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

## **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment 5)\*

Southwest Gas Holdings, Inc. (Name of Issuer)

<u>Common Stock, Par Value \$1.00 per share</u> (Title of Class of Securities)

> 844895102 (CUSIP Number)

Jesse A. Lynn Chief Operating Officer Icahn Capital LP 16690 Collins Avenue, PH-1 Sunny Isles Beach, FL 33160 (305) 422-4100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

<u>March 17, 2023</u> (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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  $\Box$ .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-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).

CUSIP No. 844				
(1)	NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)			
	Icahn Partners Master Fund LP			
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	$\Box$			
	(a) □ (b) □			
(3)	SEC USE ONLY			
(4)	SOURCE OF FUNDS			
(4)	SOURCE OF FUNDS			
	WC			
(5)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$			
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION			
Number of	Delaware (7) SOLE VOTING POWER			
Shares	(7) SOLE VOTING POWER			
Beneficially	4,034,270			
Owned	(8) SHARED VOTING POWER			
by Each Reporting	4,034,270			
Person With	(9) SOLE DISPOSITIVE POWER			
	4,034,270			
	(10) SHARED DISPOSITIVE POWER			
	4,034,270			
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,034,270			
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
()				
	5.66%			
(14)	TYPE OF REPORTING PERSON			
	PN			

CUSIP No. 844	4895102		
(1)	NAME OF REPORTING PERSONS		
` ,	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)		
	Icahn Offshore LP		
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) □		
-	(b) □		
(3)	SEC USE ONLY		
(4)	SOURCE OF FUNDS		
	00		
(5)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$		
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
Number of	(7) SOLE VOTING POWER		
Shares Beneficially	0		
Owned	(8) SHARED VOTING POWER		
by Each	4,034,270		
Reporting Person With	(9) SOLE DISPOSITIVE POWER		
	0		
	(10) SHARED DISPOSITIVE POWER 4,034,270		
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,034,270		
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\Box$		
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	5.66%		
(14)	TYPE OF REPORTING PERSON		
()	PN		

CUSIP No. 844				
(1)	NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)			
	Icahn Partners LP			
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	(a) 🗆			
	(a) $\Box$ (b) $\Box$			
(3)	SEC USE ONLY			
(4)	SOURCE OF FUNDS			
	WC			
(5)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$			
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware			
Number of	(7) SOLE VOTING POWER			
Shares Beneficially	5,653,736			
Owned				
by Each	(8) SHARED VOTING POWER 5,653,736			
Reporting Person With	(9) SOLE DISPOSITIVE POWER			
r Cibon vvidi				
	5,653,736 (10) SHARED DISPOSITIVE POWER			
	(10) SHARED DISPOSITIVE POWER 5,653,736			
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	5,653,736			
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\square$			
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	7.93%			
(1.4)	TWIE OF DEDORTING DEDOM			
(14)	TYPE OF REPORTING PERSON PN			

