

ICAHN ENTERPRISES L.P.  
Form 8-K  
August 23, 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): August 23, 2013

**Icahn Enterprises L.P.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>1-9516</b>	<b>13-3398766</b>
(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**

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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 1.01 entry into a material definitive agreement**

On August 23, 2013, Icahn Enterprises L.P. (“Icahn Enterprises”) entered into an Amended and Restated Depositary Agreement (the “Amended Depositary Agreement”) among Icahn Enterprises, Icahn Enterprises G.P. Inc., its general partner (the “General Partner”), and Registrar and Transfer Company. The Amended Depositary Agreement amends and restates an agreement among the parties, dated July 1, 1987, as amended by Amendment No. 1, dated February 22, 1995, appointing Registrar and Transfer Company to act as depositary in connection with Icahn Enterprises’ depositary units representing limited partner interests. The Amended Depositary Agreement allows for uncertificated depositary units and book-entry transfers and applies to such number of units as from time to time authorized by the General Partner.

The Amended Depositary Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) *Exhibits.*

**Exhibit No. Description**

10.1 Amended and Restated Depositary Agreement, dated August 23, 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  
Chief Accounting Officer

Date: August 23, 2013