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): August 4, 2023

(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)	(IRS Employer Identification No.)
1-9516	**ICAHN ENTERPRISES L.P.** **16690 Collins Avenue, PH-1** **Sunny Isles Beach, FL 33160** **(305) 422-4100**	**Delaware**	**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
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 2.02 Results of Operations and Financial Condition.

On August 4, 2023, Icahn Enterprises L.P. issued a press release reporting its financial results for the second quarter of 2023. 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 August, 4, 2023.
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: August 4, 2023

Exhibit 99.1

Icahn Enterprises L.P. (Nasdaq: IEP) Today Announced Its Second Quarter 2023 Financial Results
Sunny Isles Beach, Fla, August 4, 2023 **–**

- **For the three months ended June 30, 2023, net loss attributable to Icahn Enterprises was $269 million, or $0.72 per depositary unit. This compares to net loss attributable to Icahn Enterprises of $128 million, or $0.41 per depositary unit during the prior year period. For the three months ended June 30, 2023, Adjusted EBITDA attributable to Icahn Enterprises was $34 million compared to $126 million during the prior year period**

- **For the six months ended June 30, 2023, net loss attributable to Icahn Enterprises was $539 million, or $1.46 per depositary unit. This compares to net income attributable to Icahn Enterprises of $195 million, or $0.64 per depositary unit during the prior year period. For the six months ended June 30, 2023, Adjusted EBITDA attributable to Icahn Enterprises was $150 million compared to $742 million during the prior year period**

- **Indicative net asset value decreased to $5.0 billion as of June 30, 2023 compared to $5.6 billion as of December 31, 2022. The change in indicative net asset value includes, among other things, changes in the fair value of certain subsidiaries which are not included in our GAAP earnings**

Icahn makes statement about earnings and distributions.

Carl Icahn, Chairman of IEP, said: “I believe the second quarter partially reflected the impact of short-selling on companies we control or invest in, which I attribute to the misleading and self-serving Hindenburg report concerning our company. It also reflected the size of the hedge book relative to our activist strategy.

Subsequent to the quarter, I have entered into a three-year term loan agreement with my personal lenders (see Form 8-K filed on July 10, 2023) which in my opinion has significantly diffused the effects of the misleading Hindenburg report, and focused on our activist strategy and reduced our hedge book. **These actions have been a major factor in what I believe is IEP turning the corner in July. In the month of July, our publicly traded securities, which are included in our indicative net asset value, experienced over a $500 million increase in value, net of all hedge positions**.

Over the last 23 years, IEP has paid significant distributions to unitholders. **I believe it is compelling that if you purchased 1,000 IEP depositary units in January 2000, for $7.63 per unit and elected to take all distributions in cash as they were paid, you would have received approximately $76,000 in cash distributions and would have still owned the 1,000 units.**

IEP has issued distributions for 73 continuous quarters. The payment of future distributions will be determined by the board of directors quarterly, based upon current economic conditions and business performance and other factors that it deems relevant at the time that declaration of a distribution is considered. **We do not intend to let a misleading Hindenburg report interfere with this practice. This quarter, IEP is declaring a $1.00 per depositary unit distribution, which represents a 12% annualized yield based on yesterday’s closing price and unitholders will continue to have the right to elect whether to receive cash or additional depositary units.**

We thank our many loyal unitholders that have communicated to us over the last several months. We look forward to continuing to focus on our activism strategy.”

Second Quarter 2023 Financial Summary
(All figures in the Financial Summary are attributable to Icahn Enterprises, unless otherwise specified)

For the three months ended June 30, 2023, revenues were $2.5 billion and net losses were $269 million, or a loss of $0.72 per depository unit. For the three months ended June 30, 2022, revenues were $3.5 billion and net losses were $128 million, or $0.41 per depository unit. Adjusted EBITDA was $34 million for the three months ended June 30 2023, compared to $126 million for the three months ended June 30, 2022.

For the six months ended June 30, 2023, revenues were $5.2 billion and net losses were $539 million, or a loss of $1.46 per depositary unit. For the six months ended June 30, 2022, revenues were $7.6 billion and net income was $195 million, or $0.64 per depositary unit. Adjusted EBITDA was $150 million for the six months ended June 30, 2023, compared to $742 million for the six months ended June 30, 2022.

