

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): March 4, 2009

**Icahn Enterprises L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-9516**

(Commission File Number)

**13-3398766**

(IRS Employer  
Identification No.)

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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))
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**Section 2 - Financial Information**

**Item 2.02 Results of Operations and Financial Condition.**

The following information is furnished pursuant to Item 2.02, "Results of Operations and Financial Condition."

On March 4, 2009, Icahn Enterprises L.P. issued a press release reporting its financial results for the fourth quarter and full year of 2008. A copy of the press release is attached hereto as Exhibit 99.1.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01(d) Exhibits.**

**Exhibit 99.1** - Press Release dated March 4, 2009.

Exhibit Index

99.1 Press Release dated March 4, 2009

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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/ Dominick Ragone  
\_\_\_\_\_  
Dominick Ragone  
Principal Financial Officer

Date: March 4, 2009

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Investor Contact:  
Dominick Ragone  
Chief Financial Officer  
(646) 861-7500

For Release: March 4, 2009

**Icahn Enterprises L.P. Files Annual Report; Reports Fourth Quarter Financial Results  
Announces Quarterly Distribution and Earnings Call**

New York, NY – Icahn Enterprises L.P. (NYSE: IEP) today filed its annual report on Form 10-K and reported net loss of \$43 million, or \$0.80 per LP unit, for the twelve months ended December 31, 2008, compared to net earnings of \$308 million, or \$1.58 per LP unit, for the same period in fiscal 2007. Icahn Enterprises declared a quarterly distribution of \$0.25 per unit on its depositary units, payable in the first quarter of fiscal 2009. The distribution will be paid on March 30, 2009 to depositary unitholders of record at the close of business on March 16, 2009.

***Full Year 2008***

For the twelve months ended December 31, 2008, revenues were \$5,027 million as compared to \$2,491 million in the twelve months ended December 31, 2007. Loss from continuing operations was \$528 million for the twelve months ended December 31, 2008, which included restructuring expenses and impairment charges primarily for goodwill and intangible assets aggregating \$453 million, compared to income of \$219 million for the comparable period of fiscal 2007, which included restructuring expenses and impairment charges primarily for tangible assets aggregating \$32 million. Income from discontinued operations was \$485 million for the twelve months ended December 31, 2008, compared to \$89 million for the comparable period in fiscal 2007.

***Three Months Ended December 31, 2008***

For the three months ended December 31, 2008, revenues were \$236 million as compared to \$339 million in the three months ended December 31, 2007. Loss from continuing operations was \$467 million for the three months ended December 31, 2008, which included restructuring expenses and impairment charges primarily for goodwill and intangible assets aggregating \$426 million, compared to a loss of \$15 million for the comparable period of fiscal 2007, which included restructuring expenses and impairment charges for tangible and intangible assets aggregating \$8 million. Loss from discontinued operations was \$1 million for the three months ended December 31, 2008, compared to income of \$13 million for the comparable period in fiscal 2007.

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## Conference Call Information

Icahn Enterprises L.P. will discuss its fourth quarter results on a conference call and Webcast on Thursday, March 5, 2009 at 10:00 a.m. EST. The Webcast can be viewed live on Icahn Enterprises L.P.'s website at [www.ica hnenterprises.com](http://www.ica hnenterprises.com). It will also be archived and made available at [www.ica hnenterprises.com](http://www.ica hnenterprises.com) under the Investor Relations section. The toll-free dial-in number for the conference call in the United States (800) 938-1410. The international number is (702) 696-4768. The access code for both is 87664899.

## Copies of Annual Report on Form 10-K

Holders of our depositary units, our preferred depositary units or our notes may contact us at the address below to request a hard copy of the 2008 annual report.

Investor Relations Department  
Icahn Enterprises L.P.  
767 Fifth Avenue, 47th Floor  
New York, New York 10153  
Email: [ir@ielp.com](mailto:ir@ielp.com)

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Icahn Enterprises L.P. (NYSE: IEP), a master limited partnership, is a diversified holding company engaged in five primary business segments: Investment Management, Automotive, Metals, Real Estate and Home Fashion. For more information, please visit the company's website at [www.ica hnenterprises.com](http://www.ica hnenterprises.com).

## Caution Concerning Forward-Looking Statements

This release contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, many of which are beyond our ability to control or predict. Forward-looking statements may be identified by words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "will" or words of similar meaning and include, but are not limited to, statements about the expected future business and financial performance of Icahn Enterprises L.P. and its subsidiaries. Among these risks and uncertainties are risks related to economic downturns, substantial competition and rising operating costs; risks related to our investment management activities, including the nature of the investments made by the private funds we manage, losses in the private funds and loss of key employees; risks related to our automotive activities, including exposure to adverse conditions in the automotive industry, and risks related to operations in foreign countries; risks related to our scrap metals activities, including potential environmental exposure; risks related to our real estate activities, including the extent of any tenant bankruptcies and insolvencies, and competition for residential and investment properties; risks related to our home fashion operations, including changes in the availability and price of raw materials, and changes in transportation costs and delivery times; and other risks and uncertainties detailed from time to time in our filings with the SEC. We undertake no obligation to publicly update or review any forward-looking information, whether as a result of new information, future developments or otherwise.

