

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): April 30, 2012

ICAHN ENTERPRISES L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-9516

(Commission File Number)

13-3398766

(IRS Employer Identification No.)

767 Fifth Avenue, Suite 4700, New York, NY 10153

(Address of Principal Executive Offices) (Zip Code)

(212) 702-4300

(Registrant's Telephone Number, Including Area Code)

N/A

(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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Section 2 - Financial Information

Item 2.02 Results of Operations and Financial Condition.

On April 30, 2012, Icahn Enterprises L.P. issued a press release reporting its financial results for the first quarter of 2012. The press release also provides information for accessing its quarterly conference call and Webcast, which will be held on May 3, 2012. A copy of the press release is attached hereto as Exhibit 99.1.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, 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 under that Section and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 - Press Release dated April 30, 2012.

[Remainder of page intentionally left blank; signature page follows]

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)

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

By: /s/ SungHwan Cho

SungHwan Cho
Chief Financial Officer

Date: April 30, 2012

Icahn Enterprises L.P.

Investor Contact:
SungHwan Cho
Chief Financial Officer
(212) 702-4300

For Release: April 30, 2012

Icahn Enterprises L.P. Reports First Quarter Financial Results and Announces Quarterly Distribution

New York, NY - Icahn Enterprises L.P. (NASDAQ:IEP) is reporting revenues of approximately \$2.7 billion for the first quarter of 2012 and net income attributable to Icahn Enterprises of \$49 million, or \$0.49 per diluted LP unit. During the quarter, Icahn Enterprises raised debt and equity proceeds of approximately \$1.2 billion. As of March 31, 2012, the company also had investments in its investment funds with a total fair market value of approximately \$3.2 billion.

Additionally, Icahn Enterprises is announcing a quarterly distribution of \$0.35 per depositary unit, comprised of a combination of \$0.10 payable in cash and \$0.25 payable in depositary units. The distribution will be paid on May 31, 2012 to depositary unit holders of record at the close of business on May 16, 2012.

Conference Call Information

Icahn Enterprises L.P. will discuss its first quarter results on a conference call and Webcast on Thursday, May 3, 2012 at 10:00 EDT. The Webcast can be viewed live on Icahn Enterprises L.P.'s website at www.icahnenterprises.com. It will be archived and made available at www.icahnenterprises.com under the Investor Relations section. The toll-free dial-in number for the conference call in the United States is (866) 393-0676. The international number is (253) 237-1149.

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

Caution Concerning Forward-Looking Statements

Results for any interim period are not necessarily indicative of results for any full fiscal period. This release contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, many of which are beyond our ability to control or predict. Forward-looking statements may be identified by words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "will" or words of similar meaning and include, but are not limited to, statements about the expected future business and financial performance of Icahn Enterprises L.P. and its subsidiaries. Among these risks and uncertainties are risks related to economic downturns, substantial competition and rising operating costs; risks related to our investment activities, including the nature of the investments made by the private funds in which we invest, losses in the private funds and loss of key employees; risks related to our automotive activities, including exposure to adverse conditions in the automotive industry, and risks related to operations in foreign countries; risk related to our gaming operations, including reductions in discretionary spending due to a downturn in the local, regional or national economy, intense competition in the gaming industry from present and emerging internet online markets and extensive regulation; risks related to our railcar activities, including reliance upon a small number of customers that represent a large percentage of revenues and backlog, the health of and prospects for the overall railcar industry and the cyclical nature of the railcar manufacturing business; risks related to our food packaging activities, including competition from better capitalized

competitors, inability of its suppliers to timely deliver raw materials, and the failure to effectively respond to industry changes in casings technology; risks related to our scrap metals activities, including potential environmental exposure; risks related to our real estate activities, including the extent of any tenant bankruptcies and insolvencies; risks related to our home fashion operations, including changes in the availability and price of raw materials, and changes in transportation costs and delivery times; and other risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission. Past performance in our Investment segment is not necessarily indicative of future performance. We undertake no obligation to publicly update or review any forward-looking information, whether as a result of new information, future developments or otherwise.

APPENDIX I
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per unit data)

	Three Months Ended March 31,	
	2012	2011
	(Unaudited)	
Revenues	\$ 2,684	\$ 3,078
Expenses	2,613	2,464
Income before income tax benefit (expense)	71	614
Income tax benefit (expense)	30	(18)
Net income	101	596
Less: net income attributable to non-controlling interests	(52)	(356)
Net income attributable to Icahn Enterprises	\$ 49	\$ 240
Basic income per LP unit	\$ 0.49	\$ 2.73
Basic weighted average LP units outstanding	97	86
Diluted income per LP unit	\$ 0.49	\$ 2.65
Diluted weighted average LP units outstanding	97	91

APPENDIX II
CONSOLIDATED BALANCE SHEETS
(In millions, except unit amounts)

	March 31,	December 31,
	2012	2011
ASSETS	(Unaudited)	
Cash and cash equivalents	\$ 3,467	\$ 2,278
Cash held at consolidated affiliated partnerships and restricted cash	2,249	4,979
Investments	5,876	8,938
Accounts receivable, net	1,603	1,424
Due from brokers	187	30
Inventories, net	1,394	1,344
Property, plant and equipment, net	3,611	3,505
Goodwill	1,128	1,127
Intangible assets, net	889	899
Other assets	661	612
Total Assets	\$ 21,065	\$ 25,136
LIABILITIES AND EQUITY		
Accounts payable	\$ 1,015	\$ 970
Accrued expenses and other liabilities	1,899	1,873
Securities sold, not yet purchased, at fair value	975	4,476
Due to brokers	5	2,171
Post-employment benefit liability	1,333	1,340
Debt	7,313	6,473
Total liabilities	12,540	17,303
Commitments and contingencies		
Equity:		
Limited partners	4,645	4,038
General partner	(259)	(271)
Treasury units at cost: 1,137,200 depository units at December 31, 2011	—	(12)
Equity attributable to Icahn Enterprises	4,386	3,755
Equity attributable to non-controlling interests	4,139	4,078
Total Equity	8,525	7,833
Total Liabilities and Equity	\$ 21,065	\$ 25,136