## SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

AMERICAN REAL ESTATE PARTNERS, L.P. (Exact Name of Registrant as Specified in Its Charter)

Delaware 13-3398766 (State of Organization)

(I.R.S. Employer Identification Number)

90 South Bedford Road 10549 Mt. Kisco, New York (Address of Principal Executive Offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Name of Each Exchange on which Title of Each Class to be so Registered each Class is to be Registered

5% Cumulative Pay-In-Kind Redeemable Preferred Units Representing Limited

Partner Interests

New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

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Description of Registrant's Item 1. Securities to be Registered

The prospectus relating to the proposed public offering of up to 2,000,000 5% Cumulative Pay-In-Kind Redeemable Preferred Units representing limited partner interests of American Real Estate Partners, L.P. (the "Registrant"), contained in the Registrant's Registration Statement on Form S-3, as amended (File No. 33-54767), under the Securities Act of 1933, as amended (the "Securities Act"), is incorporated herein by reference. The final prospectus (the "Prospectus") to be filed pursuant to Rule 424(b) under the Securities Act shall be deemed to be incorporated herein by reference from the date of filing thereof. Reference is specifically made to the section of the Prospectus captioned "Description of Securities - The Preferred Units."

## Item 2. Exhibits

- Amended and Restated Agreement of Limited Partnership of Registrant, dated as of May 12, 1987 (the "Partnership Agreement").(1)
- 2. Amendment No. 1 to the Partnership Agreement. (2)

- (1) Incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1987.
- (2) Incorporated by reference to Exhibit 4.2 to Pre-Effective Amendment No. 3 to the Registrant's Registration Statement on Form S-3 (File No. 33-54767), filed with the Commission on January 20, 1995.

## SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

AMERICAN REAL ESTATE PARTNERS, L.P.

By: American Property Investors, Inc. General Partner

February 10, 1995

By: /s/ John P. Saldarelli

John P. Saldarelli

Treasurer