

**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): February 9, 2015

<b>Commission File Number</b>	<b>Exact Name of Registrant as Specified in its Charter, Address of Principal Executive Offices and Telephone Number</b>	<b>State of Incorporation</b>	<b>I.R.S. Employer Identification No.</b>
1-9516	ICAHN ENTERPRISES L.P. 767 Fifth Avenue, Suite 4700 New York, New York 10153 (212) 702-4300	Delaware	13-3398766
333-118021-01	ICAHN ENTERPRISES HOLDINGS L.P. 767 Fifth Avenue, Suite 4700 New York, New York 10153 (212) 702-4300	Delaware	13-3398767

(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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

**Resignation of Director**

Daniel A. Ninivaggi has indicated his intent to resign as a director of Icahn Enterprises L.P. (“Icahn Enterprises”) prior to the closing of its acquisition of Uni-Select USA, Inc. Mr. Ninivaggi will continue to serve as a director and Co-Chief Executive Officer of Federal-Mogul Holdings Corporation (NASDAQ:FDML), a subsidiary of Icahn Enterprises and a leading global supplier of products and services to the world's manufacturers and servicers of vehicles and equipment in the automotive, light, medium and heavy-duty commercial, marine, rail, aerospace, power generation and industrial markets.

**Item 7.01 REGULATION FD DISCLOSURE**

On February 9, 2015, Icahn Enterprises issued the press release attached hereto as Exhibit 99.1.

The information contained in Exhibit 99.1 is being furnished and 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 of that section. In addition, the information contained in Exhibit 99.1 shall not be incorporated by reference into any of Icahn Enterprises’ filings with the Securities and Exchange Commission or any other document except as shall be expressly set forth by specific reference in such filing or document.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

99.1 - Press release dated February 9, 2015.

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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/ SungHwan Cho  
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SungHwan Cho  
Chief Financial Officer

Date: February 9, 2015

ICAHN ENTERPRISES HOLDINGS L.P.  
(Registrant)

By: Icahn Enterprises G.P. Inc.  
its general partner

By: /s/ SungHwan Cho  
\_\_\_\_\_  
SungHwan Cho  
Chief Financial Officer

Date: February 9, 2015

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**ICAHN ENTERPRISES L.P. AGREES TO ACQUIRE ASSETS OF  
UNI-SELECT USA, INC.**

**NEW YORK, February 9, 2015** -- Icahn Enterprises L.P. (NASDAQ: IEP) today announced that it has entered into a definitive agreement to acquire substantially all of the assets of Uni-Select USA, Inc., a leading automotive parts distributor for domestic and imported vehicles, subject to customary closing conditions. The transaction includes the Beck/Arnley Worldparts premium OE parts distribution business, but excludes the FinishMaster paint and coatings business.

Uni-Select USA has 39 distribution centers and satellite locations and 240 corporate-owned jobber stores in the United States and supports a network of more than 2,000 independent wholesalers. Through its banner and technical support programs as well as its offering of premium auto parts, Uni-Select has built its reputation on being the partner of choice for independent entrepreneurs eager to tap into the strength of large network.

Carl C. Icahn, Chairman of Icahn Enterprises, commented, "Icahn Enterprises is constantly looking for companies to own or control (i.e., own over 50%). The assets of the companies we control currently total over \$20 billion, up from approximately \$1 billion at the beginning of 2000. This does not include the value of the securities held by the funds in our Investment segment, which total over \$15 billion. With the advent of the bull market over the last five years, it has become increasingly difficult to find companies that we believe to be undervalued and with growth potential. That is why we were happy when we learned that the United States segment of Uni-Select was available."

"We believe that with Icahn Enterprises' great resources and our knowledge of the industry we will be able to grow this company, take advantage of consolidation opportunities, and thereby greatly benefit the company's customers, manufacturer partners and employees, as well as the shareholders of Icahn Enterprises."

The auto parts distribution business acquired from Uni-Select USA will be operated independently from Federal-Mogul Holdings Corporation, our subsidiary and a leading global supplier of automotive products and services. All transactions between the two companies will be on an arms-length basis and approved by the independent directors of each company. In connection with the transaction, Carl C. Icahn will resign as the Chairman and member of the board of Federal-Mogul and Daniel A. Ninivaggi, the Co-Chief Executive Officer of Federal-Mogul, will resign as a director of Icahn Enterprises L.P.

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

#### Caution Concerning Forward-Looking Statements

This release contains 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 L.P. and its subsidiaries. The forward-looking statements in this press release do not constitute guarantees of future performance. Investors are cautioned that statements in this press release that are not strictly historical statements, including, without limitation, statements relating to the growth prospects and expectations for the automotive segment, expected changes and opportunities in the automotive aftermarket industry, and expected benefits that the acquisition of Uni-Select USA, Inc. will have for Icahn Enterprises constitute forward-looking statements. We undertake no obligation to publicly update or review any forward-looking information, whether as a result of new information, future developments or otherwise.

#### Investor Contacts:

SungHwan Cho, Chief Financial Officer

Peter Reck, Chief Accounting Officer

(212) 702-4300

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