
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): March 6, 2013

ICAHN ENTERPRISES L.P.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>1-9516</u> (Commission File Number)	<u>13-3398766</u> (IRS Employer Identification No.)
<u>767 Fifth Avenue, Suite 4700, New York, NY</u> (Address of Principal Executive Offices)		<u>10153</u> (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))
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Item 8.01 OTHER EVENTS

On March 6, 2013, Icahn Enterprises L.P. (“Icahn Enterprises”) issued a press release announcing the closing of its previously announced registered public offering of 3,174,604 depositary units representing limited partner interests in Icahn Enterprises at a price of \$63.00 per depositary unit to the public.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) *Exhibits.*

Exhibit No.	Description
99.1	Press Release of Icahn Enterprises issued on March 6, 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: March 6, 2013

For Release: March 6, 2013

ICAHN ENTERPRISES ANNOUNCES CLOSING OF DEPOSITARY UNIT OFFERING

(New York, New York, March 6, 2013) – Icahn Enterprises L.P. (“Icahn Enterprises”) (NASDAQ: IEP) today announced the closing of its previously announced registered public offering of 3,174,604 depositary units representing limited partner interests in Icahn Enterprises at \$63.00 per depositary unit to the public. Icahn Enterprises received total net proceeds of approximately \$193 million, after deducting underwriting discounts and commissions and estimated offering expenses. Icahn Enterprises also granted the underwriters an option for 30 days to purchase up to an additional 476,191 depositary units. The proceeds from the offering will be used for general partnership purposes.

Jefferies LLC served as sole book-running manager.

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 Jefferies LLC at 520 Madison Avenue, 12th Floor, New York, NY, 10022, Attention: Equity Syndicate Prospectus Department, by calling (877) 547-6340 or by emailing 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:

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Chief Financial Officer
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