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ICAHN ENTERPRISES L.P.
Form 8-K
June 20, 2013

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): June 20, 2013

| (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 (IRS Employer Incorporation Identification or No.) Organization) | |
|--------------------------|---|--|------------|
| 1-9516 | ICAHN ENTERPRISES L.P. 767 Fifth Avenue, Suite 4700 New York, NY 10153 (212) 702-4300 | Delaware | 13-3398766 |
| 333-118021-01 | ICAHN ENTERPRISES HOLDINGS L.P. 767 Fifth Avenue, Suite 4700 New York, NY 10153 (212) 702-4300 | Delaware | 13-3398767 |

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 8 - Other Events

Item 8.01 - Other Events.

On June 20, 2013, Federal-Mogul Corporation (“Federal-Mogul”), a majority owned subsidiary of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P., announced that due to volatile market conditions, it intends to defer its refinancing activities. In addition, Federal-Mogul has extended the expiration date of its rights offering to July 1, 2013 and will permit rights holders to elect to withdraw the exercise of any previously exercised subscription rights. Federal-Mogul has filed an amendment to its prospectus supplement, dated June 7, 2013, with the Securities and Exchange Commission (the “SEC”) setting forth additional information regarding the extension of the rights offering and withdrawal rights.

The rights offering is being made pursuant to a shelf registration statement on Form S-3 that was previously filed by Federal-Mogul with the SEC and became effective on May 1, 2013. The rights offering is being made solely by means of the prospectus and prospectus supplement, as amended, that was filed with the SEC on June 7, 2013. Additional information regarding the rights offering is set forth in the prospectus supplement, as amended, that was filed with the SEC on June 7, 2013.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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/ Peter Reck
Peter Reck
Chief Accounting Officer

ICAHN ENTERPRISES HOLDINGS L.P.
(Registrant)

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

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

Date: June 20, 2013