### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 38)\*

Icahn Enterprises L.P. (Name of Issuer)

Depositary Units Representing Limited Partner Interests (Title of Class of Securities)

029169 10 9 (CUSIP Number)

Jesse Lynn, Esq. Icahn Associates LLC 767 Fifth Avenue, 47<sup>th</sup> Floor New York, New York 10153 (212) 702-4300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 24, 2015 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box //.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

# CUSIP No. 029169 10 9

13

14

8.78%

CO

TYPE OF REPORTING PERSON

00	511 10.025105 10 5	
1	NAME OF REPORTING PERSON Barberry Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) /x/ (b) //	
3	SEC USE ONLY	
4	SOURCE OF FUNDS Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	//
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NU	IMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
7	SOLE VOTING POWER 3,814,570	
8	SHARED VOTING POWER 7,724,270	
9	SOLE DISPOSITIVE POWER 3,814,570	
10	SHARED DISPOSITIVE POWER 7,724,270	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,538,840	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//	

2

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

### CUSIP No. 029169 10 9

1	NAME OF REPORTING PERSON
	CCI Offshore LLC

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a) /x/
  - (b) //
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

Not applicable.

- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

### NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

2,492,684

3 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

2,492,684

10 SHARED DISPOSITIVE POWER

0

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,492,684
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.90%
- 14 TYPE OF REPORTING PERSON

00

### CUSIP No. 029169 10 9

1.	NAME OF REPORTING PERSON
	CCI Onshore LLC

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a) /x/
  - (b) //
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

  Not applicable.
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

### NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER 19,744,774
- 8 SHARED VOTING POWER

0

- 9 SOLE DISPOSITIVE POWER 19,744,774
- 10 SHARED DISPOSITIVE POWER

0

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,744,774
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.02%
- 14 TYPE OF REPORTING PERSON

OO

# CUSIP No. 029169 10 9 NAME OF REPORTING PERSON **Gascon Partners** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /x/(b) // SEC USE ONLY SOURCE OF FUNDS Not applicable. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 5 // CITIZENSHIP OR PLACE OF ORGANIZATION New York NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE VOTING POWER 17,368,681 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 17,368,681 10 SHARED DISPOSITIVE POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

5

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17,368,681

13.21%

TYPE OF REPORTING PERSON

12

13

#### CUSIP No. 029169 10 9

12

13

14

49.47%

TYPE OF REPORTING PERSON

CU	51P NO. 029109 10 9	
1	NAME OF REPORTING PERSON High Coast Limited Partnership	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) /x/ (b) //	
3	SEC USE ONLY	
4	SOURCE OF FUNDS Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	//
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NU	MBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
7	SOLE VOTING POWER 45,282,039	
8	SHARED VOTING POWER 19,744,774	
9	SOLE DISPOSITIVE POWER 45,282,039	
10	SHARED DISPOSITIVE POWER 19,744,774	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 65,026,813	

6

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

# CUSIP No. 029169 10 9

1	NAME OF REPORTING PERSON Highcrest Investors LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) /x/ (b) //	
3	SEC USE ONLY	
4	SOURCE OF FUNDS Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	//
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NU	MBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
7	SOLE VOTING POWER 13,490,411	
8	SHARED VOTING POWER 0	
9	SOLE DISPOSITIVE POWER 13,490,411	
10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,490,411	

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.26%
- 14 TYPE OF REPORTING PERSON CO

### CUSIP No. 029169 10 9

1	NAME OF REPORTING PERSON
	Modal LLC

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a) /x/
  - (b) //
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

  Not applicable.
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

### NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

778,470

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

778,470

10 SHARED DISPOSITIVE POWER

0

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 778,470
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.59%
- 14 TYPE OF REPORTING PERSON

00

# CUSIP No. 029169 10 9

1	NAME OF REPORTING PERSON Thornwood Associates Limited Partnership
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) /x/ (b) //
3	SEC USE ONLY
4	SOURCE OF FUNDS Not applicable.
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NU	MBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	SOLE VOTING POWER 5,231,586
8	SHARED VOTING POWER 0
9	SOLE DISPOSITIVE POWER 5,231,586
10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,231,586
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.98%
14	TYPE OF REPORTING PERSON PN

# CUSIP No. 029169 10 9 NAME OF REPORTING PERSON Starfire Holding Corporation CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /x/(b) // SEC USE ONLY SOURCE OF FUNDS Not applicable. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 5 // CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE VOTING POWER 0 SHARED VOTING POWER 13,490,411 SOLE DISPOSITIVE POWER 0 10 SHARED DISPOSITIVE POWER 13,490,411 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 13,490,411 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12

