

**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 8, 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 Avenue, 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

(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 2.02 Results of Operations and Financial Condition.

On November 8, 2024, Icahn Enterprises L.P. issued a press release reporting its financial results for the third quarter of 2024. 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

[99.1 – Press Release dated November 8, 2024.](#)

104 – Cover Page Interactive Data File (formatted in Inline XBRL in Exhibit 101).

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/ Ted Papapostolou
Ted Papapostolou
Chief Financial Officer

Date: November 8, 2024

Icahn Enterprises L.P. (Nasdaq: IEP) Today Announced Its Third Quarter 2024 Financial Results
Sunny Isles Beach, Fla, November 8, 2024 –

Chairman Carl C. Icahn stated, “I strongly believe that our portfolio – both for the investment segment and the controlled businesses – has significant opportunities ahead. Rarely have I seen a stock market with such extreme valuations – with some companies trading at unjustifiable premiums and others being massively undervalued. These undervalued situations have created great opportunities for activists. To take advantage of these opportunities when they occur, we have always maintained a war chest of liquidity. As of October 31, we had approximately \$2.3 billion between cash and cash equivalents at the holding company and the investment funds. I believe one such opportunity is CVI and, as such, we intend to launch a tender offer to acquire additional shares (see separate press release). To help fund this investment and take advantage of additional opportunities, both within and outside of our existing portfolio, while also maintaining the war chest, we have made the decision to decrease the quarterly distribution from \$1.00 per depositary unit to \$0.50 per depositary unit. At yesterday’s share price, this new distribution reflects a 16% annualized yield. We have always endeavored – at IEP, at our controlled operating subsidiaries and at the companies within our Investment segment, where we hold minority investments and often exercise influence through board representation – to deliver large returns of capital for investors. We believe our record shows that we have been largely successful in those efforts over the years. Our philosophy in that regard has not changed and, while we obviously cannot make any guarantees, we hope and believe that the actions we take today and in the near term will lead to increased capital returns to our unitholders in the future.”

- **Third quarter net income attributable to IEP of \$22 million, an improvement of \$28 million over prior year quarter**
- **Third quarter Adjusted EBITDA attributable to IEP of \$183 million, compared to \$243 million for the prior year quarter**
- **Indicative Net Asset Value was approximately \$3.6 billion as of September 30, 2024, a decrease of \$423 million compared to June 30, 2024**
- **IEP declares third quarter distribution of \$0.50 per depositary unit**

Financial Summary

(Net loss and Adjusted EBITDA figures in commentary below are attributable to Icahn Enterprises, unless otherwise specified)

For the three months ended September 30, 2024, revenues were \$2.8 billion and net income was \$22 million, or \$0.05 per depositary unit. For the three months ended September 30, 2023, revenues were \$3.0 billion and net loss was \$6 million, or a loss of \$0.01 per depositary unit. Adjusted EBITDA was \$183 million for the three months ended September 30, 2024, compared to an Adjusted EBITDA of \$243 million for the three months ended September 30, 2023.

For the nine months ended September 30, 2024, revenues were \$7.5 billion and net loss was \$347 million, or a loss of \$0.75 per depositary unit. For the nine months ended September 30, 2023, revenues were \$8.2 billion and net loss was \$545 million, or a loss of \$1.47 per depositary unit. Adjusted EBITDA was \$162 million for the nine months ended September 30, 2024, compared to an Adjusted EBITDA of \$352 million for the nine months ended September 30, 2023.

As of September 30, 2024, indicative net asset value decreased \$423 million compared to June 30, 2024. The change in indicative net asset value is primarily driven by positive performance in the investment funds of \$192 million which was more than offset by the decline in CVI of \$249 million, Automotive Services of \$193 million, and the distribution to unitholders of \$113 million. We have replaced senior leadership in our Automotive Services business and believe we are seeing early signs of recovery.

