

ICAHN ENTERPRISES L.P.  
Form 8-K  
June 12, 2013

**U.S. 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): June 11, 2013**

**ICAHN ENTERPRISES L.P.**

**(Name of registrant as specified in its charter)**

**Delaware**                      **1-9516**              **13-3398766**  
**(State or other jurisdiction**   **(Commission**   **(I.R.S. Employer**  
**of incorporation)**              **File Number)**   **Identification Number)**

**767 Fifth Avenue, Suite 4700**

**New York, New York**

**(Address of principal executive offices)**

**10153**

**(Zip Code)**

**Registrant's telephone number, including area code: (212) 702-4300**

**Not Applicable**

**(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 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)

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“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 7.01 Regulation FD Disclosure**

On June 11, 2013, Icahn Enterprises L.P. (“Icahn Enterprises”) issued a press release announcing a registered public offering of depositary units representing limited partner interests in Icahn Enterprises. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated by reference herein.

In addition, in connection with the offering, Icahn Enterprises made investor presentations to certain existing and potential investors. The investor presentation is attached hereto as Exhibit 99.2.

The information contained in Exhibits 99.1 and 99.2 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. In addition, the information contained in Exhibit 99.1 and 99.2 shall not be incorporated by reference into Icahn Enterprises’s filings with the Securities and Exchange Commission or any other document except as shall be expressly set forth by specific reference in such filing or document.

**Item 9.01 Financial Statements and Exhibits.**

(d)Exhibits

99.1 Press Release issued by Icahn Enterprises L.P. related to the announcement of the offering on June 11, 2013  
99.2 Investor Presentation

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 12, 2013

ICAHN ENTERPRISES L.P.  
(REGISTRANT)

By: Icahn Enterprises G.P. Inc.  
its general partner

By: /s/ Peter Reck  
Peter Reck  
Chief Accounting Officer