

AMERICAN REAL ESTATE PARTNERS L P
Form 8-K
November 09, 2006

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

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): November 9, 2006

**American Real Estate Partners,
L.P.**

(Exact name of registrant as
specified in its charter)

| Delaware (State or other jurisdiction of incorporation) | 1-9516 (Commission File Number) | 13-3398766 (IRS Employer Identification No.) |
|--|--|---|
| 767 Fifth Avenue, Suite 4700, New York, NY (Address of principal executive offices) | | 10153 (Zip Code) |

Registrant's telephone number, including area code: **(212) 702-4300**

N/A

(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)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o 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

The following information is furnished pursuant to Item 8.01, "Other Events"

On November 9, 2006, American Real Estate Partners, L.P. ("AREP") issued a press release setting forth AREP's third quarter 2006 financial results. A copy of AREP's press release is attached as Exhibit 99.1.

Exhibit Index

99.1 Press Release dated November 9, 2006

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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.

AMERICAN REAL ESTATE PARTNERS, L.P.
(Registrant)

By: American Property Investors, Inc.,
its General Partner

By: /s/ Hillel Moerman
Hillel Moerman,
Chief Financial Officer
American Property Investors, Inc.,
the General Partner of
American Real Estate Partners, L.P.

Date: November 9, 2006