On November 6, 2024, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of \$0.50 per depositary unit, which will be paid on or about December 26, 2024, to depositary unitholders of record at the close of business on November 18, 2024. Depositary unitholders will have until December 13, 2024, to make a timely election to receive either cash or additional depositary units. If a unitholder does not make a timely election, it will automatically be deemed to have elected to receive the distribution in additional depositary units. Depositary unitholders who elect to receive (or who are deemed to have elected to receive) additional depositary units will receive units valued at the volume weighted average trading price of the units during the five consecutive trading days ending December 20, 2024. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any unitholders electing to receive (or who are deemed to have elected to receive) depositary units.

Icahn Enterprises L.P., a master limited partnership, is a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Energy, Automotive, Food Packaging, Real Estate, Home Fashion and Pharma.

Caution Concerning Forward-Looking Statements

This release may contain 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 and its subsidiaries, market conditions, and IEP's anticipated tender offer for shares of CVI. Actual events, results and outcomes may differ materially from our expectations due to a variety of known and unknown risks, uncertainties and other factors, including risks related to economic downturns, substantial competition and rising operating costs; the impacts from the ongoing Russia/Ukraine conflict and conflict in the Middle East, including economic volatility and the impacts of export controls and other economic sanctions; risks related to our investment activities, including the nature of the investments made by the private funds in which we invest, including the impact of the use of leverage through options, short sales, swaps, forwards and other derivative instruments; declines in the fair value of our investments, losses in the private funds and loss of key employees; risks related to our ability to continue to conduct our activities in a manner so as to not be deemed an investment company under the Investment Company Act of 1940, as amended, or to be taxed as a corporation; risks related to short sellers and associated litigation and regulatory inquiries; risks relating to our general partner and controlling unitholder; pledges of our units by our controlling unitholder; risks related to our energy business, including the volatility and availability of crude oil, other feed stocks and refined products, declines in global demand for crude oil, refined products and liquid transportation fuels, unfavorable refining margin (crack spread), interrupted access to pipelines, significant fluctuations in nitrogen fertilizer demand in the agricultural industry and seasonality of results; the impact of volatile commodity pricing and higher industry utilization and oversupply of nitrogen fertilizer; risks related to potential strategic transactions involving our Energy segment; risks related to our automotive activities and exposure to adverse conditions in the automotive industry, including as a result of the Chapter 11 filing of our automotive parts subsidiary; risks related to our food packaging activities, including competition from better capitalized competitors, inability of our suppliers to timely deliver raw materials, and the failure to effectively respond to industry changes in casings technology; supply chain issues; inflation, including increased costs of raw materials and shipping, labor shortages and workforce availability; 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, manufacturing disruptions, 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 including our Annual Report on Form 10-K and our quarterly reports on Form 10-Q under the caption "Risk Factors". Additionally, there may be other factors not presently known to us or which we currently consider to be immaterial that may cause our actual results to differ materially from the forward-looking statements. Past performance in our Investment segment is not 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.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(in millions, except per unit amounts)			
Revenues:				
Net sales	\$ 2,221	\$ 2,991	\$ 6,827	\$ 8,433
Other revenues from operations	192	203	566	588
Net gain (loss) from investment activities	257	(332)	(318)	(1,275)
Interest and dividend income	115	143	380	481
(Loss) gain on disposition of assets, net	(1)	2	(6)	5
Other income, net	7	3	13	6
	<u>2,791</u>	<u>3,010</u>	<u>7,462</u>	<u>8,238</u>
Expenses:				
Cost of goods sold	2,223	2,377	6,414	6,947
Other expenses from operations	155	165	462	483
Dividend expense	14	21	47	68
Selling, general and administrative	202	209	578	653
Restructuring, net	—	1	1	1
Credit loss on related party note receivable	—	23	—	139
Loss on deconsolidation of subsidiary	—	—	—	246
Interest expense	130	148	394	426
	<u>2,724</u>	<u>2,944</u>	<u>7,896</u>	<u>8,963</u>
Income (loss) before income tax expense	67	66	(434)	(725)
Income tax benefit (expense)	13	(96)	2	(82)
Net income (loss)	80	(30)	(432)	(807)
Less: net income (loss) attributable to non-controlling interests	58	(24)	(85)	(262)
Net income (loss) attributable to Icahn Enterprises	<u>\$ 22</u>	<u>\$ (6)</u>	<u>\$ (347)</u>	<u>\$ (545)</u>
Net income (loss) attributable to Icahn Enterprises allocated to:				
Limited partners	\$ 22	\$ (6)	\$ (340)	\$ (534)
General partner	—	—	(7)	(11)
	<u>\$ 22</u>	<u>\$ (6)</u>	<u>\$ (347)</u>	<u>\$ (545)</u>
Basic and Diluted income (loss) per LP unit	<u>\$ 0.05</u>	<u>\$ (0.01)</u>	<u>\$ (0.75)</u>	<u>\$ (1.47)</u>
Basic and Diluted weighted average LP units outstanding	<u>477</u>	<u>394</u>	<u>452</u>	<u>364</u>
Distributions declared per LP unit	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 3.00</u>	<u>\$ 5.00</u>

CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	September 30, 2024	December 31, 2023
	(in millions, except unit amounts)	
ASSETS		
Cash and cash equivalents	\$ 2,294	\$ 2,951
Cash held at consolidated affiliated partnerships and restricted cash	2,440	2,995
Investments	2,585	3,012
Due from brokers	2,976	4,367
Accounts receivable, net	476	485
Related party notes receivable, net	7	11
Inventories, net	883	1,047
Property, plant and equipment, net	3,865	3,969
Deferred tax asset	168	184
Derivative assets, net	43	64
Goodwill	289	288
Intangible assets, net	423	466
Other assets	994	1,019
Total Assets	\$ 17,443	\$ 20,858
LIABILITIES AND EQUITY		
Accounts payable	\$ 679	\$ 830
Accrued expenses and other liabilities	1,660	1,596
Deferred tax liabilities	369	399
Derivative liabilities, net	685	979
Securities sold, not yet purchased, at fair value	2,679	3,473
Due to brokers	97	301
Debt	6,447	7,207
Total liabilities	12,616	14,785
Equity:		
Limited partners: Depositary units: 504,003,429 units issued and outstanding at September 30, 2024 and 429,033,241 units issued and outstanding at December 31, 2023	3,417	3,969
General partner	(772)	(761)
Equity attributable to Icahn Enterprises	2,645	3,208
Equity attributable to non-controlling interests	2,182	2,865
Total equity	4,827	6,073
Total Liabilities and Equity	\$ 17,443	\$ 20,858

Use of Non-GAAP Financial Measures

The Company uses certain non-GAAP financial measures in evaluating its performance. These include non-GAAP EBITDA and Adjusted EBITDA. EBITDA represents earnings from continuing operations before net interest expense (excluding our Investment segment), income tax (benefit) expense and depreciation and amortization. We define Adjusted EBITDA as EBITDA excluding certain effects of impairment, restructuring costs, transformation costs, certain pension plan expenses, gains/losses on disposition of assets, gains/losses on extinguishment of debt and certain other non-operational charges. We present EBITDA and Adjusted EBITDA on a consolidated basis and on a basis attributable to Icahn Enterprises net of the effects of non-controlling interests. We conduct substantially all of our operations through subsidiaries. The operating results of our subsidiaries may not be sufficient to make distributions to us. In addition, our subsidiaries are not obligated to make funds available to us for payment of our indebtedness, payment of distributions on our depositary units or otherwise, and distributions and intercompany transfers from our subsidiaries to us may be restricted by applicable law or covenants contained in debt agreements and other agreements to which these subsidiaries currently may be subject or into which they may enter into in the future. The terms of any borrowings of our subsidiaries or other entities in which we own equity may restrict dividends, distributions or loans to us.

