

ICAHN ENTERPRISES L.P.  
Form 8-K  
June 14, 2013

**U.S. 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 12, 2013**

**ICAHN ENTERPRISES L.P.**

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

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

**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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On June 12, 2013, Icahn Enterprises L.P. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Credit Suisse Securities (USA) LLC, UBS Securities LLC, Jefferies LLC, Citigroup Global Markets Inc., Oppenheimer & Co. Inc., Keefe, Bruyette & Woods, Inc., Wunderlich Securities, Inc. and KeyBanc Capital Markets Inc. (the “Underwriters”), providing for the issuance and purchase of an aggregate of 1.6 million depositary units representing limited partner interests in the Company (the “Depositary Units”) at a price of \$73.16 per Depositary Unit (the “Offering”) to the Underwriters. Pursuant to the Underwriting Agreement, the Company also granted the Underwriters a 30-day option to purchase up to 240,000 additional Depositary Units at the same price.

The proceeds to the Company from the Offering are expected to be approximately \$117.1 million, before deducting estimated offering expenses payable by us, or proceeds of approximately \$134.6 million if the Underwriters exercise in full their option to purchase additional Depositary Units pursuant to the terms of the Underwriting Agreement. The Offering is expected to close on or about June 17, 2013, subject to conditions set forth in the Underwriting Agreement. All of the Depositary Units in the Offering are to be sold by the Company.

The issuance and purchase of the Depositary Units is registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to a shelf registration statement on Form S-3 (File No. 333-158705) filed with the Securities and Exchange Commission (the “SEC”) on April 22, 2009, as amended on April 13, 2010, and declared effective by the SEC on May 17, 2010.

The Company intends to use the net proceeds from the Offering solely to effect the recapitalization of its subsidiary, Federal-Mogul Corporation (“Federal-Mogul”), which may include the purchase of our pro rata share of the common stock to be issued by Federal-Mogul pursuant to its rights offering launched on June 7, 2013, if consummated, or any other use of capital that results in the proceeds of this offering being used to recapitalize Federal- Mogul.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company and customary conditions to closing. The Underwriting Agreement contains customary indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act, other obligations of the parties and termination provisions.

The Underwriting Agreement has been filed with this report to provide investors and depositary unitholders with information regarding its terms. The Underwriting Agreement is not intended to provide any other factual information about the Company. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific date, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties, including being qualified by

confidential disclosures exchanged between the parties in connection with the execution of the such agreement.

The legal opinion of Proskauer Rose LLP relating to the Depositary Units being offered is filed as Exhibit 5.1 to this Current Report on Form 8-K. The legal opinion of Proskauer Rose LLP relating to tax matters in the Offering is filed as Exhibit 8.1 to this Current Report on Form 8-K.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

#### **Item 7.01 Regulation FD Disclosure**

On June 12, 2013, the Company issued a press release announcing pricing of the Offering. A copy of the press release is attached as Exhibits 99.1 to this report and is incorporated by reference herein.

The information contained in 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 Exhibit 99.1 shall not be incorporated by reference into any of the Company’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

Underwriting Agreement, dated as of June 12, 2013, between Icahn Enterprises L.P. and Credit Suisse Securities 1.1 (USA) LLC, UBS Securities LLC, Jefferies LLC, Citigroup Global Markets Inc., Oppenheimer & Co. Inc., Keefe, Bruyette & Woods, Inc., Wunderlich Securities, Inc. and KeyBanc Capital Markets Inc.

5.1 Opinion of Proskauer Rose LLP

8.1 Opinion of Proskauer Rose LLP relating to tax matters

23.1 Consent of Proskauer Rose LLP (included in Exhibit 5.1 hereto)

23.2 Consent of Proskauer Rose LLP (included as Exhibit 8.1 hereto)

99.1 Press Release issued by Icahn Enterprises L.P. related to pricing of the offering on June 12, 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: June 14, 2013

ICAHN ENTERPRISES L.P.  
(REGISTRANT)

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

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