

ICAHN ENTERPRISES L.P.  
Form 8-K  
March 06, 2013

**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): March 6, 2013

**Icahn Enterprises L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-9516**

**13-3398766**

(State or Other Jurisdiction of Incorporation) (Commission File Number)

(IRS Employer

Identification No.)

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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**

(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))

**Item 8.01 OTHER EVENTS**

On March 6, 2013, Icahn Enterprises L.P. (“Icahn Enterprises”) issued a press release announcing the closing of its previously announced registered public offering of 3,174,604 depositary units representing limited partner interests in Icahn Enterprises at a price of \$63.00 per depositary unit to the public.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) *Exhibits.*

**Exhibit No. Description**

99.1	Press Release of Icahn Enterprises issued on March 6, 2013 , announcing the closing of its offering of depositary units.
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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.

ICAHN ENTERPRISES L.P.

(Registrant)

Icahn Enterprises G.P. Inc.

By:  
its general partner

By: /s/ Daniel Ninivaggi  
Daniel Ninivaggi

President, Chief Executive Officer and Director

Date: March 6, 2013