

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> <hr/> (Last) (First) (Middle) C/O ICAHN ENTERPRISES L.P. 16690 COLLINS AVE., PH-1 <hr/> (Street) SUNNY ISLES FL 33160 BEACH <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/10/2023	3. Issuer Name and Ticker or Trading Symbol <u>Southwest Gas Holdings, Inc. [SWX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 03/13/2023
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Cash-settled swap	(1)(2)	09/27/2023 ⁽¹⁾ (2)	Common Stock	2,087,427	(2)	I ⁽¹⁾⁽²⁾	Please see footnote ⁽²⁾

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

 (Last) (First) (Middle)
 C/O ICAHN ENTERPRISES L.P.
 16690 COLLINS AVE., PH-1

 (Street)
 SUNNY ISLES FL 33160
 BEACH

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ICAHN PARTNERS LP

 (Last) (First) (Middle)
 16690 COLLINS AVE., PH-1

 (Street)
 SUNNY ISLES FL 33160
 BEACH

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

ICAHN PARTNERS MASTER FUND LP

(Last) (First) (Middle)

16690 COLLINS AVE., PH-1

(Street)

SUNNY ISLES FL 33160
BEACH

(City) (State) (Zip)

Explanation of Responses:

1. This Amendment is being filed to reflect the cash-settled swaps that are held by the Reporting Persons. Such cash-settled swaps were inadvertently omitted from the original Form 3.

2. Reflects cash-settled swap agreements previously entered into by Icahn Partners LP and Icahn Partners Master Fund LP with unaffiliated third-party financial institutions as counterparties with respect to 1,219,775 Shares and 867,652 Shares, respectively, with reference prices and maturity dates that vary depending upon the terms of each such cash-settled swap. All payments under the cash-settled swaps will be settled in cash. The cash-settled swaps do not give the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of Southwest Gas Holdings, Inc. and accordingly, the Reporting Persons disclaim any beneficial ownership in shares of common stock referenced by such cash-settled swaps.

CARL C. ICAHN /s/ Carl
C. Icahn 05/19/2023

ICAHN PARTNERS LP,
/s/ Jesse Lynn, Chief 05/19/2023
Operating Officer

ICAHN PARTNERS
MASTER FUND LP, /s/ 05/19/2023
Jesse Lynn, Chief
Operating Officer

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.