We believe that providing EBITDA and Adjusted EBITDA to investors has economic substance as these measures provide important supplemental information of our performance to investors and permits investors and management to evaluate the core operating performance of our business without regard to interest (except with respect to our Investment segment), taxes and depreciation and amortization and certain effects of impairment, restructuring costs, certain pension plan expenses, gains/losses on disposition of assets, gains/losses on extinguishment of debt and certain other non-operational charges. Additionally, we believe this information is frequently used by securities analysts, investors and other interested parties in the evaluation of companies that have issued debt. Management uses, and believes that investors benefit from referring to, these non-GAAP financial measures in assessing our operating results, as well as in planning, forecasting and analyzing future periods. Adjusting earnings for these charges allows investors to evaluate our performance from period to period, as well as our peers, without the effects of certain items that may vary depending on accounting methods and the book value of assets. Additionally, EBITDA and Adjusted EBITDA present meaningful measures of performance exclusive of our capital structure and the method by which assets were acquired and financed. Effective December 31, 2023, we modified our calculation of EBITDA to exclude the impact of net interest expense from the Investment segment. This change has been applied to all periods presented. We believe that this revised presentation improves the supplemental information provided to our investors because interest expense within the Investment segment is associated with its core operations of investment activity rather than representative of its capital structure.

EBITDA and Adjusted EBITDA have limitations as analytical tools, and you should not consider them in isolation, or as substitutes for analysis of our results as reported under generally accepted accounting principles in the United States, or U.S. GAAP. For example, EBITDA and Adjusted EBITDA:

- do not reflect our cash expenditures, or future requirements for capital expenditures, or contractual commitments;
- do not reflect changes in, or cash requirements for, our working capital needs; and
- do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments on our debt.

Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized often will have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements. Other companies in the industries in which we operate may calculate EBITDA and Adjusted EBITDA differently than we do, limiting their usefulness as comparative measures. In addition, EBITDA and Adjusted EBITDA do not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations.

EBITDA and Adjusted EBITDA are not measurements of our financial performance under U.S. GAAP and should not be considered as alternatives to net income or any other performance measures derived in accordance with U.S. GAAP or as alternatives to cash flow from operating activities as a measure of our liquidity. Given these limitations, we rely primarily on our U.S. GAAP results and use EBITDA and Adjusted EBITDA only as a supplemental measure of our financial performance.

Use of Indicative Net Asset Value Data

The Company uses indicative net asset value as an additional method for considering the value of the Company's assets, and we believe that this information can be helpful to investors. Please note, however, that the indicative net asset value does not represent the market price at which the depository units trade. Accordingly, data regarding indicative net asset value is of limited use and should not be considered in isolation.

The Company's depository units are not redeemable, which means that investors have no right or ability to obtain from the Company the indicative net asset value of units that they own. Units may be bought and sold on The Nasdaq Global Select Market at prevailing market prices. Those prices may be higher or lower than the indicative net asset value of the depository units as calculated by management.

See below for more information on how we calculate the Company's indicative net asset value.

	<u>September 30, 2024</u>	<u>June 30, 2024</u>	<u>December 31, 2023</u>
	(in millions)(unaudited)		
Market-valued Subsidiaries and Investments:			
Holding Company interest in Investment Funds ⁽¹⁾	\$ 2,745	\$ 2,946	\$ 3,243
CVR Energy ⁽²⁾	1,536	1,785	2,021
Total market-valued subsidiaries and investments	\$ 4,281	\$ 4,731	\$ 5,264
Other Subsidiaries:			
Viskase ⁽³⁾	\$ 254	\$ 298	\$ 386
Real Estate Holdings ⁽¹⁾	442	434	439
WestPoint Home ⁽¹⁾	164	160	153
Vivus ⁽¹⁾	221	217	227
Automotive Services ⁽⁴⁾	478	671	660
Automotive Parts ⁽¹⁾	10	14	15
Automotive Owned Real Estate Assets ⁽⁵⁾	763	763	763
Icahn Automotive Group	1,251	1,448	1,438
Operating Business Indicative Gross Asset Value	\$ 6,613	\$ 7,288	\$ 7,907
Add: Other Net Assets ⁽⁶⁾	64	85	114
Indicative Gross Asset Value	\$ 6,677	\$ 7,373	\$ 8,021
Add: Holding Company cash and cash equivalents ⁽⁷⁾	1,566	1,470	1,584
Less: Holding Company debt ⁽⁷⁾	(4,683)	(4,860)	(4,847)
Indicative Net Asset Value	\$ 3,560	\$ 3,983	\$ 4,758

