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ICAHN ENTERPRISES L.P.  
Form 8-K  
May 28, 2013

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): May 28, 2013

| (Commission File Number) | (Exact Name of Registrant as Specified in Its Charter)<br>(Address of Principal Executive Offices) (Zip Code)<br>(Telephone Number) | (State or Other<br>Jurisdiction of (IRS Employer<br>Incorporation Identification<br>or No.)<br>Organization) |            |
|--------------------------|---|--|------------|
| 1-9516                   | ICAHN ENTERPRISES L.P.<br>767 Fifth Avenue, Suite 4700<br>New York, NY 10153<br>(212) 702-4300                                      | Delaware   | 13-3398766 |
| 333-118021-01            | ICAHN ENTERPRISES HOLDINGS L.P.<br>767 Fifth Avenue, Suite 4700<br>New York, NY 10153<br>(212) 702-4300                             | Delaware   | 13-3398767 |

N/A

(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))



Section 8 - Other Events

Item 8.01 Other Events.

On May 28, 2013, CVR Energy, Inc., a subsidiary of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P., issued a press release declaring a special cash dividend. Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P. own approximately 82.0% of the outstanding common stock of CVR Energy, Inc. A copy of the press release is attached hereto as Exhibit 99.1.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 - Press release dated May 28, 2013.

SIGNATURES

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

ICAHN ENTERPRISES L.P.  
(Registrant)

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

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

ICAHN ENTERPRISES HOLDINGS L.P.  
(Registrant)

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

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

Date: May 28, 2013