(1) NAME OF REPORTING PERSONS  LR.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)    Cahn Onshore LP	CUSIP No. 844	<del>1895102</del>			
Cahn Onshore LP	(1)	NAME OF REPORTING PERSONS			
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a)	` ,	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)			
(a)		Icahn Onshore LP			
(a)	(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
(3) SEC USE ONLY  (4) SOURCE OF FUNDS OO  (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)   (6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  Number of (7) SOLE VOTING POWER  Shares Beneficially Owned (8) SHARED VOTING POWER  5,653,736 (9) SOLE DISPOSITIVE POWER  Person With  0 (10) SHARED DISPOSITIVE POWER  5,653,736 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736 (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7,93%					
(3) SEC USE ONLY  (4) SOURCE OF FUNDS OO  (5) CHECK 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 Seporting Person With  (7) SOLE VOTING POWER  (8) SHARED VOTING POWER  (9) SOLE DISPOSITIVE POWER  (10) SHARED DISPOSITIVE POWER  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) 7,93%  (14) TYPE OF REPORTING PERSON					
(4) SOURCE OF FUNDS OO (5) CHECK 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 O Owned by Each Reporting Person With  0 (10) SHARED VOTING POWER  5,653,736 (9) SOLE DISPOSITIVE POWER  0 (10) SHARED DISPOSITIVE POWER 5,653,736 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736 (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7,93% (14) TYPE OF REPORTING PERSON					
OO  (5) CHECK 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 0  Owned (8) SHARED VOTING POWER  5,653,736  (9) SOLE DISPOSITIVE POWER  Person With  0  (10) SHARED DISPOSITIVE POWER  5,653,736  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7,93%	(3)	SEC USE ONLY			
(5) CHECK 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 0  Owned (8) SHARED VOTING POWER  by Each 5,653,736  Reporting Person With  0 (10) SHARED DISPOSITIVE POWER  5,653,736  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7,93%	(4)	SOURCE OF FUNDS			
(5) CHECK 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 0  Owned (8) SHARED VOTING POWER  by Each 5,653,736  Reporting (9) SOLE DISPOSITIVE POWER  Person With  0  (10) SHARED DISPOSITIVE POWER  5,653,736  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7,93%		00			
(6) CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  Number of Shares Beneficially Owned (8) SHARED VOTING POWER by Each Exporting Person With  0 (10) SHARED DISPOSITIVE POWER  0 (10) SHARED DISPOSITIVE POWER	(5)				
Number of Shares Beneficially 0 Owned by Each Februing Person With 0  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.93%	(3)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FORSOANT TO THEMS 2(d) of 2(e)			
Number of Shares Beneficially 0 Owned by Each Reporting Person With 0  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.93%	(6)	CITIZENSHIP OR PLACE OF ORGANIZATION			
Number of Shares Beneficially					
Shares Beneficially Owned by Each Reporting Person With  O (10) SHARED DISPOSITIVE POWER 5,653,736  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7,93%					
Beneficially Owned by Each Reporting Person With  10 10 10 10 10 10 10 10 10 10 10 10 10		(7) SOLE VOTING POWER			
Owned by Each Reporting Person With  (8) SHARED VOTING POWER  5,653,736  (9) SOLE DISPOSITIVE POWER  0 (10) SHARED DISPOSITIVE POWER  5,653,736  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.93%					
by Each Reporting Person With					
Reporting Person With  (9) SOLE DISPOSITIVE POWER  (10) SHARED DISPOSITIVE POWER  5,653,736  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.93%  (14) TYPE OF REPORTING PERSON					
Person With  0 (10) SHARED DISPOSITIVE POWER 5,653,736 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736 (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.93% (14) TYPE OF REPORTING PERSON					
0 (10) SHARED DISPOSITIVE POWER 5,653,736 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736 (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.93% (14) TYPE OF REPORTING PERSON		(9) SOLE DISPOSITIVE POWER			
(10) SHARED DISPOSITIVE POWER 5,653,736  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.93%  (14) TYPE OF REPORTING PERSON	r croon vvidi	0			
5,653,736  (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.93%  (14) TYPE OF REPORTING PERSON		·			
5,653,736  (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.93%  (14) TYPE OF REPORTING PERSON					
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐  (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.93%  (14) TYPE OF REPORTING PERSON	(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.93%  (14) TYPE OF REPORTING PERSON		5,653,736			
7.93%  (14) TYPE OF REPORTING PERSON	(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\Box$			
7.93%  (14) TYPE OF REPORTING PERSON	(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
(14) TYPE OF REPORTING PERSON	,				
		7.93%			
	(14)	TYPE OF REPORTING PERSON			
	. ,	PN			

CUSIP No. 844	895102
(1)	NAME OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
	Icahn Capital LP
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(2)	(b) [
(3)	SEC USE ONLY
(4)	SOURCE OF FUNDS
(4)	SOURCE OF FORDS
	00
(5)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$
(-)	
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION
. ,	
	Delaware
Number of	(7) SOLE VOTING POWER
Shares	
Beneficially	0
Owned	(8) SHARED VOTING POWER
by Each	9,688,006
Reporting Person With	(9) SOLE DISPOSITIVE POWER
Person with	
	0
	(10) SHARED DISPOSITIVE POWER
(11)	9,688,006
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,688,006
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
(13)	TERCETT OF CERTIFICATION (II)
	13.58%
(14)	TYPE OF REPORTING PERSON
	PN

