

ICAHN ENTERPRISES L.P.  
Form 8-K  
January 10, 2017

**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): January 10, 2017

<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 ICAHN ENTERPRISES HOLDINGS L.P.</b>	<b>Delaware</b>	<b>13-3398766</b>
<b>333-118021-01</b>	<b>767 Fifth Avenue, Suite 4700  New York, New York 10153  (212) 702-4300</b>	<b>Delaware</b>	<b>13-3398767</b>

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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))

**Item 7.01. Regulation FD Disclosure**

On January 10, 2017, Icahn Enterprises L.P. (“Icahn Enterprises”) issued a press release announcing that it, together with Icahn Enterprises Finance Corp. (together with Icahn Enterprises, the “Issuers”), intends to commence an offering of \$900 million in aggregate principal amount of Senior Notes due 2022 and Senior Notes due 2024 (collectively, the “Notes”) for issuance in a private placement not registered under the Securities Act of 1933, as amended (the “Securities Act”). The proceeds from the Notes offering, together with cash and cash equivalents at Icahn Enterprises and cash received from redemptions from investment funds, will be used to redeem all of the Issuers’ existing 3.500% Senior Notes due 2017 and pay related fees and expenses. A copy of the press release is attached hereto as Exhibit 99.1.

In connection with the proposed Notes offering, the Issuers are providing potential investors with certain pro forma financial information, which is attached hereto as Exhibit 99.2.

In addition, in connection with the Notes offering, Icahn Enterprises is making investor presentations to certain existing and potential investors. The investor presentation is attached hereto as Exhibit 99.3

On January 10, 2017, Icahn Enterprises also announced that the board of directors of its general partner approved a rights offering to raise proceeds of approximately \$600 million. A copy of the press release is attached hereto as Exhibit 99.4.

This Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any securities of Icahn Enterprises.

The information in this Item 7.01, including the exhibits attached hereto, of this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Registrant’s filings under the Securities Act or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 – Press Release dated January 10, 2017 announcing notes offering.

99.2 – Certain pro forma financial information.

99.3 – Investor Presentation.

99.4 – Press Release dated January 10, 2017 announcing rights offering.

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 10, 2017      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 10, 2017      By: /s/ Peter Reck  
Peter Reck  
Chief Accounting Officer