13

14

10.26%

CO

TYPE OF REPORTING PERSON

CU	SIP No. 029169 10 9
1	NAME OF REPORTING PERSON Little Meadow Corp.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) /x/ (b) //
3	SEC USE ONLY
4	SOURCE OF FUNDS Not applicable.
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NU	MBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	SOLE VOTING POWER 0
8	SHARED VOTING POWER 82,395,494
9	SOLE DISPOSITIVE POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

11

10

11

12

13

14

SHARED DISPOSITIVE POWER 82,395,494

82,395,494

62.69%

CO

TYPE OF REPORTING PERSON

CU	SIP No. 029169 10 9
1	NAME OF REPORTING PERSON Tramore LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) /x/  (b) //
3	SEC USE ONLY
4	SOURCE OF FUNDS Not applicable.
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NU	MBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	SOLE VOTING POWER 8,830,603
8	SHARED VOTING POWER 0
9	SOLE DISPOSITIVE POWER 8,830,603
10	SHARED DISPOSITIVE POWER 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

12

11

12

13

14

8,830,603

6.72%

00

TYPE OF REPORTING PERSON

### CUSIP No. 029169 10 9

NAME OF REPORTING PERSON Carl C. Icahn CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /x/(b) // SEC USE ONLY SOURCE OF FUNDS Not applicable. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 5 // CITIZENSHIP OR PLACE OF ORGANIZATION United States of America NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE VOTING POWER 0 SHARED VOTING POWER 117,033,818 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 10 117,033,818

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,033,818
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/ /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 89.04%
- 14 TYPE OF REPORTING PERSON IN

### Item 1. Security and Issuer

The Schedule 13D filed with the U.S. Securities and Exchange Commission ("SEC") on September 24, 1990, as previously amended (the "Initial 13D"), is hereby further amended to furnish the additional information set forth in this Amendment No. 38 to the Initial 13D. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Initial 13D.

Item 5. Interest in Securities of the Issuer

Items 5(a) and 5(b) of the Initial 13D are hereby amended and restated as follows:

- (a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 117,033,818 Depositary Units, representing approximately 89.04% of the Issuer's outstanding Depositary Units (based upon: (i) the 128,953,091 Depositary Units stated to be outstanding as of November 6, 2015 by the Issuer in the Issuer's Form 10-Q filing filed with the Securities and Exchange Commission on November 9, 2015; plus (ii) the 2,482,436 Depositary Units issued to the Reporting Persons by the Issuer on December 24, 2015 in connection with a regular quarterly distribution of Depositary Units by the Issuer).
- (b) Barberry has sole voting power and sole dispositive power with respect to 3,814,570 Depositary Units, representing approximately 2.90% of the Issuer's outstanding Depositary Units. Pursuant to Rule 13d-3(a) under the Exchange Act, Mr. Icahn (by virtue of his relationship to Barberry) may be deemed to indirectly beneficially own the Depositary Units which Barberry owns. Mr. Icahn disclaims beneficial ownership of the Depositary Units for all other purposes.
- CCI Offshore has sole voting power and sole dispositive power with respect to 2,492,684 Depositary Units, representing approximately 1.90% of the Issuer's outstanding Depositary Units. Pursuant to Rule 13d-3(a) under the Exchange Act, each of Barberry and Mr. Icahn (by virtue of their relationships to CCI Offshore) may be deemed to indirectly beneficially own the Depositary Units which CCI Offshore owns. Each of Barberry and Mr. Icahn disclaims beneficial ownership of the Depositary Units for all other purposes.
- CCI Onshore has sole voting power and sole dispositive power with respect to 19,744,774 Depositary Units, representing approximately 15.02% of the Issuer's outstanding Depositary Units. Pursuant to Rule 13d-3(a) under the Exchange Act, each of High Coast, Little Meadow and Mr. Icahn (by virtue of their relationships to CCI Onshore) may be deemed to indirectly beneficially own the Depositary Units which CCI Onshore owns. Each of High Coast, Little Meadow and Mr. Icahn disclaims beneficial ownership of the Depositary Units for all other purposes.

Gascon has sole voting power and sole dispositive power with respect to 17,368,681 Depositary Units, representing approximately 13.21% of the Issuer's outstanding Depositary Units. Pursuant to Rule 13d-3(a) under the Exchange Act, each of Little Meadow and Mr. Icahn (by virtue of their relationships to Gascon) may be deemed to indirectly beneficially own the Depositary Units which Gascon owns. Each of Little Meadow and Mr. Icahn disclaims beneficial ownership of the Depositary Units for all other purposes.

