

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934 (Amendment No. \_\_)**

---

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**SOUTHWEST GAS HOLDINGS, INC.**

(Name of Registrant as Specified In Its Charter)

CARL C. ICAHN  
ICAHN PARTNERS LP  
ICAHN PARTNERS MASTER FUND LP  
ICAHN ONSHORE LP  
ICAHN OFFSHORE LP  
ICAHN CAPITAL LP  
IPH GP LLC  
ICAHN ENTERPRISES HOLDINGS L.P.  
ICAHN ENTERPRISES G.P. INC.  
BECKTON CORP.  
DAVID ADAME  
NORA MEAD BROWNELL  
MARCIE L. EDWARDS  
ANDREW W. EVANS  
H. RUSSELL FRISBY, JR.  
WALTER M. HIGGINS III  
RINA JOSHI  
HENRY P. LINGINFELTER  
JESSE A. LYNN  
RUBY SHARMA  
ANDREW J. TENO

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 
-

---

As previously announced, on May 6, 2022, Carl C. Icahn and his affiliates entered into a cooperation agreement with Southwest Gas Holdings, Inc. (the “Company”). Pursuant to the terms of the cooperation agreement, Mr. Icahn and his affiliates have withdrawn their slate of director nominees with respect to the Company’s 2022 Annual Meeting and have agreed to vote in favor of the Company’s nominees.

Accordingly, please do **not** submit the gold proxy card that was previously mailed to you by Mr. Icahn and his affiliates. **All votes cast on such gold proxy cards will be disregarded.** If you have previously submitted a gold proxy card, your votes on such gold proxy card will not be counted. To ensure that your votes are counted, you will need to submit a white proxy card.