

ICAHN ENTERPRISES L.P.  
Form 8-K/A  
December 10, 2013

**U.S. SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 9, 2013**

**ICAHN ENTERPRISES L.P.**

**(Name of registrant as specified in its charter)**

**Delaware**                      **1-9516**              **13-3398766**  
**(State or other jurisdiction**   **(Commission**   **(I.R.S. Employer**  
**of incorporation)**              **File Number)**   **Identification Number)**

**767 Fifth Avenue, Suite 4700**

**New York, New York**

**(Address of principal executive offices)**

**10153**

**(Zip Code)**

**Registrant's telephone number, including area code: (212) 702-4300**

**Not Applicable**

**(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 communications 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))

**Explanatory Note**

Icahn Enterprises L.P. is filing this Amendment Number 1 to its Current Report on Form 8-K, as filed with the Securities and Exchange Commission on December 9, 2013, to correct typographical errors in Exhibit 99.1 thereto. Please refer to Exhibit 99.1 to this 8-K/A.

**Item 8.01 Other Events**

On December 9, 2013, Icahn Enterprises L.P. (“Icahn Enterprises”) issued a press release announcing the sale of an aggregate of 2,000,000 depositary units representing limited partner interests in Icahn Enterprises. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d)Exhibits

99.1 Press Release issued by Icahn Enterprises L.P. related to the announcement of the sale of depositary units on December 9, 2013

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 9, 2013

ICAHN ENTERPRISES L.P.  
(REGISTRANT)

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

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