CUSIP No. 84	4895102			
(1)	NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)			
	IPH GP LLC			
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	(b)			
(3)	SEC USE ONLY			
(4)	SOURCE OF FUNDS			
	00			
(5)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$			
(5)				
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware			
Number of	(7) SOLE VOTING POWER			
Shares				
Beneficially Owned	(a) CHARED MOTING POWER			
by Each	(8) SHARED VOTING POWER 9,688,006			
Reporting	(9) SOLE DISPOSITIVE POWER			
Person With	(9) SOLE DISPOSITIVE FOWER			
	0			
	(10) SHARED DISPOSITIVE POWER			
	9,688,006			
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	9,688,006			
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\square$			
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	13.58%			
(14)	TYPE OF REPORTING PERSON			
	00			

CUSIP No. 844	895102				
(1)	NAME OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)				
	Icahn Enterprises Holdings L.P.				
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) 🗆				
	(a) □ (b) □				
(3)	SEC USE ONLY				
(4)	SOURCE OF FUNDS				
	00				
(5)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$				
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
Number of	(7) SOLE VOTING POWER				
Shares Beneficially	0				
Owned	(8) SHARED VOTING POWER				
by Each	9,688,006				
Reporting Person With	(9) SOLE DISPOSITIVE POWER				
Terson with	0				
	(10) SHARED DISPOSITIVE POWER				
	9,688,006				
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,688,006				
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □				
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	13.58%				
(14)	TYPE OF REPORTING PERSON PN				

CUSIP No. 844	895102				
(1)	NAME OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)				
	Icahn Enterprises G.P. Inc.				
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) 🗆				
	(a) \( \subseteq \) (b) \( \subseteq \)				
(3)	SEC USE ONLY				
(4)	SOURCE OF FUNDS				
	00				
(5)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$				
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
Number of	(7) SOLE VOTING POWER				
Shares					
Beneficially Owned	0 (8) SHARED VOTING POWER				
by Each	9,688,006				
Reporting Person With	(9) SOLE DISPOSITIVE POWER				
Person with	0				
	(10) SHARED DISPOSITIVE POWER				
(11)	9,688,006				
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,688,006				
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\Box$				
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	13.58%				
(14)	TYPE OF REPORTING PERSON				
\ · ·	CO				

CUSIP No. 844	<b>1</b> 895102				
(1)	NAME OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)				
	Beckton Corp.				
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
(3)	(b) □ SEC USE ONLY				
(3)	SEC USE ONL!				
(4)	SOURCE OF FUNDS				
	00				
(5)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$				
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
Number of	(7) SOLE VOTING POWER				
Shares					
Beneficially Owned	0 (8) SHARED VOTING POWER				
by Each	9,688,006				
Reporting	(9) SOLE DISPOSITIVE POWER				
Person With	(5) 0022 2101 00111 2 1 0 11 210				
	0				
	(10) SHARED DISPOSITIVE POWER				
	9,688,006				
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
(12)	9,688,006 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\Box$				
(12)	CHECK II THE MOCKED MINOCIVI IN KOW (II) EXCEODES CERTAIN SHIRES II				
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	13.58%				
(14)	TYPE OF REPORTING PERSON				
	CO				

4895102			
NAME OF REPORTING PERSONS			
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)			
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
(a) $\square$			
SEC COE ONE!			
SOURCE OF FUNDS			
WC			
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$			
CITIZENSHIP OR PLACE OF ORGANIZATION			
Delegano			
(/) SOLE VOTING POWER			
0			
0			
(9) SOLE DISPOSITIVE POWER			
0			
·			
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\Box$			
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
TERCENT OF CERSS REFRESENTED DT TRINOCINT IN ROW (II)			
0%			
TYPE OF REPORTING PERSON			
00			
	NAME OF REPORTING PERSONS  LR.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  IEP Utility Holdings LLC  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) □ (b) □  SEC USE ONLY  SOURCE OF FUNDS  WC  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  (7) SOLE VOTING POWER  0  (8) SHARED VOTING POWER  0  (9) SOLE DISPOSITIVE POWER  0  (10) SHARED DISPOSITIVE POWER  0  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%		

