

**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): September 17, 2008

**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**

(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 8 - Other Events**

### **Item 8.01. Other Events**

On July 3, 2008, Icahn Enterprises L.P. ("Icahn Enterprises") acquired a 50.5% majority interest in Federal-Mogul Corporation ("Federal-Mogul"). As a result of the acquisition, the financial position and results of operations of Federal-Mogul are consolidated by Icahn Enterprises. Icahn Enterprises' consolidated financial statements reflecting the acquisition will first be published in its quarterly report on Form 10-Q for the quarter ending September 30, 2008.

On September 17, 2008, Federal-Mogul issued a press release announcing that it intends to initiate a restructuring plan designed to improve operating performance and respond to increasingly challenging conditions in the global automotive market. The planned actions are expected to occur as a result of several initiatives designed to streamline business processes, consolidate or close locations, and reduce general and administrative staffing. Federal-Mogul anticipates that these initiatives, which will begin in the quarter ending September 30, 2008 and are expected to be substantially completed by the end of 2009, will result in an estimated charge in the range of approximately \$60 to \$80 million. This estimated charge relates primarily to severance and benefits costs. The plan, when combined with other workforce adjustments, is expected to reduce Federal-Mogul's global employment by approximately 4,000 positions, or eight percent.

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

## **Section 9 - Financial Statements and Exhibits**

### **Item 9.01(d) Exhibits.**

**Exhibit 99.1** - Press Release issued by Federal-Mogul Corporation dated September 17, 2008.

#### Exhibit Index

99.1 Press Release issued by Federal-Mogul Corporation dated September 17, 2008

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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: September 17, 2008



News & Information

Corporate Communications

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**Federal-Mogul Streamlining Operations, Adjusting to Industry Outlook**  
***Preliminary expense estimates of \$60-\$80 million through end of 2009***

September 17, 2008 - Southfield, MI.....Federal-Mogul Corporation (NASDAQ:FDML) today announced a restructuring plan designed to improve operating performance and respond to increasingly challenging conditions in the global automotive market. The plan, when combined with other workforce adjustments, is expected to reduce the company's global workforce by approximately 4,000 positions or eight percent. The planned actions are expected to occur as a result of several initiatives designed to streamline business processes, consolidate or close selected locations, and reduce general and administrative staffing. The company is not disclosing the specific sites at this time, pending further evaluation and consultations with appropriate parties. The restructuring initiatives will begin during September 2008 and continue into 2009 with several phases of implementation. Preliminary cost estimates of the restructuring program are in the range of \$60-\$80 million through the end of 2009.

"We are taking actions in response to a downturn in regional markets and global industry outlook. We recognize this is a difficult decision, yet these measures are required to prepare the company for the increasingly challenging automotive environment. The efficiencies gained as a result of these initiatives will strengthen Federal-Mogul's competitive position and help assure the company's future as we continue to implement our sustainable global profitable growth strategy," said José Maria Alapont, Federal-Mogul President and CEO.

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## **About Federal-Mogul**

Federal-Mogul Corporation is a leading global supplier of powertrain and safety technologies, serving the world's foremost original equipment manufacturers of automotive, light commercial, heavy-duty and off-highway vehicles, as well as in power generation, aerospace, marine, rail, industrial, and the worldwide aftermarket. The company's leading technology and innovation, lean manufacturing expertise, as well as marketing and distribution deliver world-class products, brands and services with quality excellence at a competitive cost. Federal-Mogul is focused on its sustainable global profitable growth strategy, creating value and satisfaction for its customers, shareholders and employees. Federal-Mogul was founded in Detroit in 1899. The company is headquartered in Southfield, Michigan, and employs approximately 50,000 people in 35 countries. Visit the company's web site at [www.federalmogul.com](http://www.federalmogul.com).

## **Forwarding Looking Statements**

Statements contained in this press release, which are not historical fact, constitute, "Forward-Looking Statements." Actual results may differ materially due to numerous important factors that are described in Federal-Mogul's most recent report to the SEC on Form 10-K, which may be revised or supplemented in subsequent reports to the SEC on Forms 10-Q and 8-K. Such factors include, among others, the cost and timing of implementing restructuring actions, Federal Mogul's ability to generate cost savings or manufacturing efficiencies to offset or exceed contractually or competitively required price reductions or price reductions to obtain new business, conditions in the automotive industry, and certain global and regional economic conditions. Federal-Mogul does not intend or assume any obligation to update any forward-looking statement to reflect events or circumstances after the date of this press release.

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