For the six months ended June 30, 2023, indicative net asset value decreased $621 million compared to December 31, 2022. The change in indicative net asset value includes, among other things, changes in the fair value of certain subsidiaries which are not included in our GAAP earnings reported above.

On August 2, 2023, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of $1.00 per depositary unit, which will be paid on or about September 27, 2023 to depositary unitholders of record at the close of business on August 18, 2023. Depositary unitholders will have until September 15, 2023 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 September 22, 2023. 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.

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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. 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 Russia/Ukraine conflict, 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, declines in the fair value of our investments as a result of the COVID-19 pandemic, 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 related to our general partner and 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; risks related to the success of a spin-off of the fertilizer business including risks related to any decision to cease exploration of a spin-off; risks related to our automotive activities and exposure to adverse conditions in the automotive industry, including as a result of the COVID-19 pandemic and 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, including as a result of the Russia/Ukraine conflict; interest rate increases; 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, 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 out 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 June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(in millions, except per unit amounts)			
Revenues:				
Net sales	$ 2,684	$ 3,796	$ 5,442	$ 6,764
Other revenues from operations	198	197	385	365
Net (loss) gain from investment activities	(500)	(442)	(943)	497
Interest and dividend income	167	50	338	92
Other loss, net	(9)	(98)	(41)	(122)
	2,540	3,503	5,181	7,596
Expenses:				
Cost of goods sold	2,310	3,174	4,570	5,712
Other expenses from operations	160	148	318	285
Selling, general and administrative	215	315	444	616
Credit loss on related party note receivable	116	—	116	—
Loss on deconsolidation of subsidiary	20	—	246	—
Interest expense	136	151	278	285
	2,957	3,788	5,972	6,898
(Loss) income before income tax (expense) benefit	(417)	(285)	(791)	698
Income tax (expense) benefit	(2)	(2)	14	(100)
Net (loss) income	(419)	(287)	(777)	598
Less: net (loss) income attributable to non-controlling interests	(150)	(159)	(238)	403
Net (loss) income attributable to Icahn Enterprises	$ (269)	$ (128)	$ (539)	$ 195
Net (loss) income attributable to Icahn Enterprises allocated to:				
Limited partners	$ (264)	$ (125)	$ (528)	$ 191
General partner	(5)	(3)	(11)	4
	$ (269)	$ (128)	$ (539)	$ 195
Basic and Diluted (loss) income per LP unit	$ (0.72)	$ (0.41)	$ (1.46)	$ 0.64
Basic and Diluted weighted average LP units outstanding	367	306	361	300
Distributions declared per LP unit	$ 2.00	$ 2.00	$ 4.00	$ 4.00

CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	June 30, 2023	December 31, 2022
	(in millions, except unit amounts)	
ASSETS		
Cash and cash equivalents	$ 2,488	$ 2,337
Cash held at consolidated affiliated partnerships and restricted cash	2,598	2,549
Investments	4,937	6,809
Due from brokers	4,219	7,051
Accounts receivable, net	495	606
Related party notes receivable	82	—
Inventories, net	1,015	1,531
Property, plant and equipment, net	3,959	4,038
Deferred tax asset	184	127
Derivative assets, net	344	805
Goodwill	288	288
Intangible assets, net	502	533
Other assets	1,103	1,240
Total Assets	$ 22,214	$ 27,914
LIABILITIES AND EQUITY		
Accounts payable	$ 723	$ 870
Accrued expenses and other liabilities	1,878	1,981
Deferred tax liabilities	354	338
Derivative liabilities, net	911	691
Securities sold, not yet purchased, at fair value	3,370	6,495
Due to brokers	713	885
Debt	7,078	7,096
Total liabilities	15,027	18,356
Commitments and contingencies (Note 18)		
Equity:		
Limited partners: Depositary units: 393,458,414 units issued and outstanding at June 30, 2023 and 353,572,182 units issued and outstanding at December 31, 2022	4,153	4,647
General partner	(757)	(747)
Equity attributable to Icahn Enterprises	3,396	3,900
Equity attributable to non-controlling interests	3,791	5,658
Total equity	7,187	9,558
Total Liabilities and Equity	$ 22,214	$ 27,914

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 interest expense, income tax (benefit) expense and depreciation and amortization. We define Adjusted EBITDA as EBITDA excluding 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. 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, 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.

