

**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): May 31, 2015

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
333-118021-01	ICAHN ENTERPRISES HOLDINGS L.P. 767 Fifth Avenue, Suite 4700 New York, New York 10153 (212) 702-4300	Delaware	13-3398767

(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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

Resignation of Director

As previously disclosed, Daniel A. Ninivaggi has resigned as a director of Icahn Enterprises L.P. (“Icahn Enterprises”) effective May 31, 2015. Mr. Ninivaggi will continue to serve as a director and Co-Chief Executive Officer of Federal-Mogul Holdings Corporation (NASDAQ: FDML), a subsidiary of Icahn Enterprises and a leading global supplier of products and services to the world's manufacturers and servicers of vehicles and equipment in the automotive, light, medium and heavy-duty commercial, marine, rail, aerospace, power generation and industrial markets.

Item 7.01 REGULATION FD DISCLOSURE

On June 1, 2015, Icahn Enterprises issued the press release attached hereto as Exhibit 99.1.

The information contained in Exhibit 99.1 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 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.

Section 9 - Financial Statements and Exhibits

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 - Press release dated June 1, 2015.

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: June 1, 2015

ICAHN ENTERPRISES HOLDINGS L.P.
(Registrant)

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

By: /s/ SungHwan Cho

SungHwan Cho
Chief Financial Officer

Date: June 1, 2015

**ICAHN ENTERPRISES L.P. COMPLETES ACQUISITION OF U.S.
AUTOMOTIVE PARTS DISTRIBUTION BUSINESS OF UNI-SELECT**

NEW YORK, June 1, 2015 -- Icahn Enterprises L.P. (NASDAQ: IEP) today announced that it has completed its previously announced acquisition of substantially all of the assets of Uni-Select USA, Inc. and Beck/Arnley Worldparts, Inc., comprising the U.S. automotive parts distribution business of Uni-Select Inc. (TSX: UNS). The transaction includes 38 distribution centers and satellite locations, 240 corporate-owned jobber stores and over 3,500 employees.

Carl C. Icahn, Chairman of Icahn Enterprises, commented, "We are extremely pleased to add the U.S. segment of Uni-Select to the Icahn Enterprises family of companies. This acquisition exemplifies our strategy of finding undervalued companies with great growth potential. We believe that with our abundant resources and knowledge of the industry we will be able to grow this business and take advantage of consolidation opportunities, thereby benefiting customers, manufacturing partners and employees, as well as our shareholders."

The auto parts distribution business acquired from Uni-Select will be operated independently from Federal-Mogul Holdings Corporation, our subsidiary and a leading global supplier of automotive products and services. All transactions between the two companies will be conducted on an arms-length basis and approved by the independent directors of each company. As previously announced, in connection with the closing of this transaction, Carl C. Icahn has resigned from the board of directors of Federal-Mogul and Daniel A. Ninivaggi, the Co-Chief Executive Officer of Federal-Mogul, has resigned from the board of directors of Icahn Enterprises.

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

Caution Concerning Forward-Looking Statements

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. The forward-looking statements in this press release do not constitute guarantees of future performance. Investors are cautioned that statements in this press release that are not strictly historical statements, including, without limitation, statements relating to the growth prospects and expectations for the automotive segment, expected changes and opportunities in the automotive aftermarket industry, and expected benefits that the acquisition of Uni-Select USA, Inc. will have for Icahn Enterprises constitute forward-looking statements. We undertake no obligation to publicly update or review any forward-looking information, whether as a result of new information, future developments or otherwise.

Investor Contacts:

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Peter Reck, Chief Accounting Officer
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