

**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): November 15, 2024

(Commission File Number) 1-9516	(Exact Name of Registrant as Specified in Its Charter) (Address of Principal Executive Offices) (Zip Code) (Telephone Number) ICAHN ENTERPRISES L.P. 16690 Collins Ave, PH-1 Sunny Isles Beach, FL 33160 (305) 422-4100	(State or Other Jurisdiction of Incorporation or Organization) Delaware	(IRS Employer Identification No.) 13-3398766
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(Former Name or Former Address, if Changed Since Last Report)
N/A

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))

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 of Icahn Enterprises L.P. Representing Limited Partner Interests	IEP	Nasdaq Global Select Market

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 8.01 Other Events.

On November 15, 2024, Icahn Enterprises L.P. (“Icahn Enterprises”) and Icahn Enterprises Finance Corp. (together with Icahn Enterprises, the “Company”) caused Wilmington Trust, National Association (the “Trustee”) to deliver on the Company’s behalf a notice of conditional partial redemption to holders of the Company’s outstanding 6.250% Senior Notes due 2026 (the “2026 Notes”) issued under an indenture, dated as of May 10, 2019, among the Company, Icahn Enterprises Holdings L.P., as guarantor, and the Trustee (the “Indenture”), that the Company will, subject to the conditions precedent described below, redeem up to an aggregate of \$500,000,000 outstanding aggregate principal amount of the 2026 Notes on December 16, 2024 (the “Redemption Date”). The redemption price will be equal to 100.000% of the principal amount of the 2026 Notes called for redemption, plus accrued and unpaid interest thereon to, but not including, the Redemption Date. The Company expects to use the proceeds from the previously announced offering of 10.000% Senior Secured Notes due 2029 to pay the redemption price for the 2026 Notes (the “Offering”), which is scheduled to be completed on November 20, 2024.

The redemption is subject to the satisfaction of the closing of the Offering as well as certain other customary conditions.

This Current Report on Form 8-K does not constitute a notice of redemption of the 2026 Notes. There can be no assurances that the conditions precedent to the redemption will be satisfied or that the redemption will occur.

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

Date: November 15, 2024

By: /s/ Ted Papapostolou
Ted Papapostolou
Chief Financial Officer