Indicative net asset value does not purport to reflect a valuation of IEP. The calculated indicative net asset value does not include any value for our Investment Segment other than the fair market value of our investment in the Investment Funds. A valuation is a subjective exercise and indicative net asset value does not necessarily consider all elements or consider in the adequate proportion the elements that could affect the valuation of IEP. Investors may reasonably differ on what such elements are and their impact on IEP. No representation or assurance, express or implied, is made as to the accuracy and correctness of indicative net asset value as of these dates or with respect to any future indicative or prospective results which may vary.

- (1) Represents GAAP equity attributable to us as of each respective date.
- (2) Based on closing share price on each date (or if such date was not a trading day, the immediately preceding trading day) and the number of shares owned by the Holding Company as of each respective date.
- (3) Amounts based on market comparables due to lack of material trading volume, valued at 9.0x Adjusted EBITDA for the trailing twelve months ended as of each respective date.
- (4) Amounts based on market comparables, valued at 10.0x Adjusted EBITDA for the trailing twelve months ended as of each respective date.
- (5) Management performed a valuation on the owned real-estate with the assistance of third-party consultants to estimate fair-market-value. This analysis utilized property-level market rents, location level profitability, and utilized prevailing cap rates ranging from 7.0% to 10.0% as of each respective date. The valuation assumed that triple net leases are in place for all the locations at rents estimated by management based on market conditions. There is no assurance we would be able to sell the assets on the timeline or at the prices and lease terms we estimate. Different judgments or assumptions would result in different estimates of the value of these real estate assets. Moreover, although we evaluate and provide our indicative net asset value on a regular basis, the estimated values may fluctuate in the interim, so that any actual transaction could result in a higher or lower valuation.
- (6) Represents GAAP equity of the Holding Company Segment, excluding cash and cash equivalents, debt and non-cash deferred tax assets or liabilities. As of September 30, 2024, June 30, 2024 and December 31, 2023, Other Net Assets includes \$13 million, \$14 million and \$20 million respectively, of Automotive Segment liabilities assumed from the Auto Plus bankruptcy.
- (7) Holding Company's balance as of each respective date.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(in millions)(unaudited)			
Adjusted EBITDA				
Net income (loss)	\$ 80	\$ (30)	\$ (432)	\$ (807)
Interest expense, net	73	64	220	199
Income tax (benefit) expense	(13)	96	(2)	82
Depreciation and amortization	126	133	382	384
EBITDA before non-controlling interests	266	263	168	(142)
Credit loss on related party note receivable	-	23	-	139
Loss on deconsolidation of subsidiary	-	-	-	246
Loss (gain) on disposition of assets, net	1	(3)	5	(6)
Transformation costs	8	10	30	30
(Gain) loss on extinguishment of debt, net	(9)	-	(8)	-
Out of period adjustments	-	-	(2)	8
Other	25	3	32	9
Adjusted EBITDA before non-controlling interests	\$ 291	\$ 296	\$ 225	\$ 284
Adjusted EBITDA attributable to IEP				
Net income (loss)	\$ 22	\$ (6)	\$ (347)	\$ (545)
Interest expense, net	63	57	191	175
Income tax (benefit) expense	(10)	71	9	32
Depreciation and amortization	83	88	253	265
EBITDA before non-controlling interests	158	210	106	(73)
Credit loss on related party note receivable	-	23	-	139
Loss on deconsolidation of subsidiary	-	-	-	246
Loss (gain) on disposition of assets, net	1	(3)	5	(6)
Transformation costs	8	10	30	30
(Gain) loss on extinguishment of debt, net	(9)	-	(8)	-
Out of period adjustments	-	-	(2)	8
Other	25	3	31	8
Adjusted EBITDA attributable to IEP	\$ 183	\$ 243	\$ 162	\$ 352

Investor Contact:

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