

AMERICAN REAL ESTATE PARTNERS L P
Form 8-K
August 09, 2007

**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): August 9, 2007

American Real Estate Partners, L.P.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-9516
(Commission File Number)

13-3398766
(IRS Employer
Identification No.)

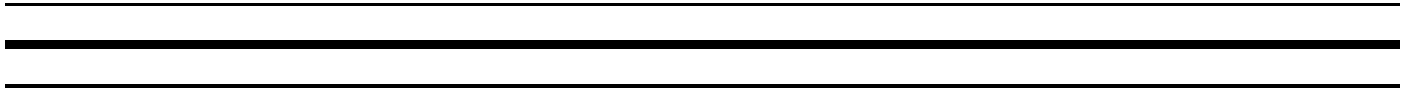
767 Fifth Avenue, Suite 4700, New York,
NY 10153
(Address of Principal Executive Offices) (Zip
Code)

Registrant's Telephone Number, Including Area Code: **(212) 702-4300**

N/A
(Former Name or Former Address, if Changed
Since Last Report)

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 communication 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))



Section 8 - Other Events

Item 8.01 - Other Events.

On August 9, 2007, American Real Estate Partners, L.P. ("AREP") issued a press release announcing its acquisition of Carl C. Icahn's partnership interests in the management company and general partners of the Icahn Funds, a group of private investment funds managed by Mr. Icahn. A copy of AREP's press release is attached as Exhibit 99.1. For further description of the acquisition, please refer to Part II, Item 5 (Other Information) of our Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2007.

Section 9 - Financial Statements and Exhibits

Item 9.01(d) Exhibits

Exhibit Index

99.1 Press Release dated August 9, 2007

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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.

AMERICAN REAL ESTATE PARTNERS, L.P.
(Registrant)

By: American Property Investors, Inc.,
its General Partner

Date: August 9, 2007

By: /s/ Andrew R. Skobe

Andrew R. Skobe
Chief Financial Officer
American Property Investors, Inc.,
the General Partner of
American Real Estate Partners, L.P.
