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): July 19, 2026

(Commission File Number)	(Exact Name of Registrant as Specified in its Charter) (Address of Principal Executive Offices) (Zip Code) (Telephone Number)	(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
1-9516	**ICAHN ENTERPRISES L.P.** **16690 Collins Ave, PH-1** **Sunny Isles Beach, FL 33160** **(305) 422-4100**	**Delaware**	**13-3398766**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
Depositary 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 1.01 Entry Into a Material Definitive Agreement

On July 19, 2026, Icahn Enterprises L.P. (the "Company"), solely for purposes of specified provisions, including the seller guaranty described below, Icahn Automotive Group LLC ("Seller" or "Icahn Automotive"), a Delaware limited liability company and a wholly-owned subsidiary of the Company, Mavis Tire Supply, LLC ("Buyer"), a Delaware limited liability company, and Metis HoldCo, Inc. ("Buyer Guarantor"), a Delaware corporation, solely for purposes of the buyer guaranty described below, entered into a Stock Purchase Agreement (the "Purchase Agreement"). Pursuant to the terms of the Purchase Agreement, Icahn Automotive agreed to sell to Buyer, and Buyer agreed to purchase from Icahn Automotive, all of the issued and outstanding capital stock of The Pep Boys-Manny, Moe & Jack Holding Corp., a Delaware corporation and wholly-owned subsidiary of Icahn Automotive ("Pep Boys"), for a base purchase price of $700.0 million, subject to adjustments for cash and cash equivalents, indebtedness, net working capital, unpaid seller expenses and certain unpaid taxes, to be finalized after closing of the transaction. In connection with the Purchase Agreement, the Company agreed to guarantee the payment and performance of Seller's obligations under the Purchase Agreement, and Buyer Guarantor agreed to guarantee the payment and performance of Buyer's obligations under the Purchase Agreement, in each case subject to the limitations set forth in the Purchase Agreement.

Pep Boys and its subsidiaries operate automotive maintenance and repair shops, distribution centers and related real estate, together with supporting store operations management and distribution network functions and other related businesses. Certain excluded entities and businesses of Pep Boys will not be transferred to Buyer in connection with the transactions contemplated by the Purchase Agreement.

The transaction is expected to close in the coming months, subject to satisfaction or waiver of customary closing conditions. If Seller validly terminates the Purchase Agreement in certain circumstances relating to Buyer's breach, failure to consummate the closing or repudiation, Buyer will be required to pay Seller a reverse termination fee of $21.0 million, subject to the terms and limitations set forth in the Purchase Agreement. The representations, warranties and covenants contained in the Purchase Agreement were made only for purposes of the Purchase Agreement and solely for the benefit of the parties thereto. Such representations and warranties were made as of the date of the Purchase Agreement and the closing date, may be subject to contractual standards of materiality different from those generally applicable to investors, may be qualified by confidential disclosure schedules, and should not be relied upon as statements of fact regarding the Company or its subsidiaries.

The foregoing description of the Purchase Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, a copy of which will be filed by the Company as an exhibit to a subsequent periodic report.

Item 7.01 Regulation FD Disclosure

On July 21, 2026, the Company issued a press release announcing the Purchase Agreement and the transaction. The press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

The information furnished pursuant to this Item 7.01, 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.

Cautionary Statement Regarding Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the proposed transaction, the expected timing of the closing and the satisfaction of closing conditions. These statements are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially, including, among others, the failure to satisfy closing conditions, the failure to obtain required regulatory approvals, the occurrence of any event that could give rise to termination of the Purchase Agreement, and other risks and uncertainties described in the Company's filings with the SEC. The Company undertakes no obligation to update any forward-looking statements except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated July 21, 2026
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

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/ Robert Flint
Robert Flint
Chief Financial Officer & Chief Accounting Officer

Date: July 21, 2026

Exhibit 99.1

Mavis to Acquire Pep Boys from Icahn Enterprises for $700 Million in Cash

Transaction Accelerates Mavis's Growth Strategy, Adding Iconic Pep Boys Brand and Significant Western U.S. Footprint to Mavis Network

Icahn Enterprises to Retain Owned Real Estate as well as AAMCO Transmissions and Precision Tune Auto Care Businesses

White Plains, NY and Sunny Isles Beach, FL, July 21, 2026 – Mavis Tire Express Services Corp. ("Mavis" or the "Company"), one of the largest independent tire and service providers in North America, and Icahn Enterprises L.P. (NASDAQ: IEP) ("IEP") today announced that they have entered into a definitive agreement pursuant to which a subsidiary of Mavis will acquire The Pep Boys-Manny, Moe & Jack Holding Corp. ("Pep Boys") from Icahn Automotive Group LLC, a subsidiary of IEP, for approximately $700 million in cash, subject to customary purchase price adjustments. IEP will retain the owned real estate previously transferred to IEP from Pep Boys, as well as the AAMCO Transmissions and Precision Tune Auto Care Businesses.