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 depositary units trade. Accordingly, data regarding indicative net asset value is of limited use and should not be considered in isolation.

The Company's depositary 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 depositary units as calculated by management.

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

	June 30, 2023	December 31, 2022
	(in millions)(unaudited)	
Market-valued Subsidiaries and Investments:		
Holding Company interest in Investment Funds[1]	$ 3,799	$ 4,184
CVR Energy[2]	2,133	2,231
Total market-valued subsidiaries and investments	**$ 5,932**	**$ 6,415**
Other Subsidiaries:		
Viskase[3]	$ 341	$ 243
Real Estate Holdings[1]	461	455
WestPoint Home[1]	162	156
Vivus[1]	237	241
Automotive Services[4]	608	490
Automotive Parts[1][5][6]	11	381
Automotive Owned Real Estate Assets[7]	831	831
Icahn Automotive Group	1,450	1,702
Total other subsidiaries	**$ 2,651**	**$ 2,797**
Add: Other Holding Company net assets[8]	173	20
Indicative Gross Asset Value	**$ 8,756**	**$ 9,232**
Add: Holding Company cash and cash equivalents[9]	1,574	1,720
Less: Holding Company debt[9]	(5,308)	(5,309)
Indicative Net Asset Value	**$ 5,022**	**$ 5,643**

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 14.0x Adjusted EBITDA for the trailing twelve months ended as of each respective date.
(5) On January 31, 2023, a subsidiary of Icahn Automotive, IEH Auto Parts Holding LLC and its subsidiaries ("Auto Plus"), an aftermarket parts distributor held within our Automotive segment, filed voluntary petitions in the United States Bankruptcy Court. As a result, IEP deconsolidated Auto Plus, writing down its remaining equity interest to zero which was offset by the recognition of a related party note receivable reflected in Other Net Assets.
(6) During the second quarter of 2023, a wholly owned subsidiary of IEP within the Automotive segment acquired assets from the Auto Plus bankruptcy auction, which are reflected in Automotive Parts.
(7) 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 6.8% to 8.0% as of June 30, 2023, March 31, 2023 and December 31, 2022. 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.
(8) Represents GAAP equity of the Holding Company segment, excluding cash and cash equivalents, debt and non-cash deferred tax assets or liabilities. As of June 30, 2023, Other Net Assets includes $20 million of Automotive segment liabilities assumed from the Auto Plus bankruptcy.
(9) Holding Company's balance as of each respective date.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(in millions)(unaudited)			
Adjusted EBITDA				
Net (loss) income	$ (419)	$ (287)	$ (777)	$ 598
Interest expense, net	103	149	218	281
Income tax expense (benefit)	2	2	(14)	100
Depreciation and amortization	129	127	251	249
EBITDA before non-controlling interests	(185)	(9)	(322)	1,228
Credit loss on related party note receivable	116	-	116	-
Loss on deconsolidation of subsidiary	20	-	246	-
Gain on disposition of assets, net	(3)	-	(3)	(2)
Transformation losses	11	13	20	29
Net loss on extinguishment of debt	-	-	-	1
Out of period adjustments	2	-	8	-
Call option lawsuits settlement	-	79	-	79
Other	(1)	5	6	5
Adjusted EBITDA before non-controlling interests	$ (40)	$ 88	$ 71	$ 1,340
Adjusted EBITDA attributable to IEP				
Net (loss) income	$ (269)	$ (128)	$ (539)	$ 195
Interest expense, net	76	110	159	213
Income tax expense	(9)	(15)	(39)	75
Depreciation and amortization	91	86	177	171
EBITDA attributable to IEP	(111)	53	(242)	654
Credit loss on related party note receivable	116	-	116	-
Loss on deconsolidation of subsidiary	20	-	246	-
Gain on disposition of assets, net	(3)	-	(3)	(2)
Transformation losses	11	13	20	29
Net loss on extinguishment of debt	-	-	-	1
Out of period adjustments	2	-	8	-
Call option lawsuits settlement	-	56	-	56
Other	(1)	4	5	4
Adjusted EBITDA attributable to IEP	$ 34	$ 126	$ 150	$ 742

Investor Contact:
Ted Papapostolou, Chief Financial Officer
IR@ielp.com
(800) 255-2737