

ICAHN ENTERPRISES L.P.  
Form 8-K  
February 21, 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): February 20, 2013

<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</b>	<b>Delaware</b>	<b>13-3398766</b>
<b>333-118021-01</b>	<b>ICAHN ENTERPRISES HOLDINGS L.P.  767 Fifth Avenue, Suite 4700</b>	<b>Delaware</b>	<b>13-3398767</b>

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New York, New York 10153  
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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 8.01 Other Events.**

On February 20, 2013, Keith Cozza, 34, was appointed Executive Vice President of Icahn Enterprises G.P. Inc. (“Icahn Enterprises GP”), the sole general partner of Icahn Enterprises L.P. (“Icahn Enterprises”) and Icahn Enterprises Holdings L.P. (“Icahn Enterprises Holdings”), effective immediately. Mr. Cozza will also serve as Chief Operating Officer of Icahn Capital LP and hold officer and/or director positions at certain of our other subsidiaries.

Keith Cozza is currently the Chief Financial Officer of Icahn Associates Holding LLC, a position he has held since 2006. Mr. Cozza served as Controller at Icahn Associates Holding LLC from 2004 to 2006. Prior to that Mr. Cozza was a senior assurance associate at Grant Thornton LLP. Mr. Cozza has been a director of: CVR Refining GP, LLC, the general partner of CVR Refining, LP, an independent downstream energy limited partnership, since January 2013; Icahn Enterprises GP, since September 2012; and XO Holdings, a competitive provider of telecom services, since August 2011. Mr. Cozza was previously a director of MGM Holdings Inc., an entertainment company focused on the production and distribution of film and television content, from April 2012 to August 2012. CVR Refining and XO Holdings are indirectly controlled by Carl C. Icahn. Mr. Icahn also previously had a non-controlling interest in MGM Holdings through the ownership of securities. Mr. Cozza holds a B.S. in Accounting from the University of Dayton.

Keith Cozza is an at-will employee of Icahn Enterprises GP, and does not have a written employment agreement. Mr. Cozza also participates in certain benefit programs and plans of Icahn Enterprises GP. He is also subject to certain confidentiality, nonsolicit and non-compete policies.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

None.

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: February 21, 2013      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 February 21, 2013      By: /s/ Peter Reck  
Peter Reck

Chief Accounting Officer

