

ICAHN ENTERPRISES L.P.  
Form 8-K  
May 02, 2019

**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): May 2, 2019**

| (Commission File Number) | (Exact Name of Registrant as Specified in Its Charter)<br>(Address of Principal Executive Offices) (Zip Code) | (State or Other Jurisdiction of Incorporation or Organization) | (IRS Employer Identification No.) |
|--------------------------|---|--|-----------------------------------|
| <b>1-9516</b>            | (Telephone Number)<br><b>ICAHN ENTERPRISES L.P.<br/>767 Fifth Avenue, Suite 4700<br/>New York, NY 10153</b>   | <b>Delaware</b>  | <b>13-3398766</b>                 |
|                          | <b>(212) 702-4300</b>   |  |                                   |
| <b>333-118021-01</b>     | <b>ICAHN ENTERPRISES HOLDINGS L.P.<br/>767 Fifth Avenue, Suite 4700<br/>New York, NY 10153</b>                | <b>Delaware</b>  | <b>13-3398767</b>                 |
|                          | <b>(212) 702-4300</b>   |  |                                   |

N/A

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

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class: Trading Symbol(s) Name of each exchange on which registered:**

Depository Units IEP Nasdaq Global Select Market

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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### **Item 1.01 Entry into a Material Definitive Agreement**

On May 2, 2019, Icahn Enterprises L.P. (the “Company”) entered into an open market sales agreement (the “Sales Agreement”) with Jefferies LLC (the “Agent”). Pursuant to the terms of the Sales Agreement, the Company may issue and sell the Company’s depository units representing limited partner interests (the “Depository Units”) having an aggregate offering amount of up to \$400,000,000 from time to time through the Agent. The Agent will use its commercially reasonable efforts, as the agent and subject to the terms of the Sales Agreement, to sell the Depository Units offered. Sales of the Depository Units, if any, may be made in sales deemed to be an “at the market offering” as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), including sales made directly on or through the Nasdaq Global Select Market. The Company may also agree to sell Depository Units to the Agent as principal for its own account on terms agreed to by the Company and the Agent. The Agent will be entitled to a commission from the Company of an amount up to 2.00% of the gross sales price per Depository Unit sold under the Sales Agreement by the Agent acting as the Company’s agent with the exact amount to be agreed by the Company. The Company intends to use any net proceeds from the offering to fund potential acquisitions and for general limited partnership purposes.

The Depository Units are registered under the Securities Act, pursuant to the Company’s shelf registration statement (File No. 333-213563) (the “Registration Statement”) on Form S-3, which was declared effective by the Securities and Exchange Commission (the “SEC”) on October 7, 2016.

The Sales Agreement contains customary representations, warranties, and agreements of the Company and the Agent, indemnification rights and obligations of the parties and termination provisions. The Sales Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and the description of the Sales Agreement is qualified in its entirety by reference to such exhibit.

The Agent has provided, and may in the future provide, various investment banking, commercial banking, financial advisory and other services to the Company and its affiliates for which services it has received and may in the future receive, customary fees. In the course of its business, the Agent may actively trade the Company’s securities for its own account or for the accounts of customers, and, accordingly, the Agent may at any time hold long or short positions in such securities.

A copy of the opinion of Proskauer Rose LLP relating to the legality of the Depository Units is filed as Exhibit 5.1 to this Current Report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

1.1 Open Market Sales Agreement, dated as of May 2, 2019, between Icahn Enterprises L.P. and Jefferies LLC

5.1 Opinion of Proskauer Rose LLP

8.1 Opinion of Proskauer Rose LLP relating to tax matters

23.1 Consent of Proskauer Rose LLP (included in Exhibit 5.1 hereto)

23.2 Consent of Proskauer Rose LLP (included in Exhibit 8.1 hereto)

**SIGNATURE**

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/ Peter Reck  
Peter Reck  
Chief Accounting Officer

Date: May 2, 2019

**ICAHN ENTERPRISES  
HOLDINGS L.P.**

(Registrant)

Icahn Enterprises G.P. Inc.,

By:  
its general partner

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

Date: May 2, 2019