April 30, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CVR Energy, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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** Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

** Fee paid previously with preliminary materials.

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.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Important Notice of Availability of Proxy Materials for the Stockholder Meeting of
CVR Energy, Inc.**

To Be Held On:

Tuesday, June 17, 2014 at 10:00 a.m. (Central Time)

Sweetwater Country Club, 4400 Palm Royale Boulevard, Sugar Land, Texas 77479

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail as provided below. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before May 30, 2014.

Please visit <http://annualreport.cvrenergy.com>, where the following materials are available for view:

Letter to Stockholders

Annual Report

Proxy Statement

Proxy Card

TO REQUEST MATERIAL: **TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)**
E-MAIL: info@amstock.com
W E B S I T E :
<http://www.amstock.com/proxyservices/requestmaterials.asp>

TO VOTE: **TELEPHONE:** To vote by telephone, please visit **<http://annualreport.cvrenergy.com>** to view the materials and to obtain the toll free number to call.

MAIL: You may visit <http://annualreport.cvrenergy.com> and print and return a proxy card in accordance with the instructions included in our proxy materials, or you may request a proxy card by following the instructions above.

IN PERSON: You may vote your shares in person by attending the Annual Meeting and adhering to the requirements outlined in the proxy materials.

VOTING ITEMS:

The Board of Directors recommends you vote FOR the following proposals:

1. To elect nine directors for the terms of one year each, to serve until their successors have been duly elected and qualified.
2. To ratify the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for 2014.
3. To approve, by a non-binding, advisory vote, our named executive officer compensation (Say-on-Pay).
4. To approve the Company's 2007 Long-Term Incentive Plan and awards granted thereunder to the Company's President and Chief Executive Officer, in accordance with Section 162(m) of the Internal Revenue Code.

NOMINEES:

Bob G. Alexander

SungHwan Cho

Carl C. Icahn

Vincent J. Intrieri

John J. Lipinski

Samuel Merksamer

Stephen Mongillo

Andrew Roberto

James M. Strock

These items of business are more fully described in the proxy statement. The record date for the Annual Meeting is April 21, 2014. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

Please note that you cannot use this notice to vote by mail.