

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): February 28, 2017

Commission File Number	Exact Name of Registrant as Specified in its Charter, Address of Principal Executive Offices and Telephone Number	State of Incorporation	I.R.S. Employer Identification No.
1-9516	ICAHN ENTERPRISES L.P. 767 Fifth Avenue, Suite 4700 New York, New York 10153 (212) 702-4300	Delaware	13-3398766

(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))
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Item 7.01. Regulation FD Disclosure

On February 28, 2017, Icahn Enterprises L.P. (“Icahn Enterprises”) issued a press release announcing the results of its previously announced rights offering. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01, including the exhibits attached hereto, of this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Registrant’s filings under the Securities Act or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 – Press Release dated February 28, 2017.

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/ Peter Reck
Peter Reck
Chief Accounting Officer

Date: February 28, 2017

ICAHN ENTERPRISES L.P. ANNOUNCES RESULTS OF RIGHTS OFFERING

(New York, New York, February 28, 2017) – Icahn Enterprises L.P. (NASDAQ: IEP) (“Icahn Enterprises”) announced today the results of its previously announced rights offering (the “Rights Offering”).

Pursuant to the Rights Offering, Icahn Enterprises distributed transferable subscription rights (the “Rights”) pro rata to the holders of record of its depositary units representing limited partner interests (the “Depositary Units”). Holders of the Depositary Units, as of the close of business on February 6, 2017, received 0.07718 rights for each Depositary Unit held as of such date. Each whole Right entitled the holder to acquire one newly issued Depositary Unit at a subscription price of \$53.71 per unit.

The Rights Offering was fully subscribed with total Basic Subscription Rights and Over-Subscription Rights being exercised for a total of 11,171,104 Depositary Units. Basic Subscription Rights that were not properly exercised by 5:00 p.m., New York City time, on February 22, 2017 have expired without any payment to holders of such unexercised Rights. Following the consummation of the Rights Offering, there will be 155,912,253 Depositary Units outstanding.

Our general partner is indirectly owned and controlled by Carl C. Icahn. Affiliates of Mr. Icahn held, prior to the closing of the Rights Offering, 129,999,050 of our Depositary Units, representing approximately 89.8% of our outstanding Depositary Units. Certain of Mr. Icahn’s affiliates fully exercised all of the Basic Subscription Rights and Over-Subscription Rights allocated to them in the Rights Offering. Following the consummation of the Rights Offering, Mr. Icahn’s affiliates will hold 140,524,155 of our Depositary Units, representing approximately 90.1% of our outstanding Depositary Units.

The Depositary Units subscribed for in the Rights Offering will be distributed to participants or credited through DTC on or about March 1, 2017. Any excess payments to be refunded to participating holders will be mailed by the subscription agent as promptly as practicable.

Icahn Enterprises estimates that it will receive gross proceeds of approximately \$600 million from the Rights Offering.

Icahn Enterprises filed a registration statement on Form S-3 with the Securities and Exchange Commission that registered the Rights and the new Depositary Units. The registration statement was declared effective on October 7, 2016.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

Icahn Enterprises L.P. (NASDAQ: IEP), a master limited partnership, is a diversified holding company engaged in ten primary business segments: Investment, Automotive, Energy, Railcar, Gaming, Metals, Mining, Food Packaging, Real Estate and Home Fashion.

Investor Contact:
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