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APPENDIX I

CONSOLIDATED STATEMENTS OF OPERATIONS

In millions except per unit data

	<b>Three Months Ended</b>	
	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Revenues	\$ 236	\$ 339
Expenses	2,230	471
	<u>(1,994)</u>	<u>(132)</u>
Income tax benefit	62	5
Non-controlling interests in loss	<u>1,465</u>	<u>112</u>
Loss from continuing operations	(467)	(15)
(Loss) income from discontinued operations	<u>(1)</u>	<u>13</u>
Net loss	<u>\$ (468)</u>	<u>\$ (2)</u>
Net earnings (loss) attributable to:		
Limited partners	\$ 1	\$ (2)
General partner	<u>(469)</u>	<u>-</u>
	<u>\$ (468)</u>	<u>\$ (2)</u>
Net (loss) earnings per LP unit:		
Basic and diluted earnings (loss):		
Loss from continuing operations	\$ (6.49)	\$ (0.21)
(Loss) income from discontinued operations	<u>(0.02)</u>	<u>0.19</u>
Basic and diluted loss per LP unit	<u>\$ (6.51)</u>	<u>\$ (0.02)</u>
Weighted-average LP units outstanding	<u>72</u>	<u>70</u>

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**APPENDIX II**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

**In millions except per unit data**

	<b>Twelve Months Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>
Revenues	\$ 5,027	\$ 2,491
Expenses	8,153	2,002
	(3,126)	489
Income tax expense	(47)	(9)
Non-controlling interests in (income) loss	2,645	(261)
(Loss) income from continuing operations	(528)	219
Income from discontinued operations	485	89
Net (loss) earnings	<u>\$ (43)</u>	<u>\$ 308</u>
Net (loss) earnings attributable to:		
Limited partners	\$ (57)	\$ 103
General partner	14	205
	<u>\$ (43)</u>	<u>\$ 308</u>
Net (loss) earnings per LP unit:		
Basic and diluted earnings (loss):		
(Loss) income from continuing operations	\$ (7.84)	\$ 0.24
Income from discontinued operations	7.04	1.34
Basic and diluted (loss) earnings per LP unit	<u>\$ (0.80)</u>	<u>\$ 1.58</u>
Weighted-average LP units outstanding	<u>71</u>	<u>65</u>

**APPENDIX III**

**CONSOLIDATED BALANCE SHEETS**

The following table presents Icahn Enterprises L.P.'s consolidated summary balance sheet data  
(in millions)

	<b><u>December 31,</u></b> <b><u>2008</u></b>	<b><u>December 31,</u></b> <b><u>2007</u></b>
<b>ASSETS</b>		
Investment Management:		
Cash and cash equivalents	\$ 5	\$ 26
Cash held at consolidated affiliated partnerships and restricted cash	3,862	1,105
Securities owned, at fair value	4,261	5,920
Other assets	236	999
	<u>8,364</u>	<u>8,050</u>
Automotive:		
Cash and cash equivalents	888	-
Inventories, net	894	-
Property, plant and equipment, net	1,911	-
Goodwill and other assets	3,529	-
	<u>7,222</u>	<u>-</u>
Metals, Real Estate and Home Fashion:		
Cash and cash equivalents	350	328
Other assets	1,426	1,129
	<u>1,776</u>	<u>1,457</u>
Holding Company:		
Cash and cash equivalents	1,369	1,759
Other assets	84	1,168
	<u>1,453</u>	<u>2,927</u>
<b>Total Assets</b>	<b><u>\$ 18,815</u></b>	<b><u>\$ 12,434</u></b>
<b>LIABILITIES AND PARTNERS' EQUITY</b>		
Investment Management:		
Accounts payable, accrued expenses and other liabilities	\$ 1,106	\$ 468
Securities sold, not yet purchased, at fair value	2,273	206
Due to broker	713	-
	<u>4,092</u>	<u>674</u>
Automotive:		
Accounts payable, accrued expenses, and other liabilities	2,068	-
Debt	2,576	-
Postemployment benefit liability	1,302	-
	<u>5,946</u>	<u>-</u>
Metals, Real Estate and Home Fashion:		
Accounts payable, accrued expenses, and other liabilities	156	189
Debt	126	116
	<u>282</u>	<u>305</u>
Holding Company:		
Accounts payable, accrued expenses, and other liabilities	154	358
Debt	1,869	1,925
Preferred Limited Partner units	130	124
	<u>2,153</u>	<u>2,407</u>
<b>Total Liabilities</b>	<b><u>12,473</u></b>	<b><u>3,386</u></b>
Non-controlling interests	3,944	6,735
Partners' equity	2,398	2,313
<b>Total Liabilities and Partners' Equity</b>	<b><u>\$ 18,815</u></b>	<b><u>\$ 12,434</u></b>