

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): June 17, 2013

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

(Address of Principal Executive Offices)

10153

(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 8.01 OTHER EVENTS

On June 17, 2013, Icahn Enterprises L.P. (the "Company") issued a press release announcing the closing of its previously announced registered public offering of 1,600,000 depositary units representing limited partner interests in Icahn Enterprises.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) *Exhibits.*

Exhibit No. Description

99.1 Press Release of Icahn Enterprises issued on June 17, 2013 , announcing the closing of its offering of depositary units.

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/ Daniel Ninivaggi
Daniel Ninivaggi
President, Chief Executive Officer and Director

Date: June 17, 2013

ICAHN ENTERPRISES ANNOUNCES CLOSING OF DEPOSITARY UNIT OFFERING

(New York, New York, June 17, 2013) – Icahn Enterprises L.P. (“Icahn Enterprises”) (NASDAQ: IEP) today announced the closing of its previously announced registered public offering of 1.6 million depositary units representing limited partner interests in Icahn Enterprises. Icahn Enterprises received total net proceeds of approximately \$117.1 million, before deducting estimated offering expenses. Icahn Enterprises also granted the underwriters an option for 30 days to purchase up to an additional 240,000 depositary units. The proceeds from the offering will be used solely to effect the recapitalization of Icahn Enterprises’ subsidiary Federal-Mogul Corporation (“Federal-Mogul”), which may include the purchase of Icahn Enterprises’ pro rata share of the common stock to be issued by Federal-Mogul pursuant to its rights offering launched on June 7, 2013, if consummated, or any other use of capital that results in the proceeds of the offering being used to recapitalize Federal-Mogul.

Credit Suisse, UBS Investment Bank and Jefferies are acting as the joint book-running managers for the offering. Citigroup, Keefe, Bruyette & Woods, a Stifel Company, Oppenheimer & Co., Wunderlich Securities and KeyBanc Capital Markets are acting as the co-managers for the offering.

A registration statement related to the securities was declared effective by the Securities and Exchange Commission. The offering was made only by means of a prospectus supplement and the accompanying prospectus, copies of which may be obtained from the Securities and Exchange Commission’s website at <http://www.sec.gov> or by contacting:

Credit Suisse Securities (USA) LLC
Attn: Prospectus Department
One Madison Avenue
New York, New York 10010
Tel: +1 (800) 221-1037
Email: newyork.prospectus@credit-suisse.com

UBS Securities LLC
Attention: Prospectus Department
299 Park Avenue, New York, New York 10171
Telephone: (888) 827-7275

Jefferies LLC
Attn: Equity Syndicate Prospectus Department
520 Madison Avenue, 12th Floor
New York, New York 10022
Tel: +1 (877) 547-6340
Email: prospectus_department@jefferies.com

About Icahn Enterprises L.P.

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

Investor Contact:

SungHwan Cho
Chief Financial Officer
(212) 702-4300
