

ICAHN ENTERPRISES L.P.  
Form 8-K  
February 24, 2016

**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): February 24, 2016

| <b>Commission File<br/>Number</b> | <b>Exact Name of Registrant as Specified in its Charter,<br/>Address of Principal Executive Offices and Telephone<br/>Number</b> | <b>State of<br/>Incorporation</b> | <b>I.R.S.<br/>Employer<br/>Identification<br/>No.</b> |
|-----------------------------------|--|-----------------------------------|---|
| <b>1-9516</b>                     | <b>Icahn Enterprises L.P.<br/>767 Fifth Avenue, Suite 4700<br/>New York, New York 10153<br/>(212) 702-4300</b>                   | <b>Delaware</b>                   | <b>13-3398766</b>                                     |
| <b>333-118021-01</b>              | <b>ICAHN ENTERPRISES HOLDINGS L.P.<br/>767 Fifth Avenue, Suite 4700<br/>New York, New York 10153</b>                             | <b>Delaware</b>                   | <b>13-3398767</b>                                     |

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**(212) 702-4300**

(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))

**Item 7.01 Regulation FD Disclosure**

On February 24, 2016, Icahn Enterprises L.P. issued a press release announcing that it declared a quarterly distribution in the amount of \$1.50 per depository unit. A copy of the press release is announced hereto as Exhibit 99.1.

The information contained in this Item 7.01 and Exhibit 99.1 is being furnished and 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 of that section. In addition, the information contained in this Item 7.01 and Exhibit 99.1 shall not be incorporated by reference into any of Icahn Enterprises L.P.’s filings with the Securities and Exchange Commission or any other document except as shall be expressly set forth by specific reference in such filing or document.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 –Press Release dated February 24, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each 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

Date: February 24, 2016      By: /s/ Peter Reck  
Peter Reck  
Chief Accounting Officer

ICAHN ENTERPRISES  
HOLDINGS L.P.

(Registrant)

Icahn Enterprises G.P. Inc.

By:  
its general partner

Date: February 24, 2016      By: /s/ Peter Reck  
Peter Reck  
Chief Accounting Officer