

ICAHN ENTERPRISES L.P.  
Form 8-K  
January 12, 2017

**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): January 12, 2017

| <b>Commission File Number</b> | <b>Exact Name of Registrant as Specified in its Charter,<br/>Address of Principal Executive Offices and Telephone Number</b>           | <b>State of<br/>Incorporation</b> | <b>I.R.S.<br/>Employer<br/>Identification<br/>No.</b> |
|-------------------------------|--|-----------------------------------|---|
| <b>1-9516</b>                 | <b>Icahn Enterprises L.P.<br/><br/>767 Fifth Avenue, Suite 4700<br/><br/>New York, New York 10153<br/><br/>(212) 702-4300</b>          | <b>Delaware</b>                   | <b>13-3398766</b>                                     |
| <b>333-118021-01</b>          | <b>ICAHN ENTERPRISES HOLDINGS L.P.<br/><br/>767 Fifth Avenue, Suite 4700<br/><br/>New York, New York 10153<br/><br/>(212) 702-4300</b> | <b>Delaware</b>                   | <b>13-3398767</b>                                     |

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(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 January 12, 2017, Icahn Enterprises L.P. (“Icahn Enterprises”) issued a press release announcing that it, together with Icahn Enterprises Finance Corp. (together with Icahn Enterprises, the “Issuers”), priced their offering of \$695,000,000 aggregate principal amount of 6.250% Senior Notes due 2022 and \$500,000,000 aggregate principal amount of 6.750% Senior Notes due 2024 (collectively, the “Notes”) in a private placement not registered under the Securities Act of 1933, as amended (the “Securities Act”) (such offering, the “Notes Offering”). The aggregate principal amount represents an increase in the size of the Notes Offering of \$295,000,000 from the previously announced offering amount of \$900,000,000. The Notes Offering is expected to close on January 18, 2017, subject to customary closing conditions. The Notes will be guaranteed by Icahn Enterprises Holdings L.P. The proceeds from the Notes Offering will be used to redeem all of the Issuers’ outstanding 3.500% Senior Notes due 2017 and to pay related fees and expenses. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 – Press Release dated January 12, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each 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

Date: January 12, 2017      By: /s/ Peter Reck  
Peter Reck  
Chief Accounting Officer

ICAHN ENTERPRISES  
HOLDINGS L.P.

(Registrant)

Icahn Enterprises G.P. Inc.

By:  
its general partner

Date: January 12, 2017      By: /s/ Peter Reck  
Peter Reck  
Chief Accounting Officer