

ICAHN CARL C
Form 4
December 06, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ICAHN CARL C

2. Issuer Name **and** Ticker or Trading
Symbol
American Railcar Industries, Inc.
[ARII]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ICAHN ASSOCIATES
HOLDING LLC, 767 FIFTH AVE.,
47TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2018

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
NEW YORK, NY 10153

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value per share	12/05/2018		D(1)(2)		11,871,268	D	\$ 70 (1) (2)
							0
						I	(1) (2)
							See footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ICAHN CARL C
C/O ICAHN ASSOCIATES HOLDING LLC
767 FIFTH AVE., 47TH FLOOR
NEW YORK, NY 10153

ICAHN ENTERPRISES HOLDINGS L.P.
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

IEH ARI HOLDINGS LLC
767 FIFTH AVE., 47TH FLOOR
NEW YORK, NY 10153

ICAHN ENTERPRISES G.P. INC.
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

BECKTON CORP
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

AMERICAN ENTERTAINMENT PROPERTIES CORP.
767 FIFTH AVE., 47TH FLOOR
NEW YORK, NY 10153

ICAHN BUILDING LLC
767 FIFTH AVE., 47TH FLOOR
NEW YORK, NY 10153

Signatures

IEH ARI HOLDINGS LLC By: /s/ SungHwan Cho Name: SungHwan Cho Title: Chief Financial Officer	12/06/2018
__Signature of Reporting Person	Date
AMERICAN ENTERTAINMENT PROPERTIES CORP. By: /s/ SungHwan Cho Name: SungHwan Cho Title: Chief Financial Officer	12/06/2018
__Signature of Reporting Person	Date
ICAHN BUILDING LLC By: Icahn Enterprises Holdings L.P., its sole member By: Icahn Enterprises G.P. Inc., its general partner By: /s/ SungHwan Cho Name: SungHwan Cho Title: Chief Financial Officer	12/06/2018
__Signature of Reporting Person	Date
ICAHN ENTERPRISES HOLDINGS L.P. By: Icahn Enterprises G.P. Inc., its general partner By: /s/ SungHwan Cho Name: SungHwan Cho Title: Chief Financial Officer	12/06/2018
__Signature of Reporting Person	Date
ICAHN ENTERPRISES G.P. INC. By: /s/ SungHwan Cho Name: SungHwan Cho Title: Chief Financial Officer	12/06/2018
__Signature of Reporting Person	Date
BECKTON CORP. By: /s/ Irene March Name: Irene March Title: Authorized Signatory	12/06/2018
__Signature of Reporting Person	Date
CARL C. ICAHN /s/ Carl C. Icahn	12/06/2018
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On December 5, 2018, the transactions contemplated by the Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 22, 2018, by and between American Railcar Industries, Inc. ("ARI") and STL Parent Corp. were completed. Pursuant to the Merger Agreement, Merger Sub was merged with and into ARI, with ARI continuing as the surviving corporation after the Merger.

(1) Immediately prior to the consummation of the Merger, IEH ARI Holdings LLC, an entity that is indirectly controlled by Mr. Icahn ("IEH"), was the record holder of 11,871,268 shares of ARI's common stock, \$0.01 par value per share (the "Shares"). Pursuant to the terms of the Merger Agreement, all of the outstanding Shares of ARI, including those held by IEH, were converted into the right to receive the merger consideration of \$70.00 per Share.

(2) Accordingly, as a result of the Merger, the Reporting Persons no longer hold any Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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