CUSIP No. 844	NAME OF REPORTING PERSONS
(1)	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
	1.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entitles only)
	Carl C. Icahn
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) □
	(b)
3)	SEC USE ONLY
(4)	SOURCE OF FUNDS
	00
(5)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION
0)	CITIZENSIIII OKTEACE OF OKGANIZATION
	United States of America
Number of	(7) SOLE VOTING POWER
Shares	
Beneficially Owned	0 (8) SHARED VOTING POWER
y Each	9,688,006
Reporting	(9) SOLE DISPOSITIVE POWER
Person With	
	0
	(10) SHARED DISPOSITIVE POWER 9,688,006
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	9,688,006
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\square$
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	12 500/
	13.58%
14)	TYPE OF REPORTING PERSON
	IN

## **Item 1. Security and Issuer.**

This statement constitutes Amendment No. 5 to the Schedule 13D (as amended, the "Schedule 13D") relating to the shares of the common stock, par value \$1.00 per share (the "Shares"), of Southwest Gas Holdings, Inc., a Delaware corporation (the "Issuer"), and hereby amends the Schedule 13D initially filed with the Securities and Exchange Commission (the "SEC") on June 3, 2022. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

## **Item 5. Interest in Securities of the Issuer.**

Item 5(a), (b) and (c) of the Schedule 13D is hereby amended by replacing it in its entirety with the following:

- (a) As of the date hereof, the Reporting Persons may be deemed to beneficially own, in the aggregate, 9,688,006 Shares, representing approximately 13.58% of the Issuer's outstanding Shares, based on 71,324,826 Shares outstanding as of March 10, 2023, as disclosed by the Issuer in its prospectus supplement filed with the SEC on March 9, 2023 and the Form 8-K filed with the SEC on March 10, 2023.
- (b) Icahn Master has sole voting and sole dispositive power with respect to 4,034,270 Shares. Each of Icahn Offshore, Icahn Capital, IPH GP, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master, has shared voting power and shared dispositive power with respect to such shares. Icahn Partners has sole voting and sole dispositive power with respect to 5,653,736 Shares. Each of Icahn Onshore, Icahn Capital, IPH GP, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners, has shared voting power and shared dispositive power with respect to such shares. IEP Utility has sole voting power and sole dispositive power and shared and shared dispositive power with respect to 0 Shares; however, IEP Utility has been included in this Schedule 13D as it is a signatory to the Amended and Restated Cooperation Agreement.

(c) The following table sets forth all transactions by any of the Reporting Persons with respect to Shares effected since the last amendment to this Schedule 13D filed on March 10, 2023. All such transactions were purchases of Shares effected in open market transactions.

Name of Reporting Person	Date of Transaction	Amount of Securities	Price Per Share
Icahn Partners LP	3/10/2023	175,115	\$59.00
Icahn Partners LP	3/13/2023	139,383	\$59.89
Icahn Partners LP	3/14/2023	138	\$60.12
Icahn Partners LP	3/15/2023	15,358	\$60.09
Icahn Partners LP	3/16/2023	12,787	\$59.96
Icahn Partners LP	3/17/2023	91,236	\$60.11
Icahn Partners Master Fund LP	3/10/2023	124,885	\$59.00
Icahn Partners Master Fund LP	3/13/2023	99,402	\$59.89
Icahn Partners Master Fund LP	3/14/2023	99	\$60.12
Icahn Partners Master Fund LP	3/15/2023	10,952	\$60.09
Icahn Partners Master Fund LP	3/16/2023	9,120	\$59.96
Icahn Partners Master Fund LP	3/17/2023	65,066	\$60.11

\*\*\*\*

## **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: March 17, 2023

ICAHN PARTNERS LP
ICAHN ONSHORE LP
ICAHN PARTNERS MASTER FUND LP
ICAHN OFFSHORE LP
ICAHN CAPITAL LP
IPH GP LLC

By: /s/ Jesse Lynn

Name: Jesse Lynn

Title: Chief Operating Officer

BECKTON CORP.

By: /s/ Ted Papapostolou

Name: Ted Papapostolou Title: Vice President

ICAHN ENTERPRISES HOLDINGS L.P.

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

ICAHN ENTERPRISES G.P. INC.

By: /s/ Ted Papapostolou

Name: Ted Papapostolou Title: Chief Accounting Officer

IEP UTILITY HOLDINGS LLC

By: /s/ Ted Papapostolou

Name: Ted Papapostolou Title: Chief Financial Officer

/s/ Carl C. Icahn

CARL C. ICAHN

[Signature Page of Schedule 13D Amendment No. 5 – SWX]