

Edgar Filing: American Railcar Industries, Inc. - Form SC 13D/A

American Railcar Industries, Inc.
Form SC 13D/A
September 28, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3) *

American Railcar Industries, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

02916P 10 3
(CUSIP Number)

Marc Weitzen, Esq.
General Counsel
Icahn Associates Corp.
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4388
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 27, 2011
(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 that is the subject of this Schedule 13D, and is filing this schedule because of 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 Rule 13d-7 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).

SCHEDULE 13D

CUSIP No. 02916P 10 3

1 NAME OF REPORTING PERSON
IEH ARI Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) / /

(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
11,564,145

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
11,564,145

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,564,145

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
54.2%

14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 02916P 10 3

1 NAME OF REPORTING PERSON
Icahn Enterprises Holdings L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(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

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
238,153
- 8 SHARED VOTING POWER
11,564,145
- 9 SOLE DISPOSITIVE POWER
238,153
- 10 SHARED DISPOSITIVE POWER
11,564,145
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,802,298
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
55.3%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 02916P 10 3

- 1 NAME OF REPORTING PERSON
Icahn Enterprises G.P. Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(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
0
- 8 SHARED VOTING POWER
11,802,298
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER

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11,802,298

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,802,298

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
55.3%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 02916P 10 3

1 NAME OF REPORTING PERSON
Beckton Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(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
0

8 SHARED VOTING POWER
11,802,298

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
11,802,298

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,802,298

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
55.3%

14 TYPE OF REPORTING PERSON
CO

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SCHEDULE 13D

CUSIP No. 02916P 10 3

1 NAME OF REPORTING PERSON
Carl C. Icahn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(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
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
11,802,298

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
11,802,298

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,802,298

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
55.3%

14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

Item 1. Security and Issuer

The Schedule 13D filed with the Securities and Exchange Commission on January 31, 2006 by the Reporting Persons, as previously amended by amendments Number One and Number Two (the "Initial 13D"), with respect to the shares of Common Stock, no par value (the "Shares"), of American Railcar Industries, Inc., a North Dakota corporation (the "Issuer"), is hereby further amended to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms

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in the Initial 13D. The address of the principal executive office of the Issuer is 100 Clark Street, St. Charles, Missouri 63301.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Initial 13D is hereby amended by adding the following:

The Reporting Persons, hold in the aggregate, 11,802,298 Shares. The aggregate purchase price of the Shares purchased by the Reporting Persons in the past 60 days was approximately \$3,641,509 (including commissions and premiums).

Item 5. Interest in Securities of the Issuer

Item 5 of the Initial 13D is hereby amended and restated in its entirety to read as follows:

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 11,802,298 Shares, representing approximately 55.3% of the Issuer's outstanding Shares (based upon the 21,352,297 Shares stated to be outstanding as of April 7, 2011 by the Issuer in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on August 2, 2011).

(b) ARI Holdings has sole voting power and sole dispositive power with regard to 11,564,145 Shares. Each of Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Enterprises Holdings has sole voting power and sole dispositive power with regard to 238,153 Shares. Each of Icahn Enterprises GP, Beckton and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Pursuant to Rule 13d-3(a) under the Exchange Act, each of Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn (by virtue of their relationships to ARI Holdings) may be deemed to indirectly beneficially own the Shares which ARI Holdings owns. Each of Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

Pursuant to Rule 13d-3(a) under the Exchange Act, each of Icahn Enterprises GP, Beckton and Mr. Icahn (by virtue of their relationships to Icahn Enterprises Holdings) may be deemed to indirectly beneficially own the Shares which Icahn Enterprises Holdings owns. Each of Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

(c) The following table sets forth all transactions with respect to Shares effected in the past 60 days, inclusive of any transactions effected through 5:00 p.m., New York City time, on September 28, 2011. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

Name of Reporting Person	Date of Transaction	Amount of Securities	Price Per Share
-----	-----	-----	-----
Icahn Enterprises Holdings	08/09/2011	6,387	15.59
Icahn Enterprises Holdings	08/18/2011	23,216	15.72
Icahn Enterprises Holdings	08/19/2011	31,360	14.96
Icahn Enterprises Holdings	08/23/2011	18,274	14.97
Icahn Enterprises Holdings	08/26/2011	1,774	15.71
Icahn Enterprises Holdings	09/06/2011	27,466	15.54
Icahn Enterprises Holdings	09/09/2011	5,500	15.70
Icahn Enterprises Holdings	09/12/2011	11,676	15.70

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Icahn Enterprises Holdings	09/21/2011	19,000	15.69
Icahn Enterprises Holdings	09/22/2011	19,000	14.60
Icahn Enterprises Holdings	09/23/2011	19,000	15.11
Icahn Enterprises Holdings	09/26/2011	18,500	15.10
Icahn Enterprises Holdings	09/27/2011	18,500	15.41
Icahn Enterprises Holdings	09/28/2011	18,500	15.19

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 28, 2011

IEH ARI HOLDINGS, LLC

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

By: /s/ Dominick Ragone

Name: Dominick Ragone

Title: Chief Financial Officer

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc., its general partner

By: /s/ Dominick Ragone

Name: Dominick Ragone

Title: Chief Financial Officer

ICAHN ENTERPRISES G.P. INC.

By: /s/ Dominick Ragone

Name: Dominick Ragone

Title: Chief Financial Officer

BECKTON CORP.

By: /s/ Edward E. Mattner

Name: Edward E. Mattner

Title: Authorized Signatory

/s/ Carl C. Icahn

CARL C. ICAHN