

ICAHN ENTERPRISES L.P.  
Form 8-K  
July 09, 2012

**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): July 9, 2012

**Icahn Enterprises L.P.**

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Delaware  | 1-9516                   | 13-3398766                           |
| (State or Other Jurisdiction of<br>Incorporation) | (Commission File Number) | (IRS Employer<br>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 7.01. Regulation FD Disclosure**

On July 9, 2012, Icahn Enterprises L.P. (“Icahn Enterprises”) issued a press release announcing that it, together with Icahn Enterprises Finance Corp., intends to commence a tack-on offering of an additional \$200 million aggregate principal amount of its 8% Senior Notes due 2018 (the “Additional 2018 Notes”) for issuance in a private placement not registered under the Securities Act of 1933, as amended. The proceeds from the offering will be used for general corporate purposes. A copy of the press release is attached hereto as Exhibit 99.1.

In connection with the offering of the Additional 2018 Notes, Icahn Enterprises disclosed certain information to prospective investors in a preliminary offering memorandum dated July 9, 2012 (the “Offering Memorandum”). Pursuant to Regulation FD, Icahn Enterprises is furnishing as Exhibits 99.2 the sections captioned “Summary”, “Summary Consolidated Historical and Pro Forma Financial Data”, “Risk Factors – Risks Related to our Energy Segment’s Petroleum Business”, “Risk Factors – Risks Related to our Energy Segment’s Nitrogen Fertilizer Business”, “Risk Factors – Risks Related to our Energy Segment’s Entire Business”, “Risk Factors – Risks Related to the Limited Partnership Structure Through Which CVR Currently Holds its Interest in the Nitrogen Fertilizer Business”, “Risk Factors – Risks Related to the Wynnewood Acquisition” and “Capitalization” set forth in the Offering Memorandum.

The information contained in Exhibit 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 99.2 shall not be incorporated by reference into any of Icahn Enterprises’ 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.

This Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any securities of Icahn Enterprises.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 – Press Release dated July 9, 2012.

99.2 – Information contained under the captions captioned “Summary”, “Summary Consolidated Historical and Pro Forma Financial Data”, “Risk Factors – Risks Related to our Energy Segment’s Petroleum Business”, “Risk Factors – Risks Related to our Energy Segment’s Nitrogen Fertilizer Business”, “Risk Factors – Risks Related to our Energy Segment’s Entire Business”, “Risk Factors – Risks Related to the Limited Partnership Structure Through Which CVR Currently Holds its Interest in the Nitrogen Fertilizer Business”, “Risk Factors – Risks Related to the Wynnewood Acquisition” and “Capitalization” in the Offering Memorandum.

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)

By: Icahn Enterprises G.P. Inc.  
its General Partner

By: /s/ SungHwan Cho  
SungHwan Cho  
Chief Financial Officer

Date: July 9, 2012