

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

November 20, 1998

Date of Report (Date of earliest event reported)

AMERICAN REAL ESTATE PARTNERS, L.P.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of Organization)

1-9516

(Commission File Number)

13-3398766

(IRS Employer
Identification Number)

100 SOUTH BEDFORD ROAD
MT. KISCO, NY 10549

(Address of Registrant's Principal Executive Office) (Zip Code)

(914) 242-7700

(Registrant's telephone number, including area code)

Item 5. Other Events.

On November 20, 1998, American Real Estate Partners, L.P., a Delaware limited partnership (the "Company"), announced that it received certain documentation relating to a tender offer for its depositary units representing limited partnership interests by High Coast Limited Partnership. A copy of the Company's press release, dated November 20, 1998 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

Financial Statements.
None.

Pro Forma Financial Information.
None.

Exhibits.
99.1 Press Release, dated November 20, 1998.

2

3

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.

AMERICAN REAL ESTATE PARTNERS, L.P.

By: American Property Investors, Inc.
General Partner

By: /s/John P. Saldarelli

Name: John P. Saldarelli
Title: Vice President, Secretary and
Treasurer

Date: November 23, 1998

3

4

EXHIBIT INDEX

Exhibit No.	Exhibit
-----	-----
99.1	Press Release, dated November 20, 1998.

[American Real Estate Partners, L.P. Letterhead]

Contact: John P. Saldarelli
Secretary and Treasurer
914-242-7700

FOR IMMEDIATE RELEASE

AMERICAN REAL ESTATE PARTNERS, L.P.
RECEIVES TENDER OFFER DOCUMENTS

MT. KISCO, NEW YORK --November 20, 1998 -- American Real Estate Partners, L.P. (the "Company") (NYSE:ACP) announced today that it has received copies of documentation related to a tender offer from High Coast Limited Partnership (an affiliate of Carl C. Icahn), which is seeking to acquire up to 10,000,000 of the outstanding Depositary Units representing limited partner interests in the Company at a price of \$10.50 per Depositary Unit.

The Company stated that the Audit Committee of the Board of Directors of its General Partner is considering the offer and will advise its Unitholders on or prior to December 7, 1998 of its decision either to recommend acceptance or rejection of the offer, or to express no opinion and remain neutral toward the offer, or of its inability to take a position with respect to the offer.

NO SOLICITATION OR RECOMMENDATION REGARDING THE OFFER IS INTENDED OR MADE
HEREBY.

American Real Estate Partners, L.P. is a master limited partnership primarily engaged in acquiring and managing real estate investments with a primary focus on office, retail, industrial, hotel and residential properties.