High Coast has sole voting power and sole dispositive power with respect to 45,282,039 Depositary Units, representing approximately 34.45% of the Issuer's outstanding Depositary Units. Pursuant to Rule 13d-3(a) under the Exchange Act, each of Little Meadow and Mr. Icahn (by virtue of their relationships to High Coast) may be deemed to indirectly beneficially own the Depositary Units which High Coast owns. Each of Little Meadow and Mr. Icahn disclaims beneficial ownership of the Depositary Units for all other purposes.

Highcrest has sole voting power and sole dispositive power with respect to 13,490,411 Depositary Units, representing approximately 10.26% of the Issuer's outstanding Depositary Units. Pursuant to Rule 13d-3(a) under the Exchange Act, each of Starfire and Mr. Icahn (by virtue of their relationships to Highcrest) may be deemed to indirectly beneficially own the Depositary Units which Highcrest owns. Each of Starfire and Mr. Icahn disclaims beneficial ownership of the Depositary Units for all other purposes.

Modal has sole voting power and sole dispositive power with respect to 778,470 Depositary Units, representing approximately 0.59% of the Issuer's outstanding Depositary Units. Pursuant to Rule 13d-3(a) under the Exchange Act, Mr. Icahn (by virtue of his relationship to Modal) may be deemed to indirectly beneficially own the Depositary Units which Modal owns. Mr. Icahn disclaims beneficial ownership of the Depositary Units for all other purposes.

Thornwood has sole voting power and sole dispositive power with respect to 5,231,586 Depositary Units, representing approximately 3.98% of the Issuer's outstanding Depositary Units. Pursuant to Rule 13d-3(a) under the Exchange Act, each of Barberry and Mr. Icahn (by virtue of their relationships to Thornwood) may be deemed to indirectly beneficially own the Depositary Units which Thornwood owns. Each of Barberry and Mr. Icahn disclaims beneficial ownership of the Depositary Units for all other purposes.

Tramore LLC has sole voting power and sole dispositive power with respect to 8,830,603 Depositary Units, representing approximately 6.72% of the Issuer's outstanding Depositary Units. Pursuant to Rule 13d-3(a) under the Exchange Act, Mr. Icahn (by virtue of his relationship to Tramore LLC) may be deemed to indirectly beneficially own the Depositary Units which Tramore LLC owns. Mr. Icahn disclaims beneficial ownership of the Depositary Units for all other purposes.

### **SIGNATURES**

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement on Schedule 13D concerning the depositary units representing limited partner interests in Icahn Enterprises L.P., a Delaware limited partnership, is true, complete and correct.

Dated: December 29, 2015

### BARBERRY CORP.

By: /s/ Edward E. Mattner

Name: Edward E. Mattner Title: Authorized Signatory

### CCI OFFSHORE LLC

By: /s/ Edward E. Mattner

Name: Edward E. Mattner Title: Vice President; Secretary

### CCI ONSHORE LLC

By: /s/ Keith Cozza

Name: Keith Cozza Title: Secretary; Treasurer

### **GASCON PARTNERS**

By: Little Meadow Corp., its managing general partner

By: /s/ Edward E. Mattner

Name: Edward E. Mattner

Title: President; Authorized Signatory

#### HIGH COAST LIMITED PARTNERSHIP

By: Little Meadow Corp., its general partner

By: /s/ Edward E. Mattner

Name: Edward E. Mattner

Title: President; Authorized Signatory

[Signature Page for Amendment No. 38 to Schedule 13D – Icahn Enterprises L.P.]

### HIGHCREST INVESTORS LLC

By: /s/ Keith Cozza

Name: Keith Cozza Title: Vice President

### LITTLE MEADOW CORP.

By: /s/ Edward E. Mattner

Name: Edward E. Mattner

Title: President; Authorized Signatory

### MODAL LLC

By: /s/ Edward E. Mattner

Name: Edward E. Mattner Title: Vice President

### STARFIRE HOLDING CORPORATION

By: /s/ Keith Cozza

Name: Keith Cozza

Title: Authorized Signatory

### THORNWOOD ASSOCIATES LIMITED PARTNERSHIP

By: Barberry Corp., its general partner

By: <u>/s/ Edward E. Mattner</u>

Name: Edward E. Mattner Title: Authorized Signatory

### TRAMORE LLC

By: /s/ Edward E. Mattner

Name: Edward E. Mattner Title: Authorized Signatory

/s/ Carl C. Icahn CARL C. ICAHN