

ICAHN ENTERPRISES L.P.  
Form 8-K  
January 29, 2013

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**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): January 29, 2013

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

(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 1.02 Termination of a Material Definitive Agreement.**

As previously announced, in accordance with the terms of the indenture (the "Indenture"), dated as of April 5, 2007, among Icahn Enterprises L.P. ("Icahn Enterprises"), as issuer, Icahn Enterprises Finance Corp., as co-issuer, Icahn Enterprises Holdings L.P. ("Holdings"), as guarantor, and Wilmington Trust Company, as trustee (the "Trustee"), governing its Variable Rate Senior Convertible Notes due 2013 (the "Convertible Notes"), on January 29, 2013 (the "Discharge Date"), Icahn Enterprises delivered to the Trustee an irrevocable instruction letter for the satisfaction and discharge of the Indenture. The aggregate outstanding principal amount of the Convertible Notes is \$600 million, of which approximately \$44 million is held by Holdings.

On the Discharge Date Icahn Enterprises (i) irrevocably deposited with the Trustee, to be held in trust by it in accordance with the provisions of the Convertible Notes and the Indenture, cash in an amount sufficient to pay and discharge all indebtedness on the outstanding Convertible Notes consisting of: (a) all accrued and unpaid interest payable on the quarterly interest payment dates on April 15 and July 15, 2013, and (b) all principal and accrued and unpaid interest payable upon maturity of the Convertible Notes on August 15, 2013, and (ii) took all other actions necessary under the Indenture to discharge the Indenture. On and after the Discharge Date, (a) the Indenture is discharged and has ceased to be of further effect as to all Convertible Notes and Note Guarantees (as defined in the Indenture) issued thereunder and (b) holders continue to have the right to receive payment of principal and interest on the Convertible Notes through maturity, but no longer have the right to convert Convertible Notes into Depositary Units (as defined in the Indenture) of Icahn Enterprises.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

None.

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: January 29, 2013      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 January 29, 2013      By: /s/ Peter Reck  
Peter Reck

Chief Accounting Officer