

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 7, 2012

**ICAHN ENTERPRISES L.P.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-9516**

(Commission File Number)

**13-3398766**

(IRS Employer Identification No.)

**767 Fifth Avenue, Suite 4700, New York, NY 10153**

(Address of Principal Executive Offices) (Zip Code)

**(212) 702-4300**

(Registrant's Telephone Number, Including Area Code)

**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))
-

**Section 2 - Financial Information**

**Item 2.02 Results of Operations and Financial Condition.**

On August 7, 2012, Icahn Enterprises L.P. issued a press release reporting its financial results for the second quarter of 2012. The press release also provides information for accessing its quarterly conference call and Webcast, which will be held on August 8, 2012. 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.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 - Press Release dated August 7, 2012.

[Remainder of page intentionally left blank; signature page follows]

---

**SIGNATURE**

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)

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

By: /s/ Peter Reck  
Peter Reck  
Chief Accounting Officer

Date: August 7, 2012

# Icahn Enterprises L.P.

Investor Contacts:  
SungHwan Cho, Chief Financial Officer  
Peter Reck, Chief Accounting Officer  
(212) 702-4300

For Release: August 7, 2012

## Icahn Enterprises L.P. Reports Strong Second Quarter Financial Results

**New York, NY** - Icahn Enterprises L.P. (NASDAQ:IEP) is reporting revenues of \$4.2 billion for the second quarter of 2012 and net income attributable to Icahn Enterprises of \$240 million, or \$2.29 per diluted LP unit. For the six months ended June 30, 2012, revenues were \$6.9 billion and net income attributable to Icahn Enterprises was \$289 million, or \$2.83 per diluted LP unit. As of June 30, 2012, the company also had investments in its investment funds with a total fair market value of approximately \$2.1 billion.

### Conference Call Information

Icahn Enterprises L.P. will discuss its second quarter results on a conference call and Webcast on Wednesday, August 8, 2012 at 10:00 EDT. The Webcast can be viewed live on Icahn Enterprises L.P.'s website at [www.icahterprises.com](http://www.icahterprises.com). It will be archived and made available at [www.icahterprises.com](http://www.icahterprises.com) under the Investor Relations section. The toll-free dial-in number for the conference call in the United States is (866) 393-0676. The international number is (253) 237-1149.

\*\*\*

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

### Caution Concerning Forward-Looking Statements

Results for any interim period are not necessarily indicative of results for any full fiscal period. 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. Among these risks and uncertainties are risks related to economic downturns, substantial competition and rising operating costs; risks related to our investment activities, including the nature of the investments made by the private funds in which we invest, losses in the private funds and loss of key employees; risks related to our automotive activities, including exposure to adverse conditions in the automotive industry, and risks related to operations in foreign countries; risks related to our energy business, including the volatility and availability of crude oil, other feed stocks and refined products, unfavorable refining margin (crack spread), interrupted access to pipelines, significant fluctuations in nitrogen fertilizer demand in the agricultural industry and seasonality of results; risk related to our gaming operations, including reductions in discretionary spending due to a downturn in the local, regional or national economy, intense competition in the gaming industry from present and emerging internet online markets and extensive regulation; risks related to our railcar activities, including reliance upon a small number of customers that represent a large percentage of revenues and backlog, the health of and prospects for the overall railcar industry and the cyclical nature of the railcar manufacturing business; risks related to our food packaging activities, including competition from better capitalized competitors, inability of its suppliers to timely deliver raw materials, and the failure to effectively respond to industry changes in casings technology; risks related to our scrap metals activities, including potential environmental exposure; 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. Past performance in our Investment segment is not necessarily 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.

---

**APPENDIX I**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In millions, except per unit data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(Unaudited)			
Revenues	\$ 4,205	\$ 3,142	\$ 6,889	\$ 6,220
Expenses	3,843	2,534	6,456	4,998
Income before income tax benefit (expense)	362	608	433	1,222
Income tax benefit (expense)	88	(24)	118	(42)
Net income	450	584	551	1,180
Less: net income attributable to non-controlling interests	(210)	(295)	(262)	(651)
Net income attributable to Icahn Enterprises	<u>\$ 240</u>	<u>\$ 289</u>	<u>\$ 289</u>	<u>\$ 529</u>
Basic income per LP unit	<u>\$ 2.35</u>	<u>\$ 3.25</u>	<u>\$ 2.86</u>	<u>\$ 5.95</u>
Basic weighted average LP units outstanding	<u>100</u>	<u>87</u>	<u>99</u>	<u>87</u>
Diluted income per LP unit	<u>\$ 2.29</u>	<u>\$ 3.15</u>	<u>\$ 2.83</u>	<u>\$ 5.77</u>
Diluted weighted average LP units outstanding	<u>105</u>	<u>92</u>	<u>104</u>	<u>92</u>

**APPENDIX II**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions, except unit amounts)

	<b>June 30, 2012</b>	<b>December 31, 2011</b>
<b>ASSETS</b>		
	(Unaudited)	
Cash and cash equivalents	\$ 3,209	\$ 2,278
Cash held at consolidated affiliated partnerships and restricted cash	1,372	4,979
Investments	5,386	8,938
Accounts receivable, net	1,865	1,424
Due from brokers	128	30
Inventories, net	1,862	1,344
Property, plant and equipment, net	6,220	3,505
Goodwill	2,023	1,127
Intangible assets, net	1,208	899
Other assets	741	612
<b>Total Assets</b>	<b>\$ 24,014</b>	<b>\$ 25,136</b>
<b>LIABILITIES AND EQUITY</b>		
Accounts payable	\$ 1,379	\$ 970
Accrued expenses and other liabilities	1,554	1,317
Deferred tax liability	1,319	556
Securities sold, not yet purchased, at fair value	548	4,476
Due to brokers	4	2,171
Post-employment benefit liability	1,303	1,340
Debt	8,205	6,473
Total liabilities	14,312	17,303
Equity:		
Limited partners	4,790	4,038
General partner	(255)	(271)
Treasury units at cost: 1,137,200 depository units at December 31, 2011	—	(12)
Equity attributable to Icahn Enterprises	4,535	3,755
Equity attributable to non-controlling interests	5,167	4,078
Total Equity	9,702	7,833
<b>Total Liabilities and Equity</b>	<b>\$ 24,014</b>	<b>\$ 25,136</b>