Pep Boys is an established leader in automotive services, offering tires, repairs, oil changes, and maintenance services from nearly 800 locations nationwide. The acquisition expands Mavis's presence in new and existing markets, particularly across the Western United States, where Pep Boys has a significant retail footprint, and grows Mavis's network to more than 4,400 service center locations across the United States and Canada.

"Today's announcement marks a significant milestone as Mavis continues to execute its growth strategy. Pep Boys is one of the most well-respected names in the automotive aftermarket, and we look forward to welcoming it into the Mavis family of brands," said David Sorbaro, Co-Chief Executive Officer of Mavis. "Pep Boys brings a loyal customer base, deep-rooted market presence across the United States, and a distribution network that will meaningfully enhance our supply chain nationwide. Together, we will create a stronger, more geographically diverse platform with the scale and capabilities to provide dependable service to even more customers and create meaningful opportunities for employees. We have tremendous respect for what the Pep Boys team has built, and we look forward to partnering with them to drive their continued success."

"For more than 100 years, Pep Boys has earned the trust of drivers across the country by delivering quality service with honesty and care," said Joe Auriemma, Chief Executive Officer of Pep Boys. "Mavis shares these values and, as part of the Mavis family, Pep Boys will have the scale, footprint, and operational and technological strength to continue building on its legacy as it enters a new chapter of growth."

"We believe that the combined businesses will benefit greatly from the inevitable economies of scale and from the great experience of the Mavis team in this industry. We welcome the Mavis acquisition and are thankful to all of the employees of Pep Boys who made this transaction possible," said Carl C. Icahn, Chairman of IEP.

"Icahn Enterprises acquired Pep Boys in 2016 because of its exceptional fundamentals – a storied brand, a loyal customer base, and a footprint that needed the right stewardship to realize its full potential," said Ted Papapostolou, Chief Executive Officer of IEP. "Over the past decade, we have worked closely with the Pep Boys team to grow the company and strengthen its competitive position while maintaining best-in-class customer service. I look forward to watching Pep Boys continue to grow and succeed as part of Mavis."

The transaction is expected to close in the coming months, subject to satisfaction or waiver of customary closing conditions.

Advisors

Covington & Burling LLP and Bullard Law Group, PLLC are serving as legal counsel, Jefferies is serving as exclusive financial advisor, and C Street Advisory Group is serving as strategic communications advisor to Mavis. Brown Rudnick LLP is serving as legal counsel to IEP.

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, including statements regarding the proposed transaction, the expected timing of the closing and the satisfaction of closing conditions. Forward-looking statements may be identified by words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "will" or words of similar meaning. These statements are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially, including, among others, the failure to satisfy closing conditions, the failure to obtain required regulatory approvals, the occurrence of any event that could give rise to the termination of the transaction agreements. There can be no assurance that any forward-looking information will result or be achieved. We undertake no obligation to publicly update or review any forward-looking information, whether as a result of new information, future developments or otherwise.

About Mavis Tire Express Services Corp.

Mavis Tire Express Services Corp. ("Mavis") is one of North America's largest independent tire and vehicle service providers, with a rapidly growing footprint of more than 3,600 owned and franchised retail locations across the U.S. and Canada. Headquartered in White Plains, New York, Mavis delivers expert automotive care—including tires and brakes, oil changes, inspections, and auto repair—through a family of trusted brands.

Mavis owns and operates a portfolio of auto service center brands including Mavis Discount Tire, Mavis Tires & Brakes, Midas, Express Oil Change & Tire Engineers, Brakes Plus, Tire Kingdom, NTB (National Tire & Battery), Town Fair Tire, and Tuffy. Together, these brands serve millions of drivers each year with a commitment to dependability, safety, convenience, and value.

For more information about Mavis or its family of automotive brands, visit www.mavis.com.

About The Pep Boys-Manny, Moe & Jack Holding Corp.

Pep Boys is a trusted leader in automotive services, dedicated to keeping drivers on the road with reliable maintenance and repair solutions. With nearly 800 locations across the U.S. and Puerto Rico, our team of skilled professionals, including many ASE-certified technicians, serves millions of customers each year, ranging from everyday drivers to commercial fleets.

Founded in 1921 by Navy veterans Manny, Moe and Jack, Pep Boys is built on a foundation of passion, trust and safety. More than a century later, we continue to honor that legacy by providing expert care, exceptional service and a strong commitment to the communities we serve.

We keep people moving.

Learn more at www.pepboys.com.

About Icahn Enterprises L.P.

Icahn Enterprises L.P., a master limited partnership, is a diversified holding company engaged in seven primary business segments: Investment, Energy, Automotive, Food Packaging, Real Estate, Home Fashion and Pharma.

Media Contacts

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