

ICAHN ENTERPRISES L.P.  
Form 8-K  
March 12, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**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): March 12, 2008

**Icahn Enterprises L.P.**

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(Exact name of registrant as specified in its charter)

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|--|---|---|
| <b>Delaware</b><br>(State or Other Jurisdiction of<br>Incorporation) | <b>1-9516</b><br>(Commission File Number) | <b>13-3398766</b><br>(IRS Employer<br>Identification No.) |
|--|---|---|

767 Fifth Avenue, Suite 4700, New York, NY 10153  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(212) 702-4300**

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(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 8.01 Other Events**

On March 12, 2008, Icahn Enterprises L.P. (“Icahn Enterprises”) issued a press release announcing that the board of directors of its general partner, Icahn Enterprises G.P. Inc., has approved an increase in Icahn Enterprises’ quarterly distribution from \$0.15 to \$0.25 to depositary unit holders for the first quarter of 2008. A copy of Icahn Enterprises’ press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d)

Exhibits

Exhibit 99.1 - Press release dated March 12, 2008.

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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/ Andrew R. Skobe  
Andrew R. Skobe  
Principal Financial Officer

Date: March 12, 2008

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