

ICAHN ENTERPRISES L.P.  
Form 8-K  
February 11, 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): February 11, 2013

**Icahn Enterprises L.P.**

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(Exact name of registrant as specified in its charter)

**Delaware**

**1-9516**

**13-3398766**

(State or Other Jurisdiction of Incorporation) (Commission File Number)

(IRS Employer

Identification No.)

767 Fifth Avenue, Suite 4700, New York, NY 10153

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(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 8.01 OTHER EVENTS**

On February 11, 2013, Icahn Enterprises L.P. (“Icahn Enterprises”) issued a press release announcing 1) that the board of directors of its general partner has approved a modification to Icahn Enterprises’ distribution policy to provide for an increase in the annual distribution from \$1.40, comprised of \$0.40 in cash and \$1.00 in depositary units, to \$4.00 per depositary unit, payable in either cash or additional depositary units, at the election of each depositary unit holder, and 2) the declaration of a quarterly dividend for the first quarter of 2013 in the amount of \$1.00 per depositary unit, payable in either cash or additional depositary units, at the election of each depositary unit holder, which will be paid on or about April 15, 2013 to depositary unit holders of record at the close of business on February 21, 2013.

The press release announcing the modification to the distribution policy and the declaration of the quarterly dividend is attached hereto as Exhibit 99.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) *Exhibits.*

**Exhibit No. Description**

99.1 Press Release of Icahn Enterprises issued on February 11, 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)

Icahn Enterprises G.P. Inc.

By:  
its general partner

By: /s/ Peter Reck  
Peter Reck

Chief Accounting Officer